



# SATYA MicroCapital Ltd.

सर्वे भवन्तु सुखिनः

## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT (01/2022-23) EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF SATYA MICROCAPITAL LIMITED ('THE COMPANY') WILL BE HELD ON THURSDAY, THE 29<sup>th</sup> DAY OF SEPTEMBER 2022 AT 05:00 P.M. AT REGISTERED OFFICE OF THE COMPANY 519, 5<sup>TH</sup> FLOOR, DLF PRIME TOWERS, OKHLA INDUSTRIAL AREA, PHASE-1, DELHI -110020 TO TRANSACT THE FOLLOWING BUSINESS:

### SPECIAL BUSINESS:

#### **ITEM NO. 1- TO CONSIDER AND APPROVE ISSUANCE OF UPTO 50,00,000 (FIFTY LAKH) PARTLY PAID-UP EQUITY SHARES ON PREFERENTIAL BASIS TO MR. VIVEK TIWARI, MANAGING DIRECTOR, CEO & CIO**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in accordance with Section 42 and Section 62 of the Companies Act, 2013, read along with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and such other approval(s), sanction(s), permission(s) if any, of the regulatory authorities, as may be required in this regard and in accordance with the provisions of the Articles of Association of the Company, the consent of the members be and is hereby accorded to create, offer and issue upto 50,00,000 Partly Paid-Up Equity Shares of the Company, having face value of Rs. 10 (Rupees Ten only) each, at a premium of Rs. 201/- (Rupees Two Hundred One Only) per equity share, aggregating to Rs. 1,05,50,00,000/- (Rupees One Hundred Five Crore Fifty Lakh Only) to Mr. Vivek Tiwari, who is the Managing Director, CEO & CIO of the Company, by way of preferential allotment on a private placement basis, an amount mentioned below upfront for all classes (i.e. Class I to III) shall be payable by Mr. Vivek Tiwari (Principal Promoter and Managing Director, CEO & CIO) on or before the date of allotment of each class as the application money and the balance amount per Equity Share (towards Face Value and Share Premium) shall be due and payable on call from time to time on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the Companies Act 2013 read with Articles of Association of the Company and the terms and conditions given below:

Class	No. of Shares to be Issued	Application Money Rs.	Terms & Conditions
Class I	15,00,000	1	Party Paid Up Equity Shares in Class I,II&III shall be fully paid up within 10 years from the date of Allotment or IPO, whichever is earlier.
Class II	15,00,000	1.25	
Class III	20,00,000	1.50	

**RESOLVED FURTHER THAT** aforesaid Equity Shares shall rank pari- passu with the existing equity shares of the Company upon being fully paid up.

**RESOLVED FURTHER THAT** aforesaid class of Equity Shares shall be made fully Paid-Up in one or more tranches, (subject to the applicable laws) as and when deemed fit proper, in the interest of the Company and as deemed appropriate by Mr. Vivek Tiwari, Managing Director, CEO & CIO.

Registered and Corporate Office

519, 5th Floor, DLF Prime Tower, Okhla Industrial Area, Phase - 1, New Delhi - 110020, India  
E-mail : [info@satyamicrocapital.com](mailto:info@satyamicrocapital.com) | Web : [www.satyamicrocapital.com](http://www.satyamicrocapital.com)  
CIN : U74899DL1995PLC068688 | Fax : (+91-11) 49724051 | Phone : (+91-11) 4972 4000





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**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board which term shall include any Committee(s) of the Board including the Working Committee be and is hereby authorized to issue and allot the Equity Shares and to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable and expedient for such purposes including without limitation, to finalize, approve and sign, issue Disclosure Document/Private Placement Offer Letter, and other documents and for the purpose of the aforesaid to give such declarations, affidavits, undertakings, certificates, consents and to authorise any Director and/or Company Secretary to finalise, approve, execute and deliver private placement offer letter, documents, prepare and keep record of the said offer in the prescribed manner and to resolve all the questions of doubt that may arise with regard to the issue, offer, allotment, utilization of proceeds and other related matters without requiring any further consent or approval of the members of the Company with regard to the issue of Equity Shares and to authorize such persons as may be necessary, in connection therewith and incidental thereto in their absolute discretion shall deem fit and to do all such things, deeds and acts and to comply with all the formalities as may be required in connection with and incidental to the aforesaid issuance and allotment of Equity Shares.

**RESOLVED FURTHER THAT** a copy of the foregoing resolutions certified to be a true copy by any one of the Directors or Company Secretary & Chief Compliance Officer of the Company be furnished to any governmental authority or any other person as may be required from time to time."

**ITEM NO. 2- TO CONSIDER AND APPROVE ISSUANCE OF UPTO 25,00,000 (TWENTY-FIVE LAKH), PARTLY PAID UP 0.001% COMPULSORILY CONVERTIBLE PREFERENCE SHARES (CCPS) ON PRIVATE CUM PREFERENTIAL BASIS TO MR. VIVEK TIWARI, MANAGING DIRECTOR, CEO & CIO OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in accordance with Section 42, 55 and 62 of the Companies Act, 2013, read along with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and such other approval(s), sanction(s), permission(s) if any, of the regulatory authorities, as may be required in this regard and in accordance with the provisions of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot up to 25,00,000 (Twenty Five lakh), Partly Paid-Up 0.001% Non-Cumulative, Compulsorily Convertible Preference Shares ('CCPS') having face value of Rs. 10/- (Rupees ten only) each at a premium of Rs.201/- (Rupees two hundred one only) per CCPS aggregating up to Rs. 52,75,00,000 (Rupees Fifty-Two Crore Seventy-Five Lakh only), in one or more tranche(s) to Mr. Vivek Tiwari, Managing Director, CEO & CIO, an existing holder of Equity Shares of the Company, on a Preferential and Private Placement basis and an amount of Rs. 1/- per CCPS shall be payable by Mr. Vivek Tiwari, Managing Director, CEO & CIO on or before the date of allotment as the application money and the balance amount per CCPS (towards Face Value and Share Premium) shall be due and payable on call from time to time on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the Companies Act 2013 read with Articles of Association of the Company and Sixth Addendum to the Shareholders Agreement and to issue such number of Equity Shares of the Company having Face Value of Rs. 10 each (Rupees ten only) as may be required to be issued upon conversion of such CCPS.

**The other particulars in respect of issuance of CCPS are as under:**

- Rate of Dividend: 0.001%
- Tenor: 0.001% CCPS are convertible into Equity Shares at the option of the holder of CCPS at any time prior to 10 years from the date of allotment of CCPS or IPO whichever is earlier and as per the terms and conditions as defined in Sixth Addendum to the Shareholders Agreement.





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- c. Conversion Ratio: Subject to the terms & conditions as per the Shareholders Agreement Conversion Ratio shall be 1:1.
- d. The Equity Shares to be issued on conversion of the CCPS shall rank *pari-passu* in all respects with the existing Equity Shares of the Company.
- e. Priority with respect to payment of dividend or repayment of capital: CCPS will carry a preferential right vis-à-vis equity shares of the Company with respect to the payment of dividend and repayment of capital during winding up.
- f. Participation in surplus funds / surplus assets and profits: till the time of conversion, the CCPS shall be non-participating in the surplus funds and profits, on winding up which may remain after the entire capital has been repaid.
- g. CCPS shall have voting rights on conversion into Equity Shares of the Company i.e. CCPS on conversion shall rank *pari passu* with the existing Equity Shares.

**RESOLVED FURTHER THAT** aforesaid CCPS shall be made fully Paid-Up in one or more tranches, (subject to the applicable laws) as and when deemed fit proper, in the interest of the Company and as deemed appropriate by Mr. Vivek Tiwari, Managing Director, CEO & CIO.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board which term shall include any Committee(s) of the Board including the Working Committee be and is hereby authorized to issue and allot the CCPS as well as Equity Shares so created out of the conversion of the CCPS and to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable and expedient for such purposes including without limitation, to finalize, approve and sign, issue Disclosure Document/Private Placement Offer Letter, and other documents and for the purpose of the aforesaid to give such declarations, affidavits, undertakings, certificates, consents and to authorise any Director and/or Company Secretary to finalise, approve, execute and deliver private placement offer letter, documents, prepare and keep record of the said offer in the prescribed manner and to resolve all the questions of doubt that may arise with regard to the issue, offer, allotment, utilization of proceeds and other related matters without requiring any further consent or approval of the members of the Company with regard to the issue of CCPS and to authorize such persons as may be necessary, in connection therewith and incidental thereto in their absolute discretion shall deem fit and to do all such things, deeds and acts and to comply with all the formalities as may be required in connection with and incidental to the aforesaid issuance and allotment of CCPS as well as Equity Shares so created out of the conversion of the CCPS.

**RESOLVED FURTHER THAT** the Board of Directors, which term shall include any Committee(s) of the Board including the Working Committee of the Board, be and are is hereby severally authorized to determine size of each tranche(s), conversion ratio, timing of the offer and various other matters in respect thereof and to settle any question, doubt or difficulty which may arise in regard to the offers or allotment and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution.

**RESOLVED FURTHER THAT** a copy of the foregoing resolutions certified to be a true copy by any one of the Directors or Company Secretary & Chief Compliance Officer of the Company be furnished to any governmental authority or any other person as may be required from time to time."



## Registered and Corporate Office

519, 5th Floor, DLF Prime Tower, Okhla Industrial Area, Phase - 1, New Delhi - 110020, India  
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# SATYA MicroCapital Ltd.

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By order of the Board of Directors  
For SATYA MICROCAPITAL LIMITED

Date: September 27, 2022

Place: New Delhi

Registered Office:

519, 5th Floor, DLF Prime Towers, Block-F, Okhla Phase-1, New Delhi-110020

CIN- U74899DL1995PLC068688

Ph-+91 11 4972-4000

Website-

<https://satyamicrocapital.com>

Email: - cs@satyamicrocapital.com



Choudhary Runveer Krishanan  
(Company Secretary & Chief Compliance Officer)

M. No.: F7437

## NOTES:

1. A member entitled to attend and vote at the Extra-Ordinary General Meeting (the "EGM") is entitled to appoint a Proxy to attend and vote on a poll instead of himself and the Proxy need not be a member of the company. The instrument appointing the Proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of EGM. A person can act as a Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other person or shareholder.
2. During the period beginning 24 hours before the time fixed for the commencement of the EGM and ending with the conclusion of the EGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of Notice in writing is given to the Company.
3. All documents referred to in the accompanying Notice as well as the other documents as required under the provisions of the Companies Act, 2013 are open for inspection at the Registered Office of the Company on all working days except Saturdays and Holidays. up to the date of this EGM. The Registers required to be maintained under Section 170 of the Companies Act, 2013, will be available for inspection at the EGM.
4. Corporate members intending to send their authorised representatives to attend the EGM are requested to send to the Company a certified copy of their Board Resolution/s authorising their representative/s to attend and vote on their behalf at the EGM.
5. Members are requested to bring their attendance slip to the EGM.
6. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circular, etc. from the Company in electronic mode.
8. Members are requested to kindly communicate immediately any change in their address, if any, to the Company Secretary at the Registered Office of the Company.
9. Members are requested to intimate to the Company any queries regarding the accounts/notices at least ten days before the EGM to enable the management to keep the information ready at the EGM.
10. Members may please note that no gifts/ gift coupons shall be distributed at the venue of the General Meeting.

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11. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, ("Rules") setting out all material facts in respect of the business specified in this notice and the reasons thereto is annexed hereto.

**Date: September 27, 2022**

**Place: New Delhi**

**Registered Office:**

519, 5th Floor, DLF Prime Towers, Block-

F, Okhla Phase-1, New Delhi-110020

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Ph-+91 11 4972-4000

Website-

<https://satyamicrocapital.com>

Email: - cs@satyamicrocapital.com

By order of the Board of Directors  
For SATYA MICROCAPITAL LIMITED

**Choudhary Runveer Krishanan**  
(Company Secretary & Chief Compliance Officer)  
M. No.: F7437



**Registered and Corporate Office**

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## EXPLANATORY STATEMENT TO BE ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Company has witnessed impeccable growth since the year of its operation of the Business. In view of the further growth of the Company and to improve capital adequacy, more equity infusion will be required by a way of Right or Preferential basis. For the operation of the Business of the Company, the Company borrows money from Banks, NBFC and FI. There have been many instances where the maintenance of Promoter Stake is mandatory at certain level as part of the Lenders covenant, the breach of the same may trigger the event of default. Investors/Lenders are also of view that Mr. Vivek Tiwari, MD, CEO & CIO should have adequate stake in the Company to exhibit sound Promoters holding position. Mr. Vivek Tiwari is undertaking all responsibilities to run the Company smoothly and he dedicates his material attention and time towards growth of the Business, effective fund-raising responsibilities and resolving various issues to ensure uninterrupted growth of the Company. The Company has group/subsidiary companies which is mentored by Mr. Vivek Tiwari.

For fresh Private Equity infusion and in the perspective of Initial Public Offering (IPO) in near future, the adequate promoter stake in the Company is imperative. Since the impeccable growth and goodwill of the Company associated with Mr. Vivek Tiwari, MD, CEO & CIO of the Company and in order to sustain and boost the confidence of various stakeholders of the Company towards the Company and to improve Net Worth & CRAR and capitalization position of the Company, the shareholding position of Mr. Vivek Tiwari should be sufficiently improved. Therefore, in view of the above and in terms of the provisions of Sections 42, 55, 62, and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other Rules framed there under, it is proposed to the members of the Company for their approval, for Issuance:

1. Up to 50,00,000 (Fifty Lakh) Partly Paid-Up Equity Shares of the Company, having face value of Rs. 10 (Rupees Ten only) each, at a premium of Rs. 201/- (Rupees Two Hundred One only) per equity share, aggregating to Rs. 1,05,50,00,000/- (Rupees One Hundred Five Crore Fifty Lakh Only) as per the terms & conditions given below to Mr. Vivek Tiwari, MD, CEO & CIO of the Company and an amount mentioned below upfront for all classes (i.e. Class I to III) shall be payable by Mr. Vivek Tiwari (Managing Director, CEO & CIO) on or before the date of allotment of each class as the application money and the balance amount shall be due and payable on call from time to time on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the Companies Act 2013:

Class	No. of Shares to be Issued	Application Money Rs.	Terms & Conditions
Class I	15,00,000	1	Party Paid Up Equity Shares in Class I,II&III shall be fully paid up within 10 years from the date of Allotment or IPO, whichever is earlier.
Class II	15,00,000	1.25	
Class III	20,00,000	1.50	

2. Up to 25,00,000 (Twenty-Five lakh), Partly Paid-Up 0.001% Non-Cumulative, Compulsorily Convertible Preference Shares ('CCPS') having face value of Rs. 10/- (Rupees ten only) each at a premium of Rs.201/- (Rupees two hundred one only) per CCPS aggregating up to Rs. 52,75,00,000 (Rupees Fifty-Two Crore Seventy-Five Lakh only), in one or more tranche(s) and an amount of Rs. 1/- per CCPS shall be payable by Mr. Vivek Tiwari, Managing Director, CEO & CIO on or before the date of allotment as the application money and the balance amount per CCPS (towards Face Value and Share Premium) shall be due and payable on call from time to time on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the Companies Act 2013 read with Articles of Association of the Company and Sixth Addendum to the Shareholders Agreement.

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The Board of Directors in its meeting held on 27<sup>th</sup> September 2022 has approved the matter pertaining to the issuance of up to 50 lakh (Fifty Lakh) partly paid-up equity shares and up to 25,00,000 (Twenty-Five lakh) 0.001% Non-Cumulative, Compulsorily Convertible Preference Shares ('CCPS') on preferential basis to Mr. Vivek Tiwari, Managing Director, CEO & CIO subject to the approval of shareholders of the Company.

The required disclosures under the Rule 13 of Companies (Share Capital and Debentures) Rules, 2021 are as under:

Particulars	Equity Shares	CCPS
Date of Passing of Board Resolution	September 27, 2022.	September 27, 2022.
Nature of Shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible	N.A	0.001%, Non-Cumulative, Compulsorily Convertible Preference Shares.
Size of the issue, number of shares and nominal value of each shares, price at which the same is proposed to be issued	Up to 50,00,000 Partly Paid- Up Equity Shares having face value of Rs. 10/- each at a premium of Rs.201/- per Equity Shares aggregating up to 1,05,50,00,000/- (Rupees One Hundred Five Crore Fifty Lakh Only).	Up to 25,00,000, Partly Paid-Up, 0.001% , Non-Cumulative, Compulsorily Convertible Preference Shares ('CCPS') having face value of Rs. 10/- each at a premium of Rs. 201/- per CCPS aggregating up to Rs. 52,75,00,000/- (Rupees Fifty-Two Crore Seventy-Five Lakh only).
Price/Price band at/within which such shares are proposed to be issued	Equity Shares will be issued at a Price of Rs. 211/- each (Face value of Rs. 10/- and Premium of Rs. 201/-)	CCPS will be issued at a Price of Rs. 211/- each (Face value of Rs. 10/- and Premium of Rs. 201/-).
Basis on which price is arrived at	The price has been arrived as per the valuation report issued by Mr. Chandan Bhatia having IBBI Reg No: IBBI/RV/06/2019/11431, situated at 1321, GF, Sector 29, Faridabad, Haryana.	The price has been arrived as per the valuation report issued by Mr. Chandan Bhatia having IBBI Reg No: IBBI/RV/06/2019/11431, situated at 1321, GF, Sector 29, Faridabad, Haryana.
Relevant date with reference to which price has been arrived	The relevant date with reference to which price has been arrived as on is July 31, 2022.	The relevant date with reference to which price has been arrived as on July 31, 2022.
Purpose or objects of the offer	To augment the capital base, to meet the long-term financial requirements of the Company and for general business purposes and as mentioned in the explanatory statements.	To augment the capital base, to meet the long-term financial requirements of the Company and for general business purposes and as mentioned in the explanatory statements.
Manner of issue of shares	The said Equity Shares are proposed to be issued on a private placement basis through circulation of private placement offer letter.	The said CCPS are proposed to be issued on a private placement basis through circulation of private placement offer letter.

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Terms of the issue, including terms and rate of dividend on each share, etc.	The Equity Shares shall rank pari-passu with the existing Equity Shares of the Company.	Key terms of the issue of the CCPS:  (a) The CCPS holders will be entitled to preferential dividend of 0.001% payable annually on the face value of the CCPS. (b) The CCPS holders are entitled to have the proceeds of dissolution or winding up applied to pay off their CCPS investment in the Company, prior and in preference to any other payments by the Company to the equity shareholders. (c) The CCPS shall have voting rights on conversion into equity i.e. CCPS on conversion into Equity Shares of the Company shall rank pari-passu with the existing equity shares.
Terms of redemption, including the tenure of redemption, redemption of shares at premium and of the preference shares are convertible, the terms of conversion.	N.A.	Tenor: 0.001% CCPS are convertible into Equity Shares at the option of the holder of CCPS at any time prior to 10 years from the date of allotment of CCPS and as per the terms and conditions as defined in Sixth Addendum to the Shareholders Agreement.
Principle terms of assets charged as securities	N.A.	N.A.
Class or classes of person to whom the allotment is proposed to be made	The Equity Shares are proposed to be allotted to Mr. Vivek Tiwari, Managing Director, CEO & CIO existing equity shareholder of the Company.	The CCPS are proposed to be issued and allotted to Mr. Vivek Tiwari, Managing Director, CEO & CIO existing equity shareholder of the Company.
Intention of promoters, directors or KMP to subscribe to the offer / contribution made by the promoters or directors either as part of the offer or separately in furtherance of objects	The entire offer shall be subscribed by Mr. Vivek Tiwari, Managing Director, CEO & CIO, and Principal Promoter of the Company.	The entire offer shall be subscribed by Mr. Vivek Tiwari, Managing Director, CEO & CIO, and Principal Promoter of the Company.
Proposed time within which the allotment shall be completed	The allotment shall be completed within 60 days of receipt of share application money.	The allotment shall be completed within 60 days of receipt of share application money.

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The name of the proposed allottees and the percentage of the post preferential offer capital held by them	Mr. Vivek Tiwari is the proposed allottee and after allotment will hold 26.87% of the Equity share capital of the Company.	Mr. Vivek Tiwari is the proposed allottee and after allotment will hold 30.48 % of the CCPS of the Company.																				
The change in control, if any, in the Company that would occur consequent to the preferential offer	There will be no change in control consequent to the preferential offer.	There will be no change in control consequent to the preferential offer.																				
The number of persons to whom allotment on preferential basis have already been made during the calendar year, in terms of number of securities as well as price	During the Calendar year, the following preferential allotments were made to Gojo & Company, Inc:																					
	<table border="1"> <thead> <tr> <th>Date of Allotment</th> <th>Nature of Securities</th> <th>Number of Shares</th> <th>Face Value (Rs.)</th> <th>Price per security (Rs.)</th> </tr> </thead> <tbody> <tr> <td>March 21, 2022</td> <td>Equity Shares</td> <td>26,50,000</td> <td>10</td> <td>201</td> </tr> <tr> <td>March 23, 2022</td> <td>CCPS</td> <td>29,85,100</td> <td>10</td> <td>201</td> </tr> <tr> <td>June 23, 2022</td> <td>CCPS</td> <td>27,14,900</td> <td>10</td> <td>201</td> </tr> </tbody> </table>		Date of Allotment	Nature of Securities	Number of Shares	Face Value (Rs.)	Price per security (Rs.)	March 21, 2022	Equity Shares	26,50,000	10	201	March 23, 2022	CCPS	29,85,100	10	201	June 23, 2022	CCPS	27,14,900	10	201
Date of Allotment	Nature of Securities	Number of Shares	Face Value (Rs.)	Price per security (Rs.)																		
March 21, 2022	Equity Shares	26,50,000	10	201																		
March 23, 2022	CCPS	29,85,100	10	201																		
June 23, 2022	CCPS	27,14,900	10	201																		
Price pursuant to conversion as per rule 13(2)(h)	N. A	Subject to the terms & conditions as per the Sixth Addendum to the Shareholders Agreement the conversion Ratio shall be 1:1																				
Name and address of valuer who performed valuation	As mentioned above	As mentioned above.																				
Amount which the company intends to raise by way of such securities	Up to Rs.1,05,50,00,000/-(Rupees One Hundred Five Crore Fifty Lakh Only).	Up to Rs. 52,75,00,000 (Rupees Fifty Crore Seventy Lakhs only).																				
Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principal terms of assets charged as securities	As mentioned in the explanatory statement above.	As mentioned in the explanatory statement above.																				

The pre issue and post issue shareholding pattern of the Company is as follows:

Sr. No.	Category	Pre-Issue (Fully Diluted Basis)		Post-Issue (Fully Diluted Basis)	
		Nos.	%	Nos.	%
A	Promoters Holding:				
1	Indian:				
	Individual	11,865,200	20.79	19,365,200	29.99

Registered and Corporate Office

519, 5th Floor, DLF Prime Tower, Okhla Industrial Area, Phase - 1, New Delhi - 110020, India  
 E-mail : info@satyamicrocapital.com | Web : www.satyamicrocapital.com  
 CIN : U74899DL1995PLC068688 | Fax : (+91-11) 49724051 | Phone : (+91-11) 4972 4000





# SATYA MicroCapital Ltd.

सर्वे भवन्तु सुखिनः

	Body Corporate	1,903,800	3.34	1,903,800	2.95
	<b>Sub-total</b>	<b>13,769,000</b>	<b>24.12</b>	<b>21,269,000</b>	<b>32.94</b>
<b>2</b>	Foreign Promoters	-	-	-	-
	<b>Sub-total (A)</b>	<b>13,769,000</b>	<b>24.12</b>	<b>21,269,000</b>	<b>32.94</b>
<b>B</b>	<b>Non-Promoters' holding</b>				
<b>1</b>	Institutional Investors	-	-	-	-
<b>2</b>	Non-Institution:				
	Private Corporate Bodies	7,124,188	12.48	7,124,188	11.03
	Directors & Relatives	66,486	0.12	66,486	0.10
	Indian Public	2,691,264	4.72	2,691,264	4.17
	Others (including NRIs)	32,663,315	57.23	32,663,315	50.58
	Others (ESOP Trust)	760,253	1.33	760,253	1.18
	<b>Sub-total (B)</b>	<b>43,305,506</b>	<b>75.88</b>	<b>43,305,506</b>	<b>67.06</b>
	<b>Grand Total (A+B)</b>	<b>57,074,506</b>	<b>100.00</b>	<b>64,574,506</b>	<b>100.00</b>

The approval of the members of the Company is required, by way of a special resolution pursuant to Section 42, 55 and 62 of the Companies Act, 2013, to issue the Equity Shares and CCPS on Preferential Basis to Mr. Vivek Tiwari, Managing Director, CEO & CIO. The Board therefore, submits the resolution for your consideration and recommends it to be passed as a Special Resolution.

Mr. Vivek Tiwari, Mr. Ratnesh Tiwari and their relatives are deemed to be concerned and interested in this resolution.

No key managerial personnel and their relatives have any financial or other interest in this resolution except for Mr. Vivek Tiwari, Ratnesh Tiwari and their respective relatives.

**Date: September 27, 2022**

**Place: New Delhi**

**Registered Office:**

519, 5th Floor, DLF Prime Towers, Block-

F, Okhla Phase-1, New Delhi-110020

CIN- U74899DL1995PLC068688

Ph:+91 11 4972-4000

Website- <https://satyamicrocapital.com>

Email:- [cs@satyamicrocapital.com](mailto:cs@satyamicrocapital.com)

By order of the Board of Directors  
For SATYA MICROCAPITAL LIMITED



**Choudhary Runveer Krishanan**  
(Company Secretary & Chief Compliance Office  
M. No.: F7437

**Registered and Corporate Office**

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सर्वे भवन्तु सुखिनः

## ATTENDANCE SLIP

Folio No.\* \_\_\_\_\_ No. of Shares: \_\_\_\_\_ DP ID: \_\_\_\_\_ Client ID: \_\_\_\_\_

Members or their Proxies are requested to present this Slip in accordance with the Specimen Signatures registered with the Company, at the entrance of the Meeting Hall, for admission.

Name of the attending Member / Proxy(s) \_\_\_\_\_ (in BLOCK LETTERS)

I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on **Thursday, the 29<sup>th</sup> Day of September, 2022 at 05:00 P.M.** at 519, 5<sup>th</sup> Floor, DLF Prime Towers, Okhla Industrial Area, Phase-1, Delhi -110020

\_\_\_\_\_  
Member's Signature

\_\_\_\_\_  
Proxy's Signature

\*Applicable for Members holding shares in Physical form.



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# SATYA MicroCapital Ltd.

सर्वे भवन्तु सुखिनः

Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Company: SATYA MICROCAPITAL LIMITED

Registered Office: 519,5th Floor, DLF Prime Towers, Okhla Industrial Area, Phase-1, New Delhi- 110020

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No /Client ID	
DP ID	

I/We, being the member(s) \_\_\_\_\_ of shares of the above-named Company hereby appoint:

S. No.	Name	Address	E-mail	Signature

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company held on day **Thursday**, the **29<sup>th</sup> day of September 2022** at **05:00 P.M.** at 519,5th Floor, DLF Prime Towers, Okhla Industrial Area, Phase-1, New Delhi- 110020 and at any adjournment thereof in respect of such resolutions as are indicated below:

#### Resolutions:

1. TO CONSIDER AND APPROVE ISSUANCE OF UPTO 50,00,000 (FIFTY LAKH) PARTLY PAID-UP EQUITY SHARES ON PREFERENTIAL BASIS TO MR. VIVEK TIWARI, MANAGING DIRECTOR, CEO & CIO.
2. TO CONSIDER AND APPROVE ISSUANCE OF UPTO 25,00,000 (TWENTY-FIVE LAKH) PARTLY PAID-UP 0.001% COMPULSORILY CONVERTIBLE PREFERENCE SHARES (CCPS) ON PRIVATE CUM PREFERENTIAL BASIS TO MR. VIVEK TIWARI, MANAGING DIRECTOR, CEO & CIO OF THE COMPANY

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022

Signature of Shareholder

Signature of Proxy holder(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the Meeting.**



Registered and Corporate Office

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# SATYA MicroCapital Ltd.

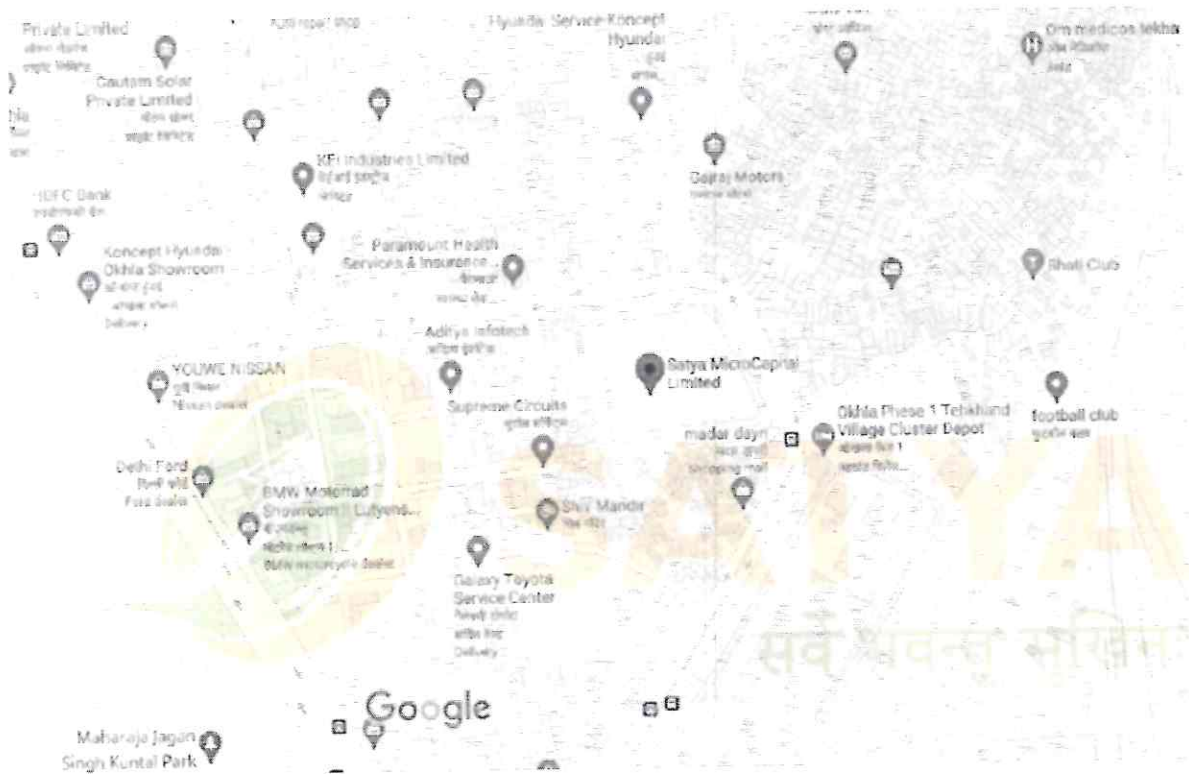
सर्वे भवन्तु सुखिनः

## ROUTE MAP

Date of EGM: 29<sup>th</sup> September 2022

Time: 05:00 P.M.

Venue: 519,5th Floor, DLF Prime Towers, Okhla Industrial Area, Phase-1, New Delhi- 110020.



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