

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF SATYA MICROCAPITAL LIMITED ('THE COMPANY') WILL BE HELD ON TUESDAY, THE 30TH MARCH, 2021 AT 11:00 A.M AT 519, 5TH FLOOR, DLF PRIME TOWERS, OKHLA INDUSTRIAL AREA, PHASE-1, DELHI-110020 TO TRANSACT THE FOLLOWING BUSINESS:

1. APPROVAL FOR ACQUISITION OF AND INVESTMENT IN 100% SHAREHOLDING OF SAGGRAHA MANAGEMENT SERVICES PRIVATE LIMITED ('SAGGRAHA')

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 applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the 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 agreement executed *intra alia* between the shareholders of SAGGRAHA and the Company (“**Shareholders Agreement** “) 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 the statutory authorities, institutions or bodies ('the appropriate authorities') as may be necessary or required in this connection and subject to such conditions and modification(s) as may be prescribed or imposed by them while granting such approvals, permissions and sanctions, the approval of the members of the Company be and is hereby accorded to the board of directors of the Company (hereinafter referred to as the 'Board', which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the power conferred on the Board by this resolution) to make investment(s), in one or more tranche(s) upto an amount of INR 85,00,00,000/- (Indian Rupees Eighty Five Crores only) by way of acquisition of 100% equity share capital of SAGGRAHA Management Services Private Limited ('SAGGRAHA') comprising of 43,65,672 equity shares of Rs. 10 each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable and expedient for such purpose including without limitation to negotiate, finalize the terms and conditions of the said investments including the terms to be attached to convertible securities of SAGGRAHA, if any, on behalf of the Company as it may deem fit in the interests of the Company, to take all such actions and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, agreements, documents for such investments and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

Registered & 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



2. ISSUE OF 0.01% NON-CUMULATIVE, PARTICIPATING, COMPULSORILY CONVERTIBLE PREFERENCE SHARES (CCPS) TO SHAREHOLDERS OF SAGGRAHA MANAGEMENT SERVICES PRIVATE LIMITED ('SAGGRAHA') ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH

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') and the 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 and the provisions of any other applicable laws, rules and regulations (including any amendments thereto or re-enactments thereof), and subject to such approvals as may be required, the approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot 34,70,603 0.01% Non-Cumulative, Participating, Compulsorily Convertible Preference Shares ('CCPS') having a face value of Rs. 10/- each issued at a premium of Rs. 191/- (Rupees One hundred and Ninety-One only) each aggregating to Rs. 69,75,91,203/- (Indian Rupees Sixty-Nine Crores Seventy Five Lakhs Ninety One Thousand Two hundred and Three only) in one or more tranche(s) to the Promoters of SAGGRAHA Management Services Private Limited ('SAGGRAHA') as per the details given below, on the basis of their proportionate shareholding in SAGGRAHA in one or more tranche(s), on a Preferential basis and to issue such number of equity shares 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 SAGGRAHA and on such terms and conditions and in such manner as may be approved, finalized or decided by the Board from time to time.

S. No.	Name of the Promoter of SAGGRAHA	No. of equity shares held in SAGGRAHA	No. of CCPS to be allotted by SATYA
1.	Mr. Raghu Venkata Harish	10,77,595 (24.68 %)	12,49,319
2.	Mr. Kishore Kumar SA	9,57,975 (21.94%)	11,10,636
3.	Mr. Rahul Kasinadhuni	9,57,985 (21.94%)	11,10,648
	TOTAL	29,93,555 (68.6%)	34,70,603

RESOLVED FURTHER THAT each CCPS shall convert into such number of equity shares of the Company as may be determined based on the Fair market value on the date of the conversion within a period of 20 years and 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.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board which term shall include Working Committee or any other Committee(s) of the Board of Directors be and is hereby authorized to issue, receive subscription, allot do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable and expedient for such purpose 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 authorize 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



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with all the formalities as may be required in connection with and incidental to the aforesaid issue of CCPS.”

By order of the Board of Directors
For SATYA MICROCAPITAL LIMITED

Date: March 08, 2021
Place: New Delhi

Sd/-
Amit Jain
(Head-Legal, CS & Compliance Officer)
M. No.: F3923



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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

Date: March 08, 2021
Place: New Delhi

Sd/-
Amit Jain
(Head-Legal, CS & Compliance Officer)
M. No.: F3923

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

Item No. 1:

The Company with a view to enhance the business opportunities and to accelerate its future growth, it is considered desirable to invest the funds of the Company in SAGGRAHA Management Services Private Limited ('SAGGRAHA'), by way of acquisition of 100% equity share capital of SAGGRAHA.

SAGGRAHA is a dedicated Business Correspondence (BC) Company engaged in the business of origination, management and service of loans intended to bolster the economically weaker sections of the society. The Company's services include providing income generation loan, savings and insurance, microloans, secured and unsecured MSME loans, enabling the poor and weaker sections of society to manage their financial assets and assist them to become economically stable.

The consideration involved in the above stated transaction shall be upto INR 85,00,00,000 (Indian Rupees Eighty-Five Crores only) for 100% equity share capital of SAGGRAHA comprising of 43,65,672 equity shares of Rs.10 each i.e. after the proposed acquisition, SAGGRAHA will become 100% subsidiary Company of SATYA MicroCapital Limited in terms of the Provisions of Companies Act,2013 in the following manner.:

- (i) The Company shall pay cash consideration of Rs. 15,24,08,626/- (Rupees Fifteen Crores Twenty-Four Lakhs Eight Thousand Six Hundred and Twenty-Six Only) in respect of 13,72,117 Equity Shares of Rs. 10/- each i.e 31.40% of the shareholding of SAGGRAHA held by Angel shareholders, Employees of SAGGRAHA and SIDBI Trustee Company Ltd A/c Samridhi Fund.
- (ii) In consideration for acquisition of 29,93,555 Equity Shares of Rs. 10 each i.e. 68.60% of the shareholding of SAGGRAHA held by its Promoter shareholders the Company shall allot CCPS convertible into equity shares of the Company in such ratio and at such tranche as may be determined from time to time.

Pursuant to the Term Sheet executed between the Company, SAGGRAHA and the Shareholders of SAGGRAHA, it has been agreed between the parties that the Promoters of SAGGRAHA shall tender their shares in exchange of Compulsorily Convertible Preference Shares ('CCPS') of the Company and the Company shall pay cash consideration to the non-promoter shareholders of SAGGRAHA in exchange of their shareholding in SAGGRAHA.

Considering all the applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the 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 and the provisions of any other applicable laws, rules and regulations (including any amendments thereto or re-enactments thereof), the consent of members of the Company is sought by way of Special Resolution.

The Board recommends the above resolution at Item No. 1 for approval of the members of the Company vide Board Meeting dated 03rd March, 2021.

No Director, Key Managerial Personnel of the Company or their respective relatives are in anyway concerned or interested in the resolution.

Item No. 2:

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To augment the future growth of the Company and as per the terms of acquisition agreed to, between the Company, SAGGRAHA and Promoters of SAGGRAHA, it is proposed to offer, issue and allot 34,70,603 0.01% Non – Cumulative, Participating, Compulsorily Convertible Preference Shares (‘CCPS’) having a face value of Rs. 10/- each issued at a premium of Rs. 191/- (Rupees One hundred and Ninety-One only) each aggregating to Rs. 69,75,91,203/- (Indian Rupees Sixty-Nine Crores Seventy-Five Lakhs Ninety One Thousand Two hundred and Three only) in one or more tranche(s) to the Promoters of SAGGRAHA Management Services Private Limited (‘SAGGRAHA’) as per the details given below, on the basis of their proportionate shareholding in SAGGRAHA on a Preferential basis.

As the CCPS are proposed to be offered on a preferential basis, the approval of members is sought as per the applicable provisions of the Companies Act 2013 (“the Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 (“the Rules”) including any statutory modification thereto or re-enactment thereof.

Pre and Post Shareholding pattern of the Company:

S. No.	Category	Pre-Issue				Post-Issue			
		No. of Equity shares	Shares in %	No. of Preference Shares	Shares in %	No. of Equity shares	Shares in %	No. of Preference Shares	Shares in %
A	Promoters holding								
	Indian:								
	Individual	12376200	25.40%	-	-	12376200	25.40%	-	-
	Body Corporate	1620549	3.33%	-	-	1620549	3.33%	-	-
	Sub-total A	13996749	25.40%	-	-	13996749	25.40%	-	-
	Foreign Promoters	0	0	0	0	0	0	0	0
B	Non-Promoter holding								
1	Body Corporates (Foreign)	23538315	48.31%	-	-	23538315	48.31%	-	-
2	Body Corporates (Indian)	7296842	14.98%	-	-	7296842	14.98%	-	-
3	Directors & Relatives	10000	0.02%	-	-	10000	0.02%	-	-
4	Indian Public	2949749	6.05%	-	-	2949749	6.05%	34,70,603	100%
5	Others (ESOP Trust)	932851	1.91%	-	-	932851	1.91%	-	-
	Sub-total B	34727757	71.27%	-	-	34727757	71.27%	34,70,603	100%

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	Grand Total	48724506	100%	-	-	48724506	100%	34,70,603	100%
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The required disclosures under the aforesaid Rules are as under:

Particulars	Remarks
Date of passing Board Resolution	03 rd March, 2021
Nature of Shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or nonconvertible	Non-Cumulative, Participating, Compulsory Convertible Preference Shares
Size of the issue, number of preference shares and nominal value of each shares, price at which the same is proposed to be issued	34,70,603 Non-Cumulative, Participating, Compulsorily Convertible Preference Shares (“CCPS”) having a face value of Rs. 10/- each issued at a premium of Rs. 191/- (Rupees One hundred and Ninety-One only) each aggregating to Rs. 69,75,91,203/- (Indian Rupees Sixty-Nine Crores Seventy-Five Lakhs Ninety-One Thousand Two hundred and Three only)
Price/Price band at/within which such shares are proposed to be issued	CCPS will be issued at Rs. 201/- each (Face value at Rs. 10/- and premium of Rs. 191/-)
Basis on which price is arrived at	The price has been arrived at considering the fair value of the Company applying an appropriate valuation methodology.
Name and address of the valuer who performed the valuation	The price of the shares has been valued by the Registered Valuer-Mr. Chandan Bhatia and Pantomath Capital Advisors Private Limited, Category-I Merchant Banker (having Registration No. MB/INMBB000012110), situated at 406-408, Keshava Premises, Bandra Kurla Complex, Bandra (East), Mumbai — 400 051 and 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 at is January 15, 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.
Manner of issue of shares	The said Preference shares are proposed to be issued on a Preferential basis through circulation of private placement offer cum application letter.
Terms of the issue, including terms and rate of dividend on each share, etc.	Key terms of the issue of the CCPS: (a) The CCPS holders will be entitled to preferential dividend of 0.01% payable annually on the face value of the CCPS. (b) In addition, subject to applicable law, each CCPS holder would be entitled to participate pari-

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	<p>passu in any dividends paid to shareholders of the Company on a pro rata, as-if-converted basis.</p> <p>(c) 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.</p> <p>(d) The CCPS shall have voting rights on conversion into equity i.e. CCPS on conversion shall rank <i>pari-passu</i> with the existing equity share.</p>
Terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	CCPS have a tenure of 20 years. CCPS are not redeemable but are convertible into equity shares of the company. Each CCPS shall convert into such number of equity shares of the Company on the basis of their proportionate shareholding in SAGGRAHA in one or more tranche(s), on a preferential basis and as may be determined based on the Fair market value on the date of the conversion within a period of 20 years and the equity shares to be issued on conversion of the CCPS shall rank <i>pari-passu</i> in all respects with the existing equity shares of the Company.
Principle terms of assets charged as securities	N.A.
Class or classes of person to whom the allotment is proposed to be made	The CCPS are proposed to be allotted to the following persons: 1. Mr. Raghu Venkata Harish 2. Mr. Kishore Kumar SA 3. Mr. Rahul Kasinadhuni
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.
Proposed time within which the allotment shall be completed	The allotment shall be completed within 60 days.
The name of the proposed allottees and the percentage of the post preferential offer capital held by them	The Promoters of SAGGRAHA Management Services Private Limited namely: 1. Mr. Raghu Venkata Harish 2. Mr. Kishore Kumar SA 3. Mr. Rahul Kasinadhuni are the proposed allottees and will hold 100% of the preference share capital of the Company at the time of the issue of the CCPS.
The change in control, if any, in the Company that would occur consequent to the preferential offer	There will not be any change in control of the Company.
The number of persons to whom allotment on preferential basis have already been made	1 (One) 7625000 Equity Shares of Rs.10/- each issued at a premium of Rs. 191/- each.

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during the calendar year, in terms of number of securities as well as price	
Price pursuant to conversion as per rule 13(2)(h)	The CCPS conversion price will be on the Fair market value on the date of the conversion.

The Board recommends the above resolution at Item No. 2 for approval of the members of the Company vide Board meeting dated 03rd March, 2021.

No Director, Key Managerial Personnel of the Company or their respective relatives are in anyway concerned or interested in the resolution.

By order of the Board of Directors
For SATYA MICROCAPITAL LIMITED

Date: March 08, 2021

Place: New Delhi

Sd/-
Amit Jain
(Head-Legal, CS & Compliance Officer)
M. No.: F3923



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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 30th day of March, 2021 at 11:00 A.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	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 30th day of March, 2021 at 11:00 A.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. Approval for Acquisition of and Investment In 100% Shareholding of SAGGRAHA Management Services Private Limited ('SAGGRAHA').**
- 2. Approval for Issuance of 34,70,603 Non – Cumulative, Participating, Compulsorily Convertible Preference Shares ("CCPS") having a face value of Rs. 10/- each issued at a premium of Rs. 191/- (Rupees One hundred and Ninety-One only) each aggregating to Rs. 69,75,91,203/- (Indian Rupees Sixty-Nine Crores Seventy-Five Lakhs Ninety-One Thousand Two hundred and Three only) on preferential basis for consideration other than Cash.**

Signed this _____ day of _____ 2021

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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Date of EGM: March 30, 2021

Time: 11:00 A.M

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



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