

SHORTER NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF SATYA MICROCAPITAL LIMITED ('THE COMPANY') WILL BE HELD ON TUESDAY, 09th DAY OF NOVEMBER, 2021 AT 11:30 A.M AT REGISTERED OFFICE OF THE COMPANY 519, 5TH FLOOR, DLF PRIME TOWERS, OKHLA INDUSTRIAL AREA, PHASE-1, DELHI -110020 TO TRANSACT THE FOLLOWING BUSINESS:

1. TO APPOINT M/S. S.N. DHAWAN & CO., LLP CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 000050N/N500045) AS STATUTORY AUDITORS OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 139, 141,142,143 of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act read with Rules made thereunder as well as RBI Master Direction for Non-Banking Financial Company–Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 and RBI Guidelines RBI/2021-22/25 Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 (“RBI Guidelines) for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) (including any statutory modification(s) or re-enactment for the time being in force) and basis recommendation of the Audit Committee and Board of Directors vide their respective meetings held on September 24, 2021, consent of the members of the Company be and is hereby accorded to appoint M/s. S.N. Dhawan & Co., LLP, Chartered Accountants having Firm Registration No. 000050N/N500045, as Statutory Auditors of the Company, who have submitted their certificate of independence and eligibility vide certificate dated September 24, 2021 to fill the casual vacancy caused by the resignation dated September 23, 2021 of M/s S.R. Batliboi & Associates LLP, Chartered Accountants (ICAI Registration No. 101049W / E300004) pursuant to the RBI Guidelines, to hold the office effective from September 24th September, 2021 until the conclusion of next Annual General Meeting of the Company and that they shall conduct the Statutory Audit for the financial year ended on 31st March 2022 at mutually agreed audit fees amounting to Rs. 49,00,000 (Rupees Forty Nine Lakh Only) plus all the taxes and out of pocket expenses as per actual.

RESOLVED FURTHER THAT Mr. Vivek Tiwari Managing Director, CEO & CIO, Ms. Vandita Kaul, Finance Controller and Mr. Amit Jain, Head-Legal, Secretary & Compliance Officer of the Company, be and are hereby severally authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E Forms with Registrar of Companies.”

2. TO APPROVE THE APPOINTMENT OF MRS. DEEPALI PANT RAJEEV JOSHI (DIN: 07139051) AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to Sections 149, 150, 152, 160, 161(1) and 178 read with other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, and applicable provisions of the other statutory authorities as per RBI Non-Banking Financial Companies–Corporate Governance (Reserve Bank) Directions, 2015, Articles of Association of the Company and all other applicable laws and subject

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



to approval of Reserve bank of India, required if any, Mrs. Deepali Pant Rajeev Joshi (DIN: 07139051), who was appointed as an Additional Director (Non-Executive & Independent) on the Board w.e.f. September 24, 2021, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for five consecutive years with effect from September 24, 2021 and whose office shall not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT Mr. Vivek Tiwari, Managing Director, CEO & CIO, Ms. Vandita Kaul, Finance Controller and Mr. Amit Jain, Head-Legal, Secretary & Compliance Officer of the Company be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.), issue the certified true copy of the resolution as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things from time to time as may considered expedient and necessary in this regard.”

By order of the Board of Directors
For SATYA MICROCAPITAL LIMITED

Date: November 03, 2021

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

-Sd/-

Amit Jain

(Head Legal, Secretary & Compliance Officer)

M. No.: F3923

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.

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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.
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.
12. Information pursuant to Secretarial Standards 2, pertaining to Director seeking Re-appointment/Appointment is annexed hereto

By order of the Board of Directors
For SATYA MICROCAPITAL LIMITED

Date: November 03, 2021

Place: New Delhi

Registered Office:

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Block- F, Okhla Phase-1, New Delhi-
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Email:- cs@satyamicrocapital.com

-Sd/-

Amit Jain

(Head Legal, Secretary & Compliance Officer)

M. No.: F3923

Registered & Corporate Office

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

Item No. 1

Pursuant to RBI Guidelines RBI/2021-22/25 Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 ("RBI Circular"), M/s S.R. Batliboi & Associates LLP, Chartered Accountants (ICAI Registration No. 101049W / E300004) have tendered their resignation from the position of Statutory Auditors vide their letter dated September 23, 2021 due to their ineligibility to continue as Statutory Auditors of the Company in terms of and in compliance of the RBI Circular, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act").

The Board of Directors of the Company in its meeting held on September 24, 2021 based on the recommendation of the Audit Committee had approved and recommended the appointment of M/s. S.N. Dhawan & Co., LLP, Chartered Accountants (Firm Registration No. 000050N/N500045) as Statutory Auditors of the Company to fill the aforesaid casual vacancy on the basis of eligibility & consent received from them under applicable provisions of Companies Act and RBI circular for their appointment as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013, RBI circular & guidelines. They shall conduct the Statutory Audit for the financial year ended on 31st March 2022 and hold office till the conclusion of the next Annual General Meeting.

In view of above, the Board recommends the Resolution set out in item no. 1 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the Resolution.

Item No. 2

The Board at its meeting held on 24th September 2021, upon recommendation by the Nomination and Remuneration Committee of the Board approved the appointment of Mrs. Deepali Pant Rajeev Joshi (DIN: 07139051) as an Additional Director (Non-Executive & Independent) and recommended her appointment as an Independent Director to members of the Company in their ensuing General Meeting to hold the office for a term up to five (5) consecutive years from 24th September, 2021 up to 23rd September, 2026.

In the opinion of the Board, Mrs. Deepali Pant Rajeev Joshi (DIN: 07139051) fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder for appointment as an Independent Director.

Mrs. Deepali Pant Rajeev Joshi has over 36 years of experience. She has done Post-doctoral work in Finance and Economics (on secondment from the RBI) from Harvard University Harvard Asia Centre. She is member of Executive Council University of Allahabad, Governing Council SADHAN, The Outstanding Speaker Bureau and serving as Director in various Indian Companies. She had also served as nominee on behalf of RBI on the board of Andhra Bank, North East Institute of Bank Management, Institute of Banking Personnel Selection I.B.P.S. and she had also served on the Board of MCX and Bhartiya Note Mudran Press (RBI Currency Pass). She has been awarded as the Skoch Challenger award for contribution to Financial Inclusion, Chancellors medal at the University of Allahabad for academic proficiency and Amarnath Jha Gold Medal, University of Allahabad.

Keeping in view her rich knowledge and experience, which shall be very much beneficial to put appropriate strategies for growth of business activities of the Company, it was thought fit to appoint Mrs. Deepali Pant Rajeev Joshi as an Independent Director on the Board of the Company to hold the office for five (5) consecutive years for the maximum period up to September 23, 2026. In compliance with the provisions of the Companies Act, 2013, appointment of Mrs. Deepali Pant Rajeev Joshi as an Independent Director is required to be placed before the



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members at a General Meeting for their approval.

In view of above, the Board recommends the Resolution as set out in item no. 2 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of the Company, and their relatives except Mrs. Deepali Pant Rajeev Joshi (i.e., Director proposed for appointment) is in any way concerned or interested, financially or otherwise in the Resolution.

By order of the Board of Directors
For SATYA MICROCAPITAL LIMITED

Date: November 03, 2021

Place: New Delhi

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-Sd/-

Amit Jain

(Head Legal, Secretary & Compliance Officer)

M. No.: F3923



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Information pursuant to Secretarial Standards 2, pertaining to Director seeking Re-appointment/Appointment:	
Name	Ms. Deepali Pant Rajeev Joshi
Date of Birth, Age	12/12/1957, 63
DIN No.	07139051
Qualifications	1.Ph.D. in Politics, 2.M.A. in Political Science and International relations, 3.B.A, L.L.B., 4. Diploma in Management.
Date of first appointment on Board	September 24, 2021
Experience	Over four decade experience in macro- economic policies.
Terms and condition of Appointment	Appointed as Independent Director subject to the approval of Shareholders
No. of Meetings of the Board attended during the financial year. (Attended/Held)	N.A
Other Directorships	1. NABFINS Limited 2. IFCI Factors Limited 3. Ambadi Enterprises Limited
Membership/ Chairmanship of Committees of other Boards	<u>NABFINS Limited</u> Member of following Committee: ➤ Corporate Social Responsibility <u>IFCI Factors Ltd.</u> Chairperson of the following Committee: ➤ Nomination and Remuneration Committee Member of the following Committee: ➤ Audit Committee ➤ Committee of Directors ➤ IT Strategy Committee ➤ Investors Grievance Committee
Remuneration	Entitled for sitting fees for attending Meetings of Board & Committees
Relationship with other Director inter-se and with Key Managerial Personnel of the Company	None
Shareholding in the Company	Nil



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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, 09th Day of November, 2021 at 11:30 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

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 Tuesday, 09th Day of November, 2021 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 the appointment of M/s. S.N. Dhawan & Co., LLP Chartered Accountants as Statutory Auditors of the Company.
2. Approval for the appointment of Mrs. Deepali Pant Rajeev Joshi (DIN: 07139051) as an Independent Director.

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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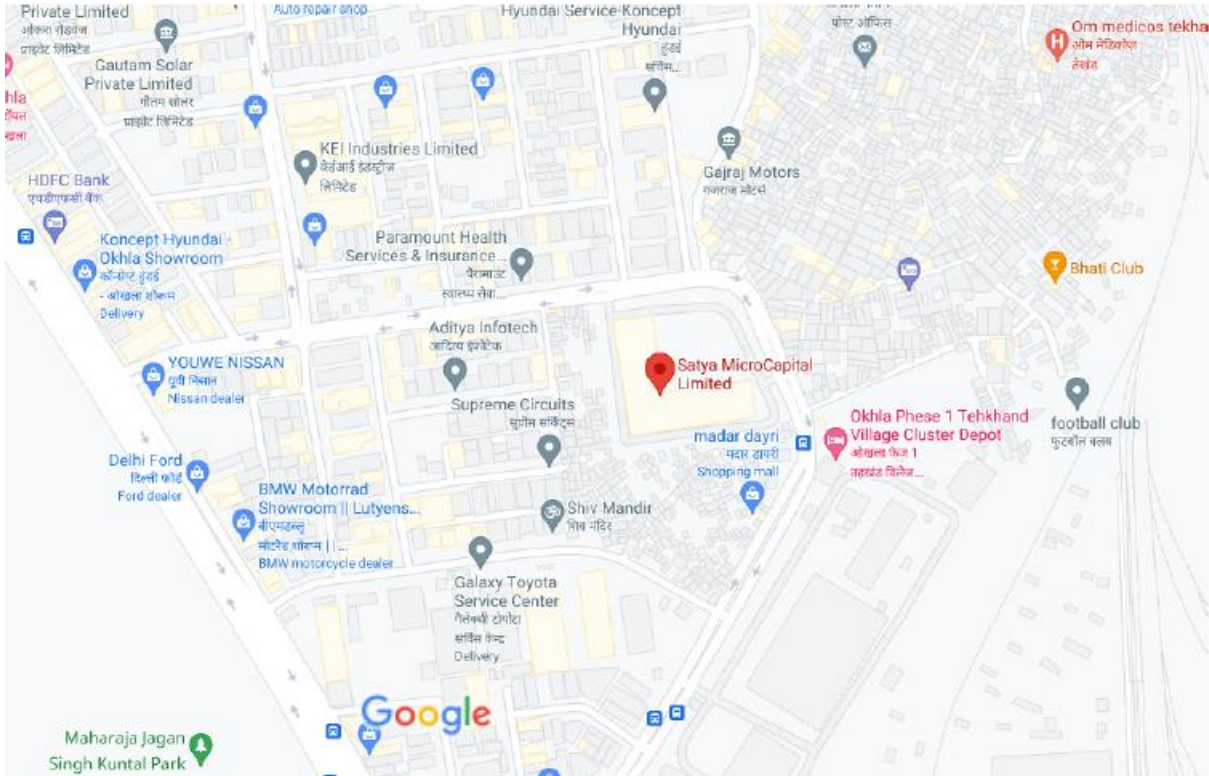
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ROUTE MAP

Date of EGM: November 09, 2021

Time: 11:30 A.M.

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



Registered & Corporate Office

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