



# SATYA MicroCapital Ltd.

सर्वे भवन्तु सुखिनः

## NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT THE FIRST EXTRA ORDINARY GENERAL MEETING OF SATYA MICROCAPITAL LIMITED WILL BE HELD ON MONDAY, THE 18<sup>TH</sup> DAY OF MAY, 2020 AT REGISTERED OFFICE LOCATED AT 519, 5<sup>TH</sup> FLOOR, DLF PRIME TOWERS, OKHLA INDUSTRIAL AREA, PHASE-1, SOUTH DELHI, DELHI - 110020, INDIA AT 11:30 AM TO TRANSACT THE FOLLOWING BUSINESS:

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### AS SPECIAL BUSINESS

#### Item No. 1

#### **APPROVAL FOR ADOPTION OF RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this Meeting be and are hereby approved by the members and adopted in substitution of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the board of directors of the Company be and is hereby authorized to take all such steps and actions and give such directions as it may in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders of the Company or otherwise to the end and intent that the shareholders of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** Mr. Vivek Tiwari, Managing Director & CEO and Ms. Rachna Khantwal, Company Secretary of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolutions, including filing of necessary forms with the Registrar of Companies, NCT of Delhi and Haryana as may be required in relation to such amendments and to comply with all other requirements in this regard.”

By order of the Board of Directors  
For SATYA MICROCAPITAL LIMITED

Place: Noida  
Date: May 12, 2020

Sd/-  
Rachna Khantwal  
Company Secretary & Compliance Officer  
M. No.-A43785

#### 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



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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.

By order of the Board of Directors  
For SATYA MICROCAPITAL LIMITED

Place: Noida  
Date: May 12, 2020

Sd/-  
Rachna Khantwal  
Company Secretary & Compliance Officer  
M. No.-A43785

### Registered & Corporate Office

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**EXPLANATORY STATEMENT**  
**[Pursuant to Section 102 of the Companies Act, 2013]**

**Item 1.**

SATYA MicroCapital Limited ('Company') has entered into Second Addendum to Shareholders Agreement (Addendum to SHA) dated March 28, 2020 with the existing investors viz, Dia Vikas Capital Private Ltd. and Gojo & Company, Inc. and Securities Subscription Agreement (SSA) dated March 28, 2020 with Gojo & Company, Inc. for the purpose of issuing up to 7777778 Non – Cumulative, Participating, Compulsorily Convertible Preference Shares ('CCPS') to Gojo & Company, Inc., already approved by special resolution on March 28, 2020.

Therefore, in order to give effect to the provisions of the aforesaid Addendum to SHA and to record the understanding of the investors of the Company in the articles of association of the Company ("AOA"), it is proposed to amend the provisions of the AOA so as to incorporate the relevant provisions of the Addendum to SHA into the AOA.

The Board has granted its approval to the amendment in the AOA vide circular resolution dated May 10, 2020. The approval of the members of the Company is required, by way of a special resolution pursuant to section 14 of the Companies Act, 2013, for adoption of restated AOA. The Board, therefore, submits the resolution for your consideration and recommends it to be passed as a Special Resolution.

Draft of the AOA proposed to be amended shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office of the Company during business hours.

There is no financial or other interest of the directors and their relatives in this resolution except to the extent of the directors' representation on the Board of the Company as nominee of investors. Further, no key managerial personnel and their relatives have any financial or other interest in this resolution.

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

**Place: Noida**  
**Date: May 12, 2020**

**Sd/-**  
**Rachna Khantwal**  
**Company Secretary & Compliance Officer**  
**M. No.-A43785**

**Registered & 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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**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 Monday, the 18<sup>th</sup> Day of May, 2020 at Registered Office located at 519, 5<sup>th</sup> Floor, DLF Prime Towers, Okhla Industrial Area, Phase-1, South Delhi, Delhi - 110020, India at 11:30 AM.

\_\_\_\_\_  
Signature of the attending Member/Proxy

\*Applicable for Members holding shares in Physical form.

**Registered & Corporate Office**

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

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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

CIN: U74899DL1995PLC068688

Registered Office: 519, 5<sup>th</sup> Floor, DLF Prime Towers, Okhla Industrial Area, Phase-1, South Delhi, Delhi - 110020, India

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 on Monday the 18<sup>th</sup> Day of May, 2020 at Registered Office located at 519, 5<sup>th</sup> Floor, DLF Prime Towers, Okhla Industrial Area, Phase-1, South Delhi, Delhi - 110020, India at 11:30 AM. and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolutions	For	Against
	Special Business		
1	Adoption of Restated Articles of Association of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of 1<sup>st</sup> Proxy holder

\_\_\_\_\_  
Signature of 2<sup>nd</sup> Proxy holder

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

### Registered & Corporate Office

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

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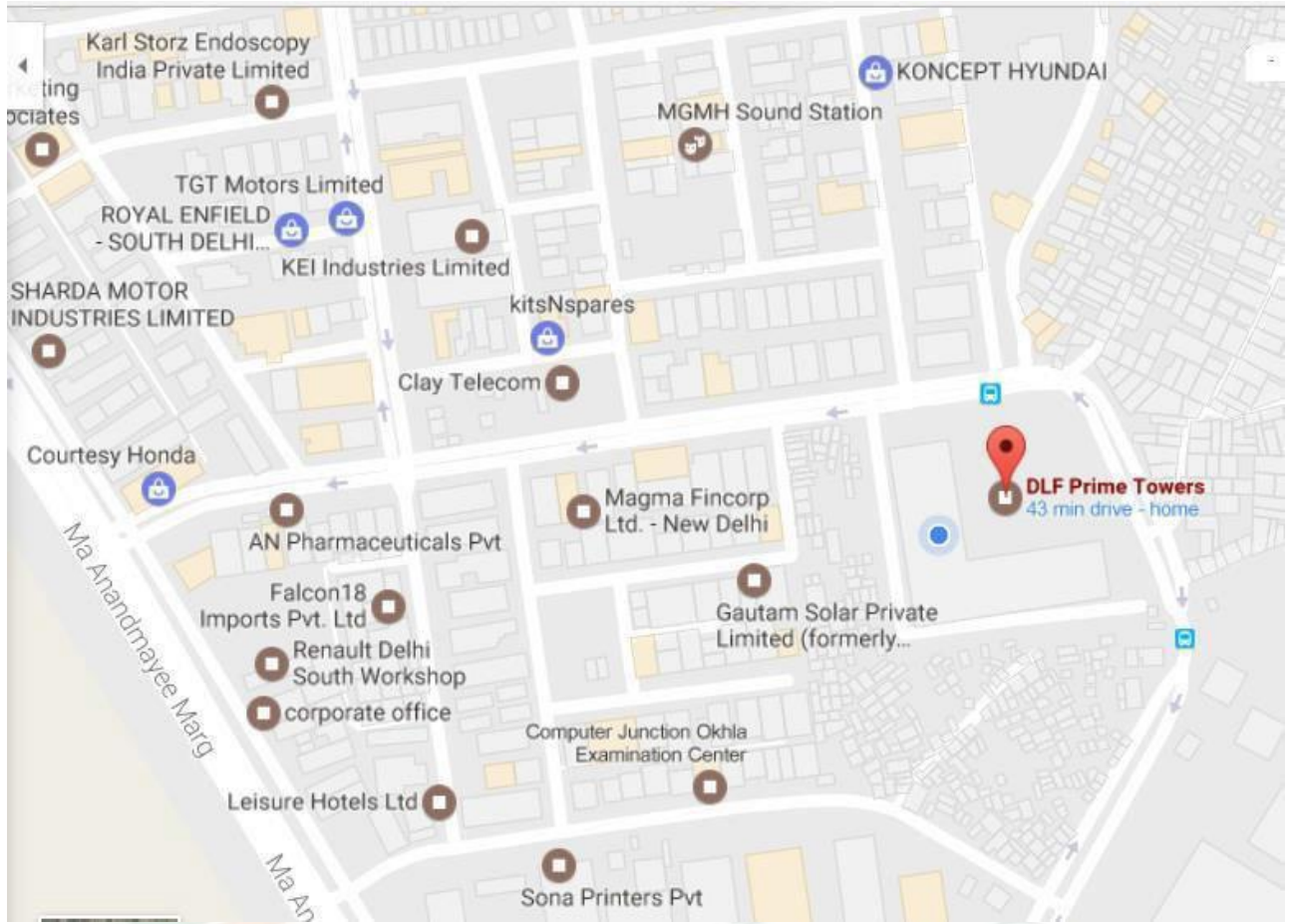
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# SATYA MicroCapital Ltd.

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ROUTE MAP



सर्वे भवन्तु सुखिनः

## Registered & Corporate Office

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