



## NOTICE

**NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF SATYA MICROCAPITAL LIMITED WILL BE HELD ON TUESDAY, 15<sup>TH</sup> MARCH, 2022 AT 03:30 P.M AT 519, 5<sup>TH</sup> FLOOR, DLF PRIME TOWERS, OKHLA INDUSTRIAL AREA, PHASE-1, DELHI -110020 TO TRANSACT THE FOLLOWING BUSINESS:**

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**ISSUE AND ALLOTMENT OF EQUITY SHARES, COMPULSORILY CONVERTIBLE PREFERENCE SHARES (CCPS) AND EQUITY SHARES ARISING ON CONVERSION OF SUCH CCPS ON PREFERENTIAL AND PRIVATE PLACEMENT BASIS TO GOJO & COMPANY, INC.**

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

**“RESOLVED THAT** pursuant to 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 including any statutory modification(s) or re-enactment thereof for the time being in force, the Articles of Association of the Company, the Foreign Exchange Management Act, 1999, and the provisions of any other applicable laws, rules and regulations (including any amendments thereto or re-enactments thereof) and also subject to receipt of the requisite approvals, permissions and sanctions of Reserve Bank of India and other authorities, institutions or bodies ('the appropriate authorities') as may be necessary and subject to such conditions and modification(s) as may be prescribed or imposed by them while granting such approvals, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include Working Committee to exercise its powers, if necessary, conferred by this resolution) is empowered to accept; the consent, authority and approval of the members of the Company be and is hereby accorded to the Board to:

- (i) create, offer, issue and allot up to 26,50,000 (twenty six lakh fifty thousand) Equity Shares having face value of Rs. 10/- (Rupees ten only) each at a premium of Rs.191/- (Rupees one hundred ninety one only) per Equity Shares aggregating up to Rs. 53,26,50,000 (Rupees fifty three crore twenty six lakh fifty thousand only), in one or more tranche(s) to Gojo & Company, Inc., ('Gojo'), existing holder of equity shares of the Company, on a Preferential and Private Placement basis on such terms and conditions contained in private placement offer cum application letter such and other details such other details in such manner as may be approved, finalized or decided by the Board from time to time;
- (ii) create, offer, issue and allot up to 57,00,000 (fifty seven lakh), 0.001% Non-Cumulative, Compulsorily Convertible Preference Shares ('CCPS') having face value of Rs. 10/- (Rupees ten only) each at a premium of Rs.191/- (Rupees one hundred ninety one only) per CCPS aggregating up to Rs. 1,14,57,00,000 (Rupees one hundred fourteen crore fifty seven lakh only) approximately, in one or more tranche(s) to Gojo & Company, Inc., ('Gojo'), an existing holder of Equity Shares of the Company, on a Preferential and Private Placement basis 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 or as may be necessary in accordance with the terms of the offering to Gojo and on such terms and conditions contained in private placement offer cum application letter and such other details and in such manner as may be approved,

**Registered & 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**



# SATYA MicroCapital Ltd.

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finalized or decided by the Board from time to time. The other particulars in respect of issuance of CCPS are as under:

- a. Tenor & Conversion: 10 (Ten) years. The 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 at the value (formula as set out in the Shareholders Agreement) determined at the time of conversion. Provided that aforesaid conversion price shall not be lower than the FMV at the time of issuance in terms of the FEMA Regulations.
- b. 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.
- c. 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.
- d. 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.
- e. 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** the aforesaid 26,50,000 Equity Shares having Face Value of Rs. 10/- each and up to 57,00,000 CCPS having Face Value of Rs. 10/- as well as the Equity Shares of the Company having Face Value of Rs. 10/- each so created out of the conversion of the CCPS to be offered, issued, and allotted through the Preferential and private placement basis shall rank *pari-passu* with the existing Equity Shares of the Company.

**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, 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 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 Equity Shares, 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, be and 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.”

By order of the Board of Directors  
**For SATYA MICROCAPITAL LIMITED**

Place: New Delhi

Date: February 12, 2022

Sd/-  
**Amit Jain**  
Head-Legal, Secretary & Compliance Officer  
M. No.: F3923

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519, 5th Floor, DLF Prime Tower, Okhla Industrial Area, Phase - 1, New Delhi - 110020, India

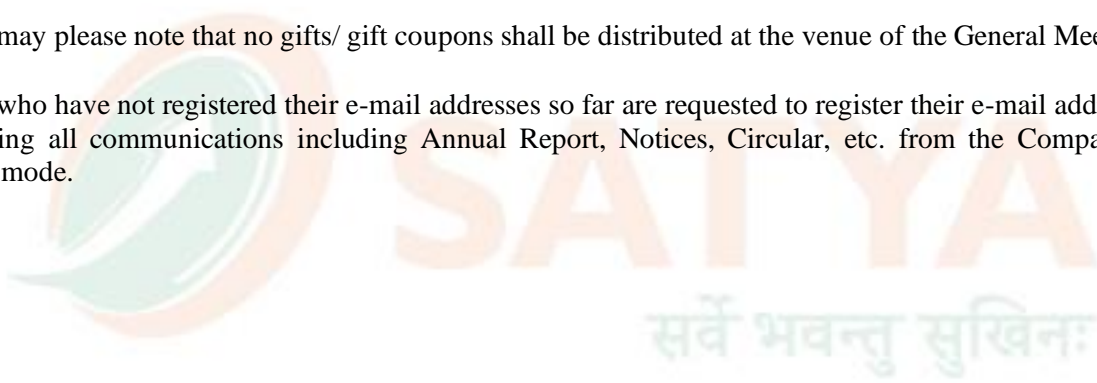
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## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
2. The proxy form duly completed must reach the registered office not later than 48 hours before the commencement of the Meeting. A body corporate being a member shall be deemed to be personally present at the meeting if represented in accordance with the provisions of Section 113 of the Companies Act, 2013. The representative so appointed, shall have the right to appoint a proxy.
3. 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.
4. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Extra-Ordinary General Meeting.
5. Members may please note that no gifts/ gift coupons shall be distributed at the venue of the General Meeting.
6. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.



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

**Item 1. Approval for Issue and Allotment of Equity Shares, Compulsorily Convertible Preference Shares (CCPS) and Equity Shares arising on Conversion of Such CCPS on Preferential and Private Placement Basis to Gojo & Company, Inc.**

To augment the long term resources and to meet the long-term capital requirements of the Company, it is proposed to offer, issue and allot Equity Shares and CCPS as well as Equity Shares so created out of the conversion of the CCPS to Gojo & Company, Inc. (Gojo), on a Preferential and Private Placement basis in one or more tranche(s), as follows:

- a . Up to 26,50,000 (twenty-six lakh fifty thousand) Equity Shares having face value of Rs. 10/- (Rupees ten only) each at a premium of Rs. 191/- (Rupees one hundred ninety one only) per Equity Shares aggregating up to Rs. 53,26,50,000 (Rupees fifty three crore twenty six lakh fifty thousand only).
- b . Up to 57,00,000 (fifty seven lakh), 0.001% Non-Cumulative, Compulsorily Convertible Preference Shares ('CCPS') having face value of Rs. 10/- (Rupee ten only) each at a premium of Rs. 191/- (Rupees one hundred ninety one) per CCPS aggregating up to Rs. 1,14,57,00,000 (Rupees one hundred fourteen crore fifty seven lakh only) approximately.

The Company vide approval of the members of the Company in their Extra-Ordinary General Meeting, had issued 1,02,75,000 Equity Shares having a face value of Rs. 10/- each at a price of Rs. 201/- each including Premium of Rs. 191/- per share aggregating to Rs. 2,06,52,75,000/- to Gojo & Company, Inc., out of which the Company had issued and allotted 76,25,000 Equity Shares having a face value of Rs. 10/- each at a price of Rs. 201/- each including Premium of Rs. 191/- per share aggregating to Rs. 153,26,25,000/-. Further RBI had also accorded its approval for issuance of remaining 26,50,000 Equity Shares of the Company. The aforesaid remaining 26,50,000 Equity Shares has not been allotted so far. Pursuant to Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014. The Board of Directors at its meeting held on February 12, 2022, subject to the shareholders' approval, had approved the proposal to issue and allot the aforesaid up to 26,50,000 Equity Shares of the Company having Face Value of Rs. 10/- each at premium of Rs. 191/- per share to Gojo on Preferential and Private Placement basis.

In view of the fact that aforesaid Equity Shares, CCPS as well as the Equity Shares of the Company of Face Value of Rs. 10/- each so created out of the conversion of the CCPS are proposed to be offered on a preferential and private placement basis, the approval of members is sought as per the applicable provisions of the Companies Act 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 as well as the Companies (Share Capital and Debentures) Rules, 2014 ("the Rules") and any other Rules or provisions of the Companies Act, 2013, RBI directions or any other statutory provisions, as may be applicable from time to time including any statutory modification thereto or re-enactment thereof.

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

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S.No	Category	Pre-Issue				Post-Issue			
		No. of Equity Shares (Face Value of Rs. 10 each)	Shares in %	No. of Preference Shares (Face Value of Rs. 10 each)	Shares in %	No. of Equity Shares (Face Value of Rs. 10 each)	Shares in %	No. of Preference Shares* (Face Value of Rs. 10 each)	Shares in %
A	Indian:								
	Individual	1,18,53,200	24.33	-	-	1,18,53,200	23.07	-	-
	Body corporate	19,02,300	3.90	-	-	19,02,300	3.70	-	-
	<b>Sub-total</b>	<b>1,37,55,500</b>	<b>28.23</b>	<b>-</b>	<b>-</b>	<b>1,37,55,500</b>	<b>26.77</b>	<b>-</b>	<b>-</b>
	Foreign Promoters	-	-	-	-	-	-	-	-
	<b>Sub-total (A)</b>	<b>1,37,55,500</b>	<b>28.23</b>	<b>-</b>	<b>-</b>	<b>1,37,55,500</b>	<b>26.77</b>	<b>-</b>	<b>-</b>
	<b>B</b>	<b>Non-Promoters' holding</b>							
	Institutional investors	-	-	-	-	-	-	-	-
	Non-institution Investors	-	-	-	-	-	-	-	-
	Private Body	71,23,438	14.62	-	-	71,23,438	13.87	-	-
	Directors & Relatives	11,487	0.02	-	-	11,487	0.02	-	-
	Indian Public	27,05,376	5.55	-	-	27,05,376	5.27	-	-
	Others (including NRIs)	2,43,13,315	49.90	-	-	2,69,63,315	52.48	57,00,000	100
	Others (ESOP Trust)	8,15,390	1.67	-	-	8,15,390	1.59	-	-
	<b>Sub-total (B)</b>	<b>3,49,69,006</b>	<b>71.77</b>	<b>-</b>	<b>-</b>	<b>3,76,19,006</b>	<b>73.23</b>	<b>57,00,000</b>	<b>100</b>
	<b>Grand Total</b>	<b>4,87,24,506</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>5,13,74,506</b>	<b>100.00</b>	<b>57,00,000</b>	<b>100</b>

\*Exact no. of Preference Shares so issued may be dependent upon the prevalent foreign exchange rate.

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The required disclosures under the aforesaid Rules are as under:

Particulars	Equity Shares	CCPS
Date of Passing of Board Resolution	February 12, 2022.	February 12, 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 26,50,000 Equity Shares having face value of Rs. 10/- each at a premium of Rs.191/- per Equity Shares aggregating up to Rs.53,26,50,000.	Up to 57,00,000 0.001% , Non-Cumulative, Compulsorily Convertible Preference Shares ('CCPS') having face value of Rs. 10/- each at a premium of Rs. 191/- per CCPS aggregating up to Rs. 114,57,00,000, approx..
Price/Price band at/within which such shares are proposed to be issued	Equity Shares will be issued at 201/- each (Face value of Rs. 10/- and Premium of Rs. 191/-).	CCPS will be issued at 201/- each (Face value of Rs. 10/- and Premium of Rs. 191/-)
Basis on which price is arrived at	The price has been arrived as per the valuation report issued by Pantomath Capital Advisors Private Limited, Category-I Merchant Banker, situated at 406-408, Keshava Premises, Bandra Kurla Complex, Bandra (East), Mumbai — 400 051 and the Registered Valuer, 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 Pantomath Capital Advisors Private Limited, Category-I Merchant Banker, situated at 406-408, Keshava Premises, Bandra Kurla Complex, Bandra (East), Mumbai — 400 051 and the Registered Valuer, 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 November 30, 2021.	The relevant date with reference to which price has been arrived as on November 30, 2021.
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.	To augment the capital base, to meet the long-term financial requirements of the Company and for general business purposes.
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.
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.
<b>Registered &amp; Corporate Office</b> <b>519, 5th Floor, DLF Prime Tower, Okhla Industrial Area, Phase - 1, New Delhi - 110020, India</b> <b>E-mail : info@satyamicrocapital.com   Web : www.satyamicrocapital.com</b> <b>CIN : U74899DL1995PLC068688   Fax : (+91-11) 49724051   Phone : (+91-11) 4972 4000</b>		



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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	The tenure of CCPS shall be 10 years. The 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 at the value (formula as set out in the Shareholders Agreement) determined at the time of conversion. Provided that aforesaid conversion price shall not be lower than the FMV at the time of issuance in terms of the FEMA Regulations.
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 Gojo & Company, Inc., existing equity share holder of the Company.	The CCPS are proposed to be issued and allotted to Gojo & Company, Inc., existing equity share holder 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 Promoters, Directors or Key Managerial Personnel of the Company are not offered the said CCPS.	The Promoters, Directors or Key Managerial Personnel of the Company are not offered the said CCPS.
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.
The name of the proposed allottees and the percentage of the post preferential offer capital held by them	Gojo & Company, Inc. ("Investor") is the proposed allottee and after allotment will hold 52.48% of the Equity share capital of the Company.	Gojo & Company, Inc. ("Investor") is the proposed allottee and after allotment of CCPS will hold 100% of the preference share capital of the Company.
The change in control, if any, in the Company that would occur consequent to the preferential offer	Pursuant to the provisions of the Companies Act, 2013, the Company upon the issue and allotment of aforesaid 26,50,000 Equity Shares of Rs. 10 each, will become the Subsidiary Company of Gojo there will be change in control of the Company.	N.A.
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	None, there has been no allotment of Equity Shares made during the calendar year 2022.	None, there has been no allotment of preference shares made during the calendar year 2022.
Price pursuant to conversion as per rule 13(2)(h)	N.A	As mentioned above.
The number of persons to whom allotment on preferential basis have already been made during the calendar year	None.	None
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. 53,26,50,000 (Rupees fifty three crore twenty six lakh fifty thousand only).	Up to Rs. 114,57,00,000 (Rupees one hundred fourteen crore fifty seven lakh only) approx.

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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; principle terms of assets charged as securities	N.A.	As mentioned above
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The Board recommends the above resolution at Item No. 1 for approval of the members of the Company vide Board meeting dated 12<sup>th</sup> February, 2022.

No Director, Key Managerial Personnel of the Company or their respective relatives other than Mr. Sanjay Gandhi and Mr. Taejun Shin (in the capacity of Nominee Directors of the Company nominated by Gojo & Company, Inc.) are in anyway concerned or interested in the resolution.

By order of the Board of Directors  
**For SATYA MICROCAPITAL LIMITED**

Sd/-  
**Amit Jain**  
Head-Legal, Secretary & Compliance Officer  
M. No.: F3923

Place: New Delhi  
Date: February 12, 2022



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## 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 Tuesday, the 15<sup>th</sup> day of March, 2022 at 03:30 P.M at 519, 5th 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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**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 Id	Signature
1				
2				

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 Tuesday, the 15<sup>th</sup> day of March, 2022 at 03:30 P.M at 519, 5th Floor, DLF Prime Towers, Okhla Industrial Area, Phase-1, Delhi -110020 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolutions:**

- Approval for Issue and Allotment of Equity Shares, Compulsorily Convertible Preference Shares (CCPS) and Equity Shares arising on Conversion of Such CCPS on Preferential and Private Placement Basis to Gojo & Company, Inc.**

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.**

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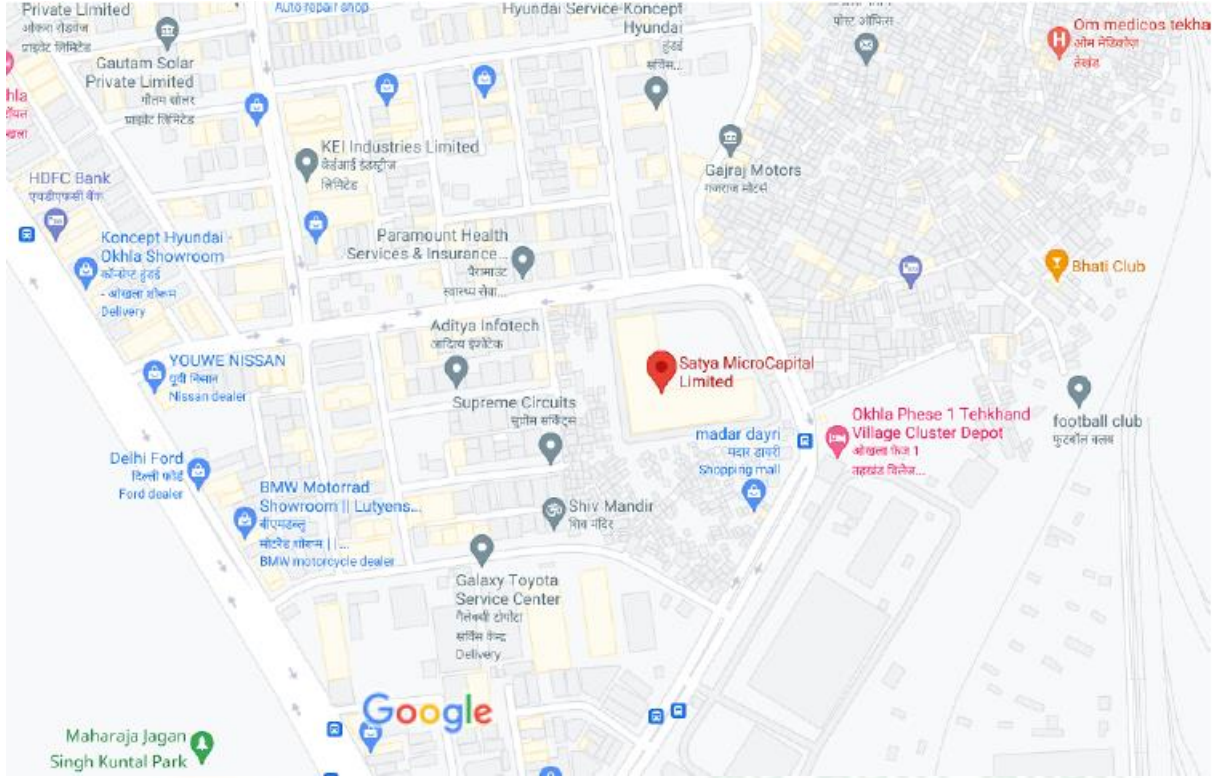
सर्वे भवन्तु सुखिनः

## ROUTE MAP

**Date of EGM: 15<sup>TH</sup> MARCH, 2022**

**Time: 03:30 P.M**

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



### Registered & Corporate Office

519, 5th Floor, DLF Prime Tower, Okhla Industrial Area, Phase - 1, New Delhi - 110020, India

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