



# SATYA MicroCapital Ltd.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN (03/2022-23) EXTRAORDINARY GENERAL MEETING OF SATYA MICROCAPITAL LIMITED WILL BE HELD ON TUESDAY, 28<sup>TH</sup> MARCH, 2023 AT 10:30 A.M AT 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. 01- APPROVAL OF RELATED PARTY TRANSACTIONS WITH GOJO & COMPANY INC, HOLDING 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 applicable provisions of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act read with rules made thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, including any amendments, modifications, variations or re-enactments thereof, the Company’s Policy on Related Party Transactions and as per the recommendation / approval of the Audit Committee, 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 be deemed to include Working Committee of the Board) for entering into and / or continuing with arrangements / contracts / agreements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), with Gojo & Company, Inc, Holding Company (“Gojo”), being a related party of the Company, for the financial year till 2023-24, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s), provided that such arrangement(s) / contract(s) / agreement(s) / transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company to issuance of Securities, or availing any other investment/borrowings etc. up to the maximum amount up to Rs. 500 Crores.

RESOLVED FURTHER THAT Mr. Vivek Tiwari, Managing Director, CEO & CIO and Choudhary Runveer Krishnan, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to sign and execute all such documents, contracts, agreements, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to execution of such transactions.

#### ITEM NO. 02- ISSUANCE OF 0.001% COMPULSORILY CONVERTIBLE PREFERENCE SHARES (CCPS) ON PREFERENTIAL BASIS TO GOJO & COMPANY INC., HOLDING COMPANY

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, SEBI (Listing Obligation and Disclosure Requirement), 2015 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, if required, and other authorities, institutions or bodies (‘the appropriate authorities’) as may be necessary/applicable 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 authorized empowered to accept, the consent, authority and approval

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of the members of the Company be and is hereby accorded to the Board to create, offer, issue up to 44,50,000 (Forty Four Lakh Fifty Thousand), 0.001% Non-Cumulative, Compulsorily Convertible Preference Shares ('CCPS') having face value of Rs. 10/- (Rupees ten only) each at a premium of Rs.320/- (Rupees Three Hundred Twenty Only) per CCPS aggregating up to Rs. 146,85,00,000 (Rupees One Hundred Forty-Six Crore Eighty Five Lakh Only) approximately, in one or moretranche(s) to Gojo & Company, Inc., ('Gojo'), Holding 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, finalized or decided by the Board from time to time. The other particulars in respect of the issuance of CCPS are as under:

- a. **Tenor & Conversion:** The 0.001% CCPS are convertible into Equity Shares at the option of the holder of CCPS at any time prior to March 31, 2025, from the date of allotment of CCPS and/or as per the (Securities Subscription Agreement (SSA)/Seventh addendum to the Shareholders' Agreement).
- b. **Conversion Price:** The Conversion shall be at the value (formula as set out in the Securities Subscription Agreement (SSA)/seventh addendum to the Shareholders' Agreement). Provided that the aforesaid conversion price shall not be lower that the FMV at the time of issuance in terms of the FEMA Regulations.
- c. 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.
- d. **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.
- e. **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.
- f. 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** 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 the CCPS as well as Equity Shares so created out of the conversion of the CCPS and to doall such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable and expedient for suchpurposes 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, consentsand 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 complywith 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, 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."



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## ITEM NO. 03- ISSUANCE OF 0.001% COMPULSORILY CONVERTIBLE PREFERENCE SHARES (CCPS) ON PREFERENTIAL BASIS TO PERSON(S)/ENTITY UNDER PROMOTER (INDIAN) CATEGORY

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, SEBI (Listing Obligation and Disclosure Requirement), 2015 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, if required, and other authorities, institutions or bodies ('the appropriate authorities') as may be necessary/applicable 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 authorized empowered to accept, the consent, authority and approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue up to 2,00,000 (Two 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. 320/- (Rupees Three Hundred Twenty Only) per CCPS aggregating up to Rs. 6,60,00,000 (Rupees Six Crore Sixty Lakh Only) approximately, in one or more tranche(s) to person(s)/Entity under promoter (Indian) Category, 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 person(s)/Entity under promoter (Indian) Category, 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, finalized or decided by the Board from time to time. The other particulars in respect of the issuance of CCPS are as under:

- Tenor & Conversion:** The 0.001% CCPS are convertible into Equity Shares at the option of the holder of CCPS at any time prior to March 31, 2025, from the date of allotment of CCPS and/or as per the (Securities Subscription Agreement (SSA)/Seventh addendum to the Shareholders' Agreement).
- Conversion Price:** The Conversion shall be at the value (formula as set out in the Securities Subscription Agreement (SSA)/seventh addendum to the Shareholders' Agreement).
- 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.
- 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.
- 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.
- 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** 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 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,

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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 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, 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.”

## ITEM NO. 04- ALTERATION OF ARTICLES OF ASSOCIATION (AOA) 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** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the rules made thereunder, the consent of the members be and is hereby accorded subject to the approval of Registrar of Companies, NCT of Delhi or any other regulatory authority for altering the Articles of Association of the Company by way of deletion/modification of the following clauses of the Articles of Association in conformity with the Companies Act, 2013 and rules made thereunder –

1. The following Article in Article 1.1 of the Articles of Association of the Company under the Heading ‘DEFINITION AND INTERPRETATION’ shall be deleted:

the “seal” means the common seal of the company.

2. Article 3.7(c) of Articles of Association of the Company under the Heading SHARE CAPITAL AND VARIATION OF RIGHTS shall be amended and substituted with the following clause:

Every certificate shall specify the shares to which it relates and the amount paid-up thereon. In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

3. Article 23 “THE SEAL” of the Articles of Association of the Company shall be deleted.

**RESOLVED FURTHER THAT** Mr. Vivek Tiwari, Managing Director, CEO & CIO and Choudhary Runveer Krishnan, Company Secretary & Compliance Officer 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.

**RESOLVED FURTHER THAT** Mr. Vivek Tiwari, Managing Director, CEO & CIO and Choudhary Runveer Krishnan, Company Secretary & Compliance Officer of the Company of the Company be and are hereby severally authorized to issue/ provide certified true copies of these resolutions.”



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# SATYA MicroCapital Ltd.

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**Date: March 06, 2023**

**Place: New Delhi**

**Registered Office:**

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

Okhla Phase-1, New Delhi- 110020

CIN- U74899DL1995PLC068688Ph-

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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 Krishnan**

**(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 EGM.
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.



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**Date:** March 06, 2023

**Place:** New Delhi

**Registered Office:**

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CIN- U74899DL1995PLC068688Ph-  
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**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 Krishnan**

(Company Secretary & Chief Compliance Officer)

M. No.: F7437

SATYA

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

### Item No. 1- Approval of Related Party Transactions with Gojo & Company Inc., Holding Company

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, mandates prior approval of Members by means of an ordinary resolution for all material related party transactions and subsequent material modifications even if such transactions are in the ordinary course of the business of the concerned company and at an arm's length basis. A transaction with a related party will be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) 1,000 crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the Bank whichever is lower.

The Company in ordinary course of business in order to augment the long-term resources and to meet the long-term capital requirements of the Company will enter Related Party Transaction with Gojo & Company, Inc, Holding Company.

Details of the proposed transactions with Gojo & Company Inc., being a holding company and related party of SATYA, which are likely to exceed the above-mentioned materiality threshold, are as follows:

Sr. No.	Name(s) of the related party	Nature of relationship	Nature of contract/ arrangement/ transaction
1	Gojo & Company, Inc.	Holding Company	Issuance of Securities or availing any other investment/borrowings etc. up to the maximum amount up to Rs. 500 Crores.

The Audit Committee has approved the aforesaid Related Party Transaction at their meeting held on March 06, 2023, in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the Ordinary Course of Business and at arm's length basis.

The Board recommends the above resolution for your approval by way of an Ordinary Resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under this Item No. 1.

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 on behalf Gojo & Co. Inc.) are in anyway concerned or interested in the resolution.

### Item No. 2 & 3- Issuance of 0.001% Compulsory Convertible Preference Shares (CCPS) on Preferential Basis to Gojo & Company Inc., Holding Company and to person(s)/entity under Promoter (Indian) Category

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

- up to 44,50,000 (Forty-Four Lakh Fifty Thousand) 0.001% Non-Cumulative, Compulsorily Convertible Preference Shares ('CCPS') having face value of Rs. 10/- (Rupees Ten Only) each at a premium of Rs. 320/- (Rupees Three Hundred Twenty Only) per CCPS aggregating up to Rs. 146,85,00,000 (Rupees One Hundred Forty-Six Crore Eighty Five Lakh Only) approximately to Gojo & Company, Inc. (Gojo).
- up to 2,00,000 (Two 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. 320/- (Rupees Three Hundred Twenty Only) per CCPS aggregating up to Rs. 6,60,00,000 (Rupees Six Crores Sixty Lakh Only) approximately to person(s)/entity under Promoter (Indian) Category.

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Pursuant to Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, the Board of Directors at its meeting held on March 06, 2023, subject to the shareholders' approval, had approved the proposal to issue up to 44,50,000 CCPS and 2,00,000 CCPS having Face Value of Rs. 10/- each at premium of Rs. 320/-per share to Gojo & Company Inc., Holding Company, and to person(s) under Promoter (Indian) Category, respectively, on Preferential and Private Placement basis.

In view of the fact that the aforesaid 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, SEBI (Listing Obligation and Disclosure Requirement), 2015, 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 required disclosures under the aforesaid Rules are as under:**

Particulars	CCPS
Date of Passing of Board Resolution	March 06, 2023.
Nature of Shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible	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 46,50,000 0.001%, Non-Cumulative, Compulsorily Convertible Preference Shares ('CCPS') having face value of Rs. 10/- each at a premium of Rs. 320/- per CCPS aggregating up to Rs. 153,45,00,000, approx.
Price/Price band at/within which such shares are proposed to be issued	CCPS will be issued at 330/- each (Face value of Rs. 10/- and Premium of Rs. 320/-)
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.
Relevant date with reference to which price has been arrived	The relevant date with reference to which price has been arrived as on December 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.
Manner of issue of shares	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.	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	1. <b>Tenor &amp; Conversion:</b> The 0.001% CCPS are convertible into Equity Shares at the option of the holder of CCPS at any time prior to March 31, 2025 from the date of allotment of CCPS or as per the (Securities Subscription Agreement (SSA)/Seventh addendum to the Shareholders' Agreement). 2. <b>Conversion Price:</b> The Conversion shall be at the value (formula as set out in the Securities Subscription Agreement (SSA)/seventh addendum to the Shareholders' Agreement) determined at the time of conversion. Provided that the aforesaid conversion price shall not be lower than the FMV at the time of issuance in terms of the FEMA Regulations, wherever applicable.															
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 issued and allotted to Gojo & Company, Inc., Holding Company and to person(s)/entity under Promoter (Indian) Category.															
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 to be subscribed by the promoters 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 name of the proposed allottees and the percentage of the post preferential offer capital held by them	Gojo & Company, Inc. and to person(s) under Promoter (Indian) Category are the proposed allottees and after allotment of CCPS, will hold 90.82% and 9.18% of the preference share capital of the Company, respectively.															
The change in control, if any, in the Company that would occur consequent to the preferential offer	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	<table border="1"><thead><tr><th>Name</th><th>Types of Security</th><th>No. of Security</th><th>Price per Security (Rs.)</th></tr></thead><tbody><tr><td>Gojo &amp; Company Inc.</td><td>CCPS</td><td>27,14,900</td><td>201/-</td></tr><tr><td rowspan="2">Vivek Tiwari</td><td>Equity</td><td>50,00,000</td><td>211/-</td></tr><tr><td>CCPS</td><td>25,00,000</td><td>211/-</td></tr></tbody></table>	Name	Types of Security	No. of Security	Price per Security (Rs.)	Gojo & Company Inc.	CCPS	27,14,900	201/-	Vivek Tiwari	Equity	50,00,000	211/-	CCPS	25,00,000	211/-
Name	Types of Security	No. of Security	Price per Security (Rs.)													
Gojo & Company Inc.	CCPS	27,14,900	201/-													
Vivek Tiwari	Equity	50,00,000	211/-													
	CCPS	25,00,000	211/-													
Price pursuant to conversion as per rule 13(2)(h)	As mentioned above.															

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.

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The number of persons to whom allotment on preferential basis have already been made during the calendar year	1. Mr. Vivek Tiwari 2. Gojo & Company Inc.
Name and address of valuer who performed valuation	As mentioned above.
Amount which the company intends to raise by way of such securities	Up to Rs. 153,60,00,000 (Rupees one hundred fifty-three crore sixty lakh only) approx.
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	As mentioned 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.	%
<b>A</b>	<b>Promoters Holding:</b>	-			
<b>1</b>	<b>Indian:</b>				
	Individual	1,93,65,200	30.43	1,93,65,200	28.35
	Body Corporate	19,96,700	3.14	21,96,700	3.22
	<b>Sub-total</b>	<b>2,13,61,900</b>	<b>33.56</b>	<b>2,15,61,900</b>	<b>31.57</b>
<b>2</b>	Foreign Promoters	3,85,10,540*	60.51	4,29,60,540	62.90
	<b>Sub-total (A)</b>	<b>5,98,72,440</b>	<b>94.07</b>	<b>6,45,22,440</b>	<b>94.47</b>
<b>B</b>	<b>Non-Promoters' holding</b>				
<b>1</b>	Institutional Investors	-	-	-	-
<b>2</b>	Non-Institution:				
	Private Corporate Bodies	3,50,513	0.55	3,50,513	0.51
	Directors & Relatives	66,486	0.10	66,486	0.10
	Indian Public	26,99,013	4.24	26,99,013	3.95
	Others (inculding NRIs)	-	-	-	-
	Others (ESOP Trust)	6,59,804	1.04	6,59,804	0.97
	<b>Sub-total (B)</b>	<b>37,75,816</b>	<b>5.93</b>	<b>37,75,816</b>	<b>5.53</b>
	<b>Grand Total (A+B)</b>	<b>6,36,48,256</b>	<b>100.00</b>	<b>6,82,98,256</b>	<b>100.00</b>

\*Considering conversion of CCPS (issued to Gojo in 2022) into equity shares at the conversion price of Rs. 246/- per CCPS.

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# SATYA MicroCapital Ltd.

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The Board recommends the above resolution No. 2 & 3 for your approval by way of a Special Resolution.

No Director, Key Managerial Personnel of the Company or their respective relatives other than Mr. Sanjay Gandhi, Mr. Taejun Shin (in the capacity of Nominee Directors on behalf Gojo & Co. Inc.) for item no. 2, and Dr. Ratnesh Tiwari & Mr. Vivek Tiwari and their relatives are in anyway concerned or interested in the resolution for item no. 3.

#### Item No. 4- Alteration of Articles of Association (AOA) of the Company

It is proposed to amend the existing Articles of Association (hereinafter referred to as 'the Articles') of the Company to align them with the amendments brought out vide The Companies (Amendment) Act, 2015 no. 21 of 2015 dated 25th May, 2015 in the Companies Act, 2013 read with the Rules framed thereunder with regard to the requirement of Common Seal. Pursuant to these Amendments, requirement of common seal has been dispensed with for the Companies. Accordingly, the clauses of the Articles of Association as mentioned in the Resolution are proposed to delete/amend/modify.

These amendments are procedural in nature and for the smooth working of activities.

The proposed draft Articles of Association after of the above-mentioned changes is available for inspection of the shareholders.

The Board recommends the above resolution for your approval by way of a Special Resolution.

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

**Date: March 06, 2023**

**Place: New Delhi**

**Registered Office:**

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

Okhla Phase-1, New Delhi- 110020

CIN- U74899DL1995PLC068688Ph-

+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 Krishnan**

**(Company Secretary & Chief Compliance Officer)**

**M. No.: F7437**

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# SATYA MicroCapital Ltd.

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 Tuesday, the 28<sup>th</sup> day of March, 2023 at 10:30 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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# 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 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 28<sup>th</sup> day of March, 2023 at 10:30 A.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:

1. Approval of Related Party Transactions with Gojo & Company Inc., Holding Company.
2. Issuance of 0.001% Compulsory Convertible Preference Shares (CCPS) on Preferential Basis to Gojo & Company Inc., Holding Company.
3. Issuance of 0.001% Compulsory Convertible Preference Shares (CCPS) on Preferential Basis to person(s) under Promoter (Indian) Category.
4. Alteration of Articles of Association (AOA) of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

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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# SATYA MicroCapital Ltd.

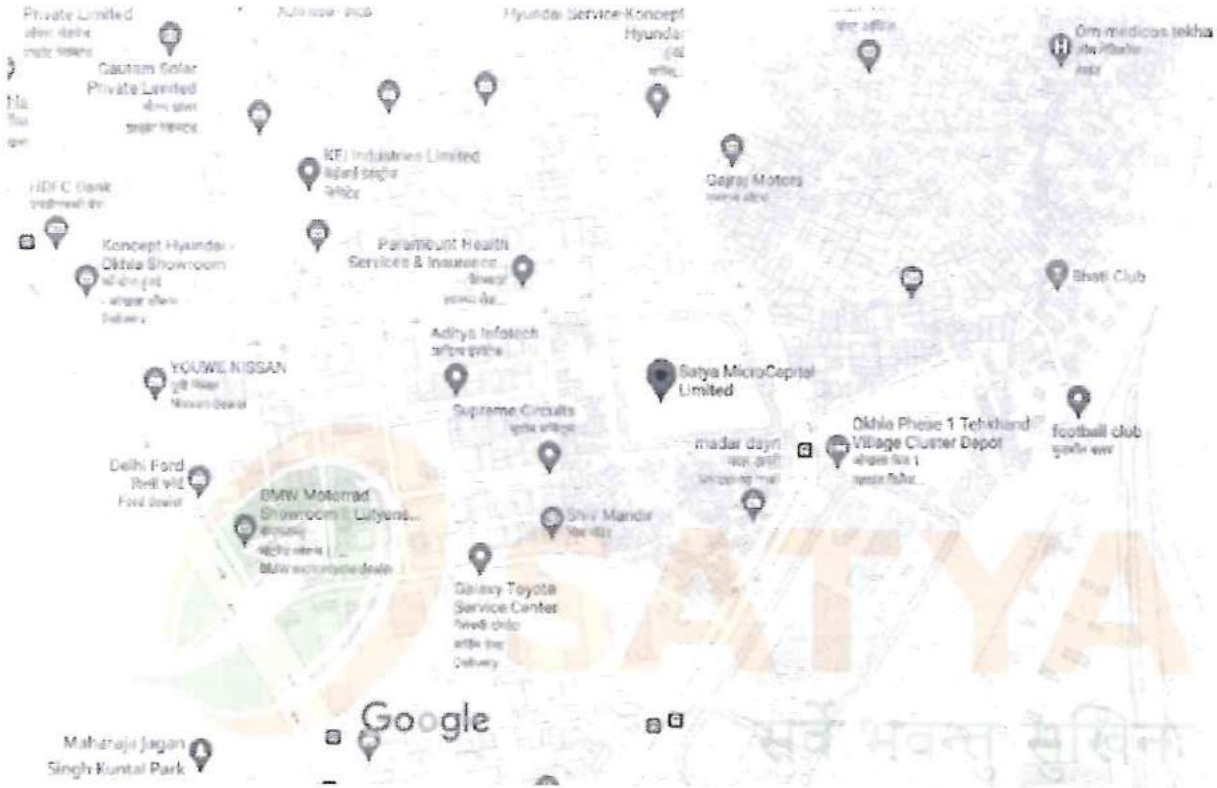
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## ROUTE MAP

Date of EGM: 28<sup>TH</sup> MARCH 2023

Time: 10:30 A.M.

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



### Registered and Corporate Office

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