



NOTICE

NOTICE IS HEREBY GIVEN THAT THE (28TH) TWENTY-EIGHTH ANNUAL GENERAL MEETING OF SATYA MICROCAPITAL LIMITED WILL BE HELD ON THURSDAY, JULY 3RD, 2023 AT 06:00 P.M. , AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 519, 5TH FLOOR, DLF PRIME TOWERS, OKHLA INDUSTRIAL AREA, PHASE-1, NEW DELHI-110020, INDIA, TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business:

1. Adoption of Annual Audited (Standalone & Consolidated) Financial Statements and Reports thereon

To receive, consider and adopt the Annual Audited (Standalone & Consolidated) Financial Statements of the Company for the financial year ended March 31, 2023 including Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

2. Re-Appointment of Dr. Ratnesh Tiwari (Din: 07131331), as Director, Liable to Retire By Rotation

To appoint a Director in place of Dr. Ratnesh Tiwari (Din: 07131331), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

3. Enhancement in the limit of Borrowings

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 180(1)(c) and other applicable provisions if any, of the Companies Act, 2013 and the Rules made thereunder, the consent 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 terms shall be deemed to include any committee duly constituted by the Board), to raise or borrow from time to time such sum or sums as they may deem appropriate for the purposes of the business of the Company notwithstanding that the monies already borrowed and the monies to be borrowed (apart from temporary loans obtained from Company's bankers in the ordinary course of business) will exceed the Paid-up Capital of the Company and Free Reserves of the Company, not set apart for any specific purpose, and Securities Premium Account, provided that the total amount up to which monies may be borrowed by the Board of Directors shall not exceed Rs. 1,00,000 million (Rupees One Hundred Thousand Million only) at any time.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to do such acts, deeds, things and execute all such documents, undertakings as may be necessary for giving effect to the above resolution."

4. To Provide the Security for securing the Borrowings

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 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and the Rules made thereunder, the consent 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 terms shall be deemed to include any Committee duly constituted by the Board or any Committee, which the Board may hereafter constitute), to pledge, mortgage and/or charge in all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other

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monies payable by the Company or any third party in respect of such borrowings provided that the maximum extent of the indebtedness secured by the properties of the Company does not exceed Rs. 1,00,000 million (Rupees One Hundred Thousand Million only) at any time.

RESOLVED FURTHER THAT any of Directors and Company Secretary of the Company be and are hereby severally authorized to do such acts, deeds, things and execute all such documents, undertakings as may be necessary for giving effect to the above resolution."

5. Issuance of Non-Convertible Debentures on Private Placement Basis

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 provision of Sections 42 and 71 of the Companies Act, 2013 and Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and subject to all other applicable regulations, rules, notifications, circulars and guidelines prescribed by the Securities Exchange Board of India ("SEBI"), as amended, including SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, and subject to the applicable regulations, rules, notifications, circulars and guidelines prescribed by Reserve Bank of India ("RBI") and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which terms shall be deemed to include any Committee duly constituted by the Board or any Committee, which the Board may hereafter constitute), to issue/offer/invite for subscription of secured/unsecured, rated/unrated, listed/unlisted Non-Convertible Debentures ("Debentures") by way of private placement, in one or more tranches, from time to time, to any category of investors eligible to invest in the Debentures, aggregating upto Rs. 35,000 Million (Rupees Thirty-Five Thousand Million only) on such terms and conditions and at such times whether at par/premium/discount, as may be decided by the Board to such person or persons including one or more company(ies), body Corporate(s), statutory corporation(s), commercial Bank(s), Lending Agency(ies), Financial Institution(s), insurance company(ies), foreign portfolio investor(s), mutual fund(s) and individual(s), Alternative Investment Fund, as the case may be or such other person/ persons as the Board may decide so for a period of one year from the date of approval of the members, within the overall borrowing limits of the Company, as approved by the members of the Company from time to time.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolutions and for matters connected therewith or incidental thereto.

6. Remuneration of Managing Director

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

"RESOLVED THAT in continuation to the resolution of the members of the Company passed in their Annual General Meeting held on July 06, 2022 and in accordance with the provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof, for the time being in force and as may be enacted from time to time) read with Schedule V of the Companies Act, 2013, and such other approvals, permissions and sanctions and subject to the provisions of Articles of Association of the Company, the approval of the members of the Company be and are accorded for approving the payment of remuneration of Rs. 65.8 Million w.e.f. April 01, 2023 along with year-on-year revision of remuneration of 25% on and above proposed remuneration (i.e., Rs. 65.8 Million) w.e.f. FY 2024-25 and so on, year on year basis, for rest of the tenor and for extended tenor in current capacity, in terms of and subject to the applicable laws.

RESOLVED FURTHER THAT the Board of Directors, which term shall include Committee(s) of the Board of Directors be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

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RESOLVED FURTHER THAT the amount benefits of Gratuity and Leave encashment and/ or any other benefits as may be applicable from time to time shall be considered over and above the aforesaid proposal as it is not possible to ascertain the amount at present and therefore the same shall be paid as per the statutory guidelines and Company's Policy."

7. To consider and approve payment of remuneration to Independent Directors

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 149, 197 & 198 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and Securities Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirement), 2015, and Reserve Bank of India ("RBI") Master Directions/Regulations/Circular issue from time to time (including any statutory amendment, modification or re-enactment thereof for the time being in force), the rules, regulations, directions, and notifications issued/ framed thereunder and Schedule V thereto, read with the Articles of Association of the Company and pursuant to the approval of the Board on the basis of recommendation of Nomination & Remuneration Committee, the consent of the members of the Company be and is hereby accorded for payment of remuneration to Independent Directors in case of no profits / inadequate profits in accordance with the provisions of Schedule V of the Act or such other sum as may be permitted under the applicable provisions, as mentioned herein below, for the financial year 2022-23:

Sr.No.	Independent Directors on Board	(Amount in Million)
		Annual Remuneration/Compensation FY 2022-23
1.	Dr. Deepali Pant Joshi	1 (One)
2.	Mr. Mohan Chandanathil Pappachan	1 (One)
3.	Mr. Naveen Surya	1 (One)
4.	Ms. Surekha Marandi	1 (One)

RESOLVED FURTHER THAT the amount of total compensation to be paid to Independent Directors as above shall be exclusive of the following:

- 1) Sitting fee to be paid to each Independent Director for every Board and Committee meetings
- 2) Re-imbursment of expenses w.r.t. attending Board/ Committee meetings - Flight, Transportation, Hotel stays, etc.

RESOLVED FURTHER that the Board be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT Mr. Vivek Tiwari, Managing Director, CEO & CIO and Choudhary Runveer Krishanan, Company Secretary & Chief Compliance Officer of the Company be and are hereby singly and severally authorized to do all the act, deeds and things which are necessary for the aforesaid matter and to do necessary filing, as may be required, in prescribed form to Registrar of Companies, NCT of Delhi & Haryana."

8. Approval for Alteration of Articles of Association 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 any other applicable provisions if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment thereof, for the time

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being in force) and the resolutions hereunder the consent of the shareholders of the Company 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 for effecting the following amendment in the existing Articles of Association of the Company:

To insert the following Article 17C in the Articles of Association of the Company :

17C. DIRECTOR NOMINATED BY DEBENTURE TRUSTEE(S)

Subject to the provisions of applicable law, the Board shall appoint a person nominated by Debenture Trustee(s) as a Nominee Director in the event of:

- (a) two consecutive defaults in payment of interest to the debenture holders; or
- (b) default in creation of security for debentures; or
- (c) default in redemption of debentures.

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

By Order of the Board of Directors
For SATYA MICROCAPITAL LIMITED

Choudhary Runveer Krishnan
(Company Secretary & Chief Compliance Officer)
M. No- FCS 7437



Place: Gurugram
Dated: May 24, 2023

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 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.
3. 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

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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.

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 Annual 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.
7. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, ECS mandates, email addresses, nominations, power of attorney, change of address/ name etc. to their Depository Participant (DP) only and not to the Company or its Registrar and Transfer Agent. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.
8. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to also avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
9. Details of Director retiring by rotation/ seeking re-appointment at the ensuing Meeting are provided in the 'Annexure' to the Notice.
10. The Notice calling the AGM along with Annual Report for FY 2022-23 have been uploaded on the website of the Company at www.satyamicrocapital.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
11. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company, a certified true copy of the relevant Board Resolution together with specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.

By Order of the Board of Directors

For SATYA MICROCAPITAL LIMITED



Choudhary Runveer Krishnan

(Company Secretary & Chief Compliance Officer)

M. No- FCS 7437

Place: Gurugram

Dated: May 24, 2023

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Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 3 & 4

In view of the expected growth in business of the Company and basis the projections as per the detailed Annual Business Plan of the Company which was approved by the Board at its meeting held on March 06, 2023, it is necessary for the Company to borrow from various sources and to increase the existing limit of Rs. 75,000 million (Seventy-Five Thousand Millions Only) to Rs. 1,00,000 million (Rupees One Hundred Thousand Million only). The Board of Directors at its meeting held on May 24, 2023, has approved the proposal to increase the limit to borrow from time to time such sum or sums of monies as they may deem necessary for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from company's bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, and Securities Premium Account, provided that the total amount upto which monies may be borrowed and which shall remain outstanding at any given point of time shall not exceed the sum of Rs. 1,00,000 million (Rupees One Hundred Thousand Million only). The borrowings of the Company in general are required to be secured from time to time by creation of hypothecation, mortgage or charge on all or any of the movable or immovable property/assets of the Company in such form and manner as may be required by the lenders and acceptable to the Company. Mortgaging or creating charge by the Company of its assets to secure the funds borrowed from time to time within the overall limits of borrowing powers delegated to the Board, may be construed as disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013. It is therefore considered necessary for the Members to authorize the Board to create mortgage/charge on Company's assets in the manner proposed in the Resolution to secure the funds borrowed by the Company from time to time. Further, the provisions of Sections 180(1)(c) and 180(1)(a) of the Companies Act, 2013 read with Rules made thereunder require that such a Resolution be passed by way of a Special Resolution. The consent of the members is hereby requested on the proposed resolution(s) by way of Special Resolution(s).

Your Directors recommend the passing of the Special Resolution(s) proposed at Item Nos. 3 & 4 of this Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company.

Item No. 5

Due to the increased long term capital requirements and to maintain the growth on the basis of the projections as per the detailed Annual Business Plan of the Company which was approved by the Board at its meeting held on March 06, 2023, the issuance of Non-Convertible Debentures (NCDs) in compliance with the provisions of Companies Act, 2013 ("Act") read with Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the applicable provisions of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended from time to time, is beneficial for the Company. The Board at its Meeting held on May 24, 2023, has approved the proposal for the issuance of NCDs within the overall borrowing limits of the Company of Rs. 35,000 Million (Rupees Thirty-Five Thousand Millions Only). The NCDs would be issued for cash either at par or premium to face value depending upon the prevailing market conditions. Pursuant to the provisions of Sections 23, 42, 179 and other applicable provisions of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any modifications or re-enactments thereof, for the time being in force), the Proposal requires the approval of members by way of a Special Resolution. Accordingly, the approval of the members is being sought by way of Special Resolution as set out at Item No. 5 for issuance of secured/unsecured, rated/unrated, listed/unlisted Non-Convertible Debentures on a private placement basis, to any category of investors eligible to invest in the Debentures from time to time, for a year from the date of passing of this Resolution, in one or more series or trenches, not exceeding the total borrowing limit of the Company i.e. Rs. 35,000 Million (Rupees Thirty-Five Thousand Millions Only). The disclosures required pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out hereinbelow:

Particulars of the offer including date of passing of board resolution: This special resolution is being passed on

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terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of NCDs, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time;

- a) Kinds of securities offered and price at which security is being offered: This special resolution is restricted to the private placement issuance of Non-Convertible Debentures by the Company which may be secured/unsecured/subordinated, rated/unrated, listed/unlisted with the terms of each issuance being determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time, for each issuance;
- b) Basis or justification for the price (including premium, if any) at which offer or invitation is being made: Not applicable;
- c) Name and address of valuer who performed valuation: Not applicable;
- d) Amount which the Company intends to raise by way of such securities: As may be determined by the Board of Directors from time to time but subject to the limits approved under Section 42 of the Companies Act, 2013 of up to Rs. 35,000 Million (Rupees Thirty-Five Thousand Million only);
- e) 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: This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of NCDs, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time.

Your Directors recommend the passing of the Special Resolution(s) proposed at Item Nos. 5 of this Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company.

Item No. 6

The members of the Company in their Annual General Meeting held on June 28, 2021, had approved the appointment & remuneration of Mr. Vivek Tiwari as Managing Director, CEO & CIO of the Company for a period of 5 (five) years, with effect from October 20, 2021, and revised the remuneration in their meeting held on July 06, 2022.

Pursuant to Section 197 read with Schedule V of the Companies Act 2013, in case of inadequacy of profit, the Special Resolution is required to be passed for the payment of remuneration in the General Meeting of the Company for a period not exceeding three years.

Mr. Vivek Tiwari holds rich experience in the Banking and Financial sector particularly and under his leadership and guidance, the Company has made exceptional progress and achieved various milestones successfully. The growth of the business was phenomenal in a highly uncertain competitive environment. His responsibility has considerably increased on account of future business plans and forecast for upcoming years that require more engagement and contribution to meet business expectations.

The Highlights of the achievements of SATYA MicroCapital Limited under the leadership of Mr. Vivek Tiwari are as follows:

- **Year 2017**, SATYA has achieved an AUM of Rs. 100 crores.
- **Year 2018-2019**, SATYA had obtained MFI license from RBI and made cumulative disbursement of INR 500 cr. (\$67 Million) and crossed the landmark achievement of INR 1000 Cr. (\$133 Mn) AUM
- **Year 2020-2022**, SATYA has crossed landmark achievement AUM of INR 2000 cr. and 600,000 clients.

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- **Year 2023 till date, SATYA has** crossed a landmark achievement of AUM of INR 5000 cr. and client base of more than 14 lac.
- **He has taken responsibility as CEO and CIO and under his leadership, business and strong team supporting Satya's growth.** Since the initial three years of its operations, the growth of AUM of SATYA has been Ten-fold till date i.e. 1000% and since 2022, the growth of AUM has been 2.5x i.e 250%.

Performance of SATYA on Financial and Operational Parameters

Particulars	(INR in Million)							
	2016	2017	2018	2019	2020	2021	2022	2023
Total Revenue	1.73	9.63	269.68	966.44	2086.13	2,672.18	4,015.41	7360.46
Profit (Loss) after Tax	0.09	(14.62)	(63.86)	32.37	75.29	102.17	325.03	530.44
Earnings Per Share (EPS) Basic	0.06	-6.18	(6.27)	1.46	2.48	2.57	7.05	10.56

The phenomenal growth of SATYA MicroCapital Limited (SATYA) was led by Mr. Vivek Tiwari who has devoted his entire time and strength to build SATYA and worked beyond working hours and successfully guided the core management team to enable SATYA to achieve the AUM more than Rs. 50,000 million in a very short span of time where other MFIs took more than decades to achieve the said milestone(s).

The Nomination & Remuneration Committee was of the view that in view of increased responsibilities, aggressive business plans and considering future strategic growth of SATYA, it is prudent to review and align the current remuneration of Mr. Vivek Tiwari, considering package of MD/CEOs of various NBFC/MFIs. Accordingly, The Nomination & Remuneration Committee and Board of Directors of the Company in their meeting held on May 23 & 24, 2023, accorded their recommendation to the members of the Company to revise and fix the remuneration of Rs. 65.8 Million per annum basis on the performance of Mr. Vivek Tiwari considering his sectoral knowledge, expertise, dedication etc. and also recommended on year-on-year an increment/revision of remuneration of 25% on and above proposed remuneration w.e.f. FY 2024-25 and so on, year on year basis, for rest of the tenor of Mr. Vivek Tiwari and for extended tenor, as and when happen in future, in terms of and subject to the applicable laws, in current capacity and other Terms and Condition of remuneration as set out herein below:

A. Remuneration:

Rs. 65.8 Million (Rupees Sixty Five point Eight Million) w.e.f. April 01, 2023, along with year-on-year revision of remuneration of 25% on and above proposed remuneration (i.e.Rs. 65.8 Million) w.e.f. FY 2024-25 and so on, year on year basis, for rest of the tenor and for extended tenor in current capacity, in terms of and subject to the applicable laws.

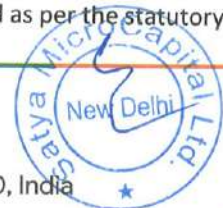
To pay, over and above the remuneration mentioned above, 3% of the Profit Before Tax of the Company to Mr. Vivek Tiwari, Managing Director, CEO & CIO of the Company as per Annual Performance Linked Incentives Plan/Scheme for Mr. Vivek Tiwari, Managing Director, CEO & CIO in line with the approval of the Board and shareholders in their meeting held on May 19, 2022 & July 06, 2022, respectively, which shall be payable in H1 (First half) of every financial year following to the year for which Profit is arrived/calculated, on year on year basis, for rest of the tenor and for extended tenor in current capacity, in terms of and subject to the applicable laws.

Retirement benefits of Gratuity and Leave encashment and/ or any other benefits as may be applicable from time to time shall be considered over and above the aforesaid proposal and the same shall be paid as per the statutory guidelines and Company Policy.

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- **Withholding Tax** सर्वे भवन्तु सुखिनः

The remuneration shall be subject to applicable Taxes and the Company may withhold therefrom any amounts as are required to be withheld pursuant to Applicable Law. Any Tax liability arising in respect of payments made pursuant to the Agreement or income earned by Mr. Vivek Tiwari, Managing Director, CEO & CIO as an employee shall be borne solely by him.

B. Benefits

- **Paid Leave:** It shall be in accordance with the Company's policies as may be outlined from time to time.
- **Perquisites:** The Company shall be provide all perquisites as per Company's policy as may be outlined from time to time.
- **Business and Entertainment Expenses:** Reimbursement shall in accordance with the Company's expense reimbursement policy for all reasonable and necessary approved business and entertainment expenses incurred in connection with the performance of his duties hereunder.

Pursuant to Section 197 read with Schedule V of the Companies Act 2013, in case of inadequacy of profit and since the revised remuneration of Mr. Vivek Tiwari, Managing Director, CEO & CIO is exceeding the maximum permissible amount as stipulated in Section 197 of the Companies Act, 2013, the proposal is required to be approved by the members through Special Resolution.

Disclosure pursuant to Schedule V of the Companies Act 2013:-

I. General Information		
1.	Nature of industry	NBFC-Microfinance
2.	Date of commencement of commercial production (Micro Finance Business)	February 02, 2018
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
4.	Financial performance based on given indicators	Performance for FY 2022-23 Total Income (Rs.)- 7360.46 million PBT(Rs.)- 714.11million PAT (Rs.)-530.44million EPS Basic/Diluted- 10.56/9.60
5.	Foreign investments or collaborations, if any.	The Company has not made any foreign investments or collaborations.
II. Information about the appointee		
6.	Background details	Mr. Vivek Tiwari, holds a Post Graduate Diploma in Rural Development & Management from the institute of Engineering & Rural Technology, Allahabad. Apart from acquiring prolific experience of nearly two decades in the Microfinance and Development Sector; Mr. Tiwari is also a certified professional of Concentration in Management Programme from Boulder Microfinance

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7.	Past remuneration	Rs. 56.63 million p.a. for FY 2021-22 (inclusive of Performance linked Incentive)
8.	Recognition or awards	He has also been felicitated with the BFSI Leadership Award as well as "Bharat Jyoti Award" by India International Friendship Society.
9.	Job profile and his suitability	<p>Mr. Vivek Tiwari holds rich experience in the Banking and Financial sector particularly and under his leadership and guidance, the Company has made exceptional progress and achieved various milestones successfully. The growth of the business was phenomenal in a highly uncertain competitive environment. His responsibility has considerably increased on account of future business plans and forecast for upcoming years that require more engagement and contribution to meet business expectations.</p> <p>The phenomenal growth of SATYA MicroCapital Limited (SATYA) was led by Mr. Vivek Tiwari who has devoted his entire time and strength to build SATYA and worked beyond working hours and successfully guided the core management team to enable SATYA to achieve the AUM more than Rs. 50,000 million in a very short span of time where other MFIs took more than decades to achieve the said milestone(s). Several new initiatives have been and are being taken to further the growth of the Company. Taking into consideration his qualification, expertise, and experience Mr. Vivek Tiwari is best suited for the responsibilities currently assigned to him by the Board of Directors.</p>
10.	Remuneration proposed	Rs. 65.8 Million (Rupees Sixty Five point Eight Million) w.e.f. April 01, 2023 along with year-on-year revision of remuneration of 25% on and above proposed remuneration (i.e. Rs 65.8 Million) w.e.f. FY 2024-25 and so on, year on year basis, for rest of the tenor and for extended tenor in current capacity, in terms of and subject to the applicable laws. Further, to pay, over and above the remuneration mentioned above, 3% of the Profit Before Tax of the Company as per Annual Performance Linked Incentives Plan/Scheme for Managing Director in line with the approval of the Board & Shareholders in their meeting held on May 19, 2022 & July 06, 2022, respectively, on year on year basis, for rest of the tenor and for extended tenor in current capacity, in terms of and subject to the applicable laws.
11.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with the industry

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	person (in case of सतं भुवन्तु सखिन्तु expatriates the relevant details would be with respect to the country of his origin)	standards and Managing Director, CEO & CIO position held in similar sized and similar positioned business.
12.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	<p>1. Mr. Vivek Tiwari holds the position of Managing Director, CEO and CIO of the Company.</p> <p>2. Dr. Ratnesh Tiwari (brother) holds the position of Non-Executive Director on the Board of the Company.</p>
III. Other Information		
13.	Reasons of loss or inadequate profits	The Company is in the growing stage and due to the pandemic, there were reduced economic activities, our customers were largely not able to generate sufficient income to meet their livelihood needs and repayment of loans was impacted during this period. Under the leadership of Mr. Vivek Tiwari, the Company has grown exceptionally in last financial year but the profit is not sufficient to augment the proposed remuneration as stipulated above. Aside, the cost of fund raise in challenging times is slightly higher which may go down in upcoming years on account of Company's rating and business improvements.
14.	Steps taken or proposed to be taken for improvement	<ul style="list-style-type: none"> ➤ Company to open 150 new branches in FY'24. ➤ Branches to be gradually opened post August 2023 ➤ Equity infusion of Rs. 3000 Million assumed in FY'24 and INR 4000 Million in FY'25 ➤ Company plans to disburse Rs. 67,350 Million in FY'24 ➤ Closing gross AUM and Off Book AUM for FY'24 is expected to be Rs. 76,000 Million and Rs. 15,000 Million respectively.
15.	Expected increase in productivity and profits in measurable terms	<p>In March 2022, the Reserve Bank of India came up with a new regulatory framework for microfinance loans. This new framework provides a common definition of microfinance for all the regulated entities - Banks as well as NBFCs directed that microfinance lenders cannot charge usurious rate of interest from borrowers. It also relaxes the pricing guidelines and other restrictions which were imposed on the microfinance institutions under the erstwhile regulations. This is a recognition of maturity of the microfinance sector and expected to give a level playing field to all the lenders. For SATYA, this offers flexibility to offer a wide variety of products and enable reaching out to hitherto unreached segments. Further, the Company is expecting in productivity and profits in measurable terms as follows:</p> <ul style="list-style-type: none"> ➤ Total Income is expected to up by 95.50% i.e Rs. 14,390 million in FY24 as against Rs. 7360.46 million in FY 23. ➤ PBT is expected to up by 304.67 % crore i.e. Rs.

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Your Directors recommend the passing of the Special Resolution(s) proposed at Item No. 6 of this Notice.

Dr. Ratnesh Tiwari, Non-Executive and Non-Independent Director of the Company, who is a Brother of Mr. Vivek Tiwari may be deemed to be concerned or interested, financial or otherwise, in this Resolution. Except Mr. Vivek Tiwari, Dr. Ratnesh Tiwari and their relative(s) none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the Resolution.

Item No. 7

As per the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company on May 23, 2023 & May 24, 2023, respectively, have approved the payment of remuneration to Independent Directors of the Company by a way of fixed commission in accordance with the provisions of Section 197, 198 read with Schedule V of the Companies Act, 2013 and all other applicable provision of the Companies Act, 2013, for the financial year 2022-23. The Ministry of Corporate Affairs has on March 18, 2021 notified the amendments to Sections 149(9) and 197(3) of the Act by the Companies (Amendment) Act, 2020 to enable Companies faced with no profits or inadequate profits to pay certain fixed remuneration to their Non-Executive Directors ('NEDs') and Independent Directors ('IDs'), in accordance with the provisions of Schedule V to the Act.

To give effect to the amendments made to Sections 149(9) and 197(3), a concurrent amendment was also made to Schedule V to the Act through Notification No. S.O. 1256(E), issued by the Ministry of Corporate Affairs on March 18, 2021. This notification has prescribed the limits of the remuneration payable to NEDs and IDs, in the event of no profits or inadequate profits. Under Item (A) of Section II of Part II of Schedule V to the Act, in the event of no profits or inadequate profits NEDs and IDs can receive remuneration in accordance with the limits prescribed therein, which are based on the 'effective capital' of the Company. In case the Company proposes to make payment of remuneration in excess of the limit prescribed under the schedule V of the Companies Act, the approval shareholders vide special resolution is required.

Your Company basis the current Committee membership and composition of Board, proposes to make payment of remuneration to Independent Directors, as mentioned herein below:

(Amount in Million)

Sr.No.	Independent Directors on Board	Annual Remuneration/Compensation
		FY 2022-23
1.	Dr. Deepali Pant Joshi	1(One)
2.	Mr. Mohan Chandanathil Pappachan	1(One)
3.	Mr. Naveen Surya	1(One)
4.	Ms. Surekha Marandi	1(One)

The Independent Directors are expected to perform their duties, whether statutory, fiduciary or common law, faithfully, efficiently and diligently to a standard commensurate with both the functions of his/ her role and knowledge, skills and experience. Further, Independent Directors will have to perform all the usual duties as an Independent Director under Company law, SEBI(Listing Obligation & Disclosures Requirements), Regulation, 2015

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and RBI Master Directions/Regulation/Circular including attendance at board meetings, the annual general meeting, meetings of independent directors, meetings with other stakeholders and other Board events such as site visits, together with such additional duties as may be agreed with the Board, and which may relate to the business of the Company. The Independent Directors will be required to serve on such committees as the Board may request.

The Independent Directors of the Company are highly experienced professionals having specialized knowledge and skills to guide the Company. Hence, their vast experience and knowledge are best suitable for the Company. The Company is NBFC-MFI and an NBFC-Middle as per RBI's Scale-Based Regulation and High-Value Debt Listed Company in terms of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015. The roles, obligations and responsibilities of Non-Executive-Independent Directors are huge not only in terms of letter but also in the spirit of law. Further, the increased roles and responsibility is also enhancing in fast-changing regulatory environment with increasing expectations of Regulators and other stakeholders from the Non-Executive Director.

Pursuant to Section 197 read with Schedule V of the Companies Act 2013, in case of inadequacy of profit and since the remuneration/commission payable to the Independent Directors is exceeding the maximum permissible amount as stipulated in Section 198 of the Companies Act, 2013, the proposal is required to be approved by the members through Special Resolution.

Total compensation to be paid to Independent Directors is exclusive of the following:

- 1) Sitting fee to be paid to each Independent Director for every Board and Committee meetings
- 2) Re-imbusement of expenses w.r.t. attending Board/ Committee meetings - Flight, Transportation, Hotel stays, etc.

Disclosure pursuant to Schedule V of the Companies Act 2013:-

IV. General Information			
1. Nature of industry	NBFC-Microfinance		
2. Date of commencement of commercial production (Micro Finance Business)	February 02, 2018		
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA		
4. Financial performance based on given indicators	Performance for FY 2022-23 Total Income (Rs.)- 7360.46 million PBT(Rs.)- 714.11million PAT (Rs.)-530.44million EPS Basic/Diluted- 10.56/9.60		
5. Foreign investments or collaborations, if any.	The Company has not made any foreign investments or collaborations.		
V. Information about the appointee			
6. Background details	<table border="1"> <tr> <td>Dr. Deepali Pant Joshi, Independent Director (DIN- 07139051)</td> </tr> <tr> <td>She has Four decades of experience in the formulation of macro-economic policies. She joined the Reserve Bank of India (RBI) as a Direct Recruit</td> </tr> </table>	Dr. Deepali Pant Joshi, Independent Director (DIN- 07139051)	She has Four decades of experience in the formulation of macro-economic policies. She joined the Reserve Bank of India (RBI) as a Direct Recruit
Dr. Deepali Pant Joshi, Independent Director (DIN- 07139051)			
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Grade B officer in 1981 and retired after a long and distinguished career as Executive Director. She has headed various departments in RBI including the Department of Rural Planning and Credit and Financial Inclusion Department and Customer Service & Financial Education Department. During my long career with RBI, she also held some key positions like Banking Ombudsman for the State of Andhra Pradesh, Regional Director at RBI Jaipur, RBI Banking operations in Rajasthan, Principal Bankers Training College, Mumbai, etc.

Mr. Mohan Chandanathil Pappachan, Independent Director (DIN- 02661757)

He holds a Post Graduate Degree in Rural Management from the Institute of Rural Management, Anand, And a graduate from GB Pant University of Agriculture and Technology, Pantnagar, Uttarakhand. He served as Chief General Manager for NABARD and is renowned for his expertise in rural finance, microfinance, and banker training. In addition to his efforts creating robust rural finance networks in recently established states like Uttarakhand and Jharkhand during his thirty years at NABARD. As the managing director, he made significant contributions to the development of NABFINS. Mr. Mohan served as the Team Leader of the Support Team for the Khan Committee, whose BC/BF model proposals were approved by RBI/GOI.

Mr. Naveen Surya, Independent Director, (DIN-00094514)

Mr. Naveen is a well-known personality in the nation's digital and retail payment systems as well as fintech. He holds a PG in Management with a specialization in finance. He now serves as the Chairman of the Fintech Convergence Council (FCC), which is the part of IAMA/PCI Industry Association. He also served as the Chairman Emeritus of the Payments Council of India (PCI) for more than ten years. In addition to holding graduate degrees in both law and commerce, he is an Associate Member of the Company Secretaries Institute (ACS). Member of the Innovation Council of the National Payments Corporation of India (NPCI), He is also Advisor to Mitsui & Co. Ltd, Tokyo, Japan.

Ms. Surekha Marandi, Independent Director (DIN-06952573)

Mrs. Surekha has more than three decades of experience in the sectoral BFSI domain. She is an exemplary financial inclusion expert with extensive expertise in financial inclusion and development, customer education and protection, regulation, supervision, and compliance, as well as excellent knowledge in aspects of the economy, microfinance, rural planning, credit, and

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7.	Past remuneration	Non-Executive Independent Directors were earlier paid only sitting fees for attending the Board and Committee Meetings of the Board of Directors
8.	Recognition or awards	<p>Dr. Deepali Pant Joshi, Independent Director She has been Awarded the Skoch Challenger award for contribution to Financial Inclusion in March, the Chancellors medal at the University of Allahabad for academic proficiency and the Amarnath Jha Gold Medal. University of Allahabad</p> <p>Mr. Mohan Chandanathil Pappachan, Independent Director He is recognized for his contributions to building up NABFINS as its Managing Director. Mr. Mohan was involved as the Leader of the support Team for the Khan Committee whose recommendations for BC/BF model was accepted by RBI/GOI.</p> <p>Mr. Naveen Surya, Independent Director Extensive experience of 20+ years across Management Consulting, Digital Payments, Fintech and other financial services domain.</p> <p>Ms. Surekha Marandi, Independent Director During her tenure in Reserve Bank of India, she had played an active role in computerisation of banking and issue accounts of RBI Kolkata office and Reverse merger of IDBI with IDBI bank and setting up of SASF. She was instrumental in setting up of Customer Service Department and Financial Inclusion Fund. She had Implemented RBI subvention on identifying and opening of 45 branches in the seven states of North East and Implementation subvention for VSAT facilities in all branches in North East to enable free RTGS and NEFT transactions as envisaged by Thorat Committee Report. She played a key role in drafting National Strategy of Financial Inclusion and setting up National Centre for Financial Education involving all four regulators RBI, SEBI, IRDA and PFRDA approved by the FSDC and revising RBI ombudsman scheme to include NBFC ND-SI and Digital payment providers.</p>
9.	Job profile and his suitability	The Independent Director are expected to devote such time as is necessary for the proper performance

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of their duties and as an Independent Director and will be involved in a number of board and committee meetings each year.

The Independent Directors are expected to perform their duties, whether statutory, fiduciary or common law, faithfully, efficiently and diligently to a standard commensurate with both the functions of his/ her role and knowledge, skills and experience. The Independent Directors will have to perform all the usual duties as an independent director under Company law, including attendance at board meetings, the annual general meeting, meetings of independent directors, meetings with investors and shareholders and other Board events such as site visits, together with such additional duties as may be agreed with the Board, and which may relate to the business of the Company or any other member of the Group. Independent Directors will be required to serve on such committees as the Board may request.

Independent Directors of the Company are highly experienced professionals having specialized knowledge and skills to guide the Company. Hence, there vast experience and knowledge are best suitable for the Company.

10. Remuneration proposed

It is proposed to pay annual remuneration as mentioned in table below, for the financial year 2022-23:

(Amount in Million)

Sr.No.	Independent Directors on Board	Annual Remuneration/ Compensation
1.	Dr. Deepali Pant Joshi	1(One)
2.	Mr. Mohan Chandanathil Pappachan	1(One)
3.	Mr. Naveen Surya	1(One)
4.	Ms. Surekha Marandi	1(One)

11. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The Company is a highly regulated entity, regulated by multiple regulators/authorities i.e. Ministry of Corporate Affairs("MCA"), Securities Exchange Board of India("SEBI") and Reserve Bank of India("RBI"). The Company has done internal benchmarking study of various annual reports/returns of the Listed NBFCs on the remuneration of Non-Executive Independent Directors. Basis these studies the proposed remuneration is close to the median remuneration paid by similar Companies and is justifiable considering the size and scale of the Company. Also the Non-Executive-Independent Directors of the Company are highly experienced professionals having specialized knowledge and skills to guide the Company on latest technological developments in

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12.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	There is no pecuniary relationship of any Non-Executive Independent Directors with Company or with any managerial personnel other than remuneration proposed to be paid to the Independent Directors, as mentioned in the aforesaid resolution.
VI. Other Information		
13.	Reasons of loss or inadequate profits	The Company is in the growing stage and due to the pandemic, there were reduced economic activities, our customers were largely not able to generate sufficient income to meet their livelihood needs and repayment of loans was impacted during this period. Under the leadership of Mr. Vivek Tiwari, the Company has grown exceptionally in last financial year but the profit is not sufficient to augment the proposed remuneration as stipulated above. Aside, the cost of fund raise in challenging times is slightly higher which may go down in upcoming years on account of Company's rating and business improvements.
14.	Steps taken or proposed to be taken for improvement	<ul style="list-style-type: none"> ➤ Company to open 150 new branches in FY'24. ➤ Branches to be gradually opened post August 2023 ➤ Equity infusion of Rs. 3000 Million assumed in FY'24 and INR 4000 Million in FY'25 ➤ Company plans to disburse Rs. 67,350 Million in FY'24 ➤ Closing gross AUM and Off Book AUM for FY'24 is expected to be Rs. 76,000 Million and Rs. 15,000 Million respectively.
15.	Expected increase in productivity and profits in measurable terms	In March 2022, the Reserve Bank of India came up with a new regulatory framework for microfinance loans. This new framework provides a common definition of microfinance for all the regulated entities - Banks as well as NBFCs directed that microfinance lenders cannot charge usurious rate of interest from borrowers. It also relaxes the pricing guidelines and other restrictions which were imposed on the microfinance institutions under the erstwhile regulations. This is a recognition of maturity of the microfinance sector and expected to give a level playing field to all the lenders. For SATYA, this offers flexibility to offer a wide variety of products and enable reaching out to hitherto unreached segments. Further, the Company is expecting in productivity and profits in measurable terms as follows: <ul style="list-style-type: none"> ➤ Total Income is expected to up by 95.50% i.e Rs.

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14,390 million in FY24 as against Rs. 7360.46 million in FY 23.

- PBT is expected to up by 304.67 % crore i.e. Rs. 2889.8 million in FY24 as against Rs. 714.11 million in FY23.
- PAT is expected to up by 307.68% i.e. Rs. 2162.5 million in FY24 as against Rs. 530.44 million in FY23.

Your Directors recommend the passing of the Special Resolution(s) proposed at Item No. 7 of this Notice.

None of the Directors, Key Managerial Personnel and their relatives of the Company are, in any way, concerned or interested in the said resolution, except the Independent Directors or any associate thereof, if any.

Item No. 8

Securities and Exchange Board of India vide Securities and Exchange Board of (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 dated February 02, 2023, mandates the issuer whose debt securities are listed to ensure that its Articles of Association require its Board of Directors to appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board of Directors.

Since the Company has listed debt securities, therefore, in view of the above-mentioned amendment, the Company has altered its Articles of Association of the Company by insertion of Article 17C.

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

Your Directors recommend the passing of the Special Resolution(s) proposed at Item No. 8 of this Notice.

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

Place: Gurugram
Dated: May 24, 2023

By Order of the Board of Directors
For SATYA MICROCAPITAL LIMITED

Choudhary Runveer Krishanan
(Company Secretary & Chief Compliance Officer)
M. No- FCS 7437



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Details of Director Seeking Appointment/Re-Appointment at the Annual General Meeting of the Company, Pursuant to the Standard 1.2.5 of Secretarial Standard – 2 On General Meetings issued by The Institute of the Company Secretaries of India

Name of the Director	Dr. Ratnesh Tiwari
Directors Identification Number (DIN)	07131331
Date of Birth	07.04.1987
Date of first appointment on the Board	October 26, 2017
Qualification	He holds an engineering postgraduate and has a doctoral degree (Ph.D.) from Indian Institute of Technology (IIT) Delhi.
Experience & Expertise in specific functional areas	He is an engineering postgraduate and has a doctoral degree (Ph.D.) from Indian Institute of Technology (IIT) Delhi with my research targeted towards biomass-based renewable energy. He has over Eight years of experience working on different sustainable development programs sponsored by different National and International agencies like Ministry of New & Renewable Energy, Ministry of Human Resource Development, The Energy & Resource Institute, Container Corporation of India Ltd, GIZ Germany, World Bank and United Nation Foundation, USA. He is the Chief Executive Officer at Koshish Sustainable Solutions Pvt Ltd. Koshish focuses on promoting sustainable energy solutions, sustainable agriculture practices and sustainable eco-friendly products leading to sustainable economic growth with environmental upgradation leading to irreversible human development. He is passionate about socio-economic development of villages. He has an excellent interpersonal and leadership skills.
Terms and conditions for appointment / re-appointment	As per the Company's Policy on the appointment of Board Members
Remuneration sought to be paid	Sitting fee
Remuneration last drawn	NA
Shareholding in the company as on March 31, 2023	Nil
Relationship with other directors and KMPs of the Company	Mr. Vivek Tiwari, Managing Director, CEO & CIO of the Company is Brother of Dr. Ratnesh Tiwari
Number of Board meetings attended during the year	10
List of Companies in which outside directorships in Indian Companies held as on March 31, 2023	<ol style="list-style-type: none"> 1. Koshish SustainableSolutions Private Limited 2. Koshish Marketing Solutions Private Limited 3. Satya Shakti Foundation(Limited by Guarantee) 4. Medicial Services Private Limited 5. HDMR Healthcare Private Limited 6. Credentia Finclusion Private Limited 7. LD Educare Private Limited 8. SATYA Micro Housing Finance Private Limited
Chairman/member in Committees of the Board of Directors of other Indian Companies as on March 31, 2023	<p>SATYA Micro Housing Finance Private Limited</p> <ol style="list-style-type: none"> 1. Nomination & Remuneration Committee- Member 2. Asset & Liability Management Committee-Member 3. IT Strategy Committee-Member 4. Risk Management-Member 5. Working Committee-Member

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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 28th Annual General Meeting of the Company held on Monday, July 03, 2023 at 06:00 P.M. at the registered office of the Company at 519, 5th Floor, DLF Prime Towers, Okhla Industrial Area, Phase-1, New 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 the 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	Email id	Signature

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company held on Monday, July 03, 2022 at 06:00 P.M. at the registered office of the Company at office 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:

Resolution No.:-

1. Adoption of Annual Audited (Standalone & Consolidated) Financial Statements and Reports thereon
2. Appointment of Director in place of those retiring by rotation
3. Enhancement in the Limit of Borrowings
4. To provide the Security for securing the Borrowings
5. Issuance of Non-Convertible Debentures on Private Placement Basis
6. Approval of Remuneration of Managing Director
7. To consider and approve payment of remuneration to Independent Directors
8. Approval for Alteration of Articles of Association of The Company

Signed this _____ day of 2023

Affix Revenue
Stamp

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 less than 48 hours before the commencement of the Meeting.

Registered and Corporate Office

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

E-mail : info@satyamicroCapital.com | Web : www.satyamicroCapital.com





SATYA MicroCapital Ltd.

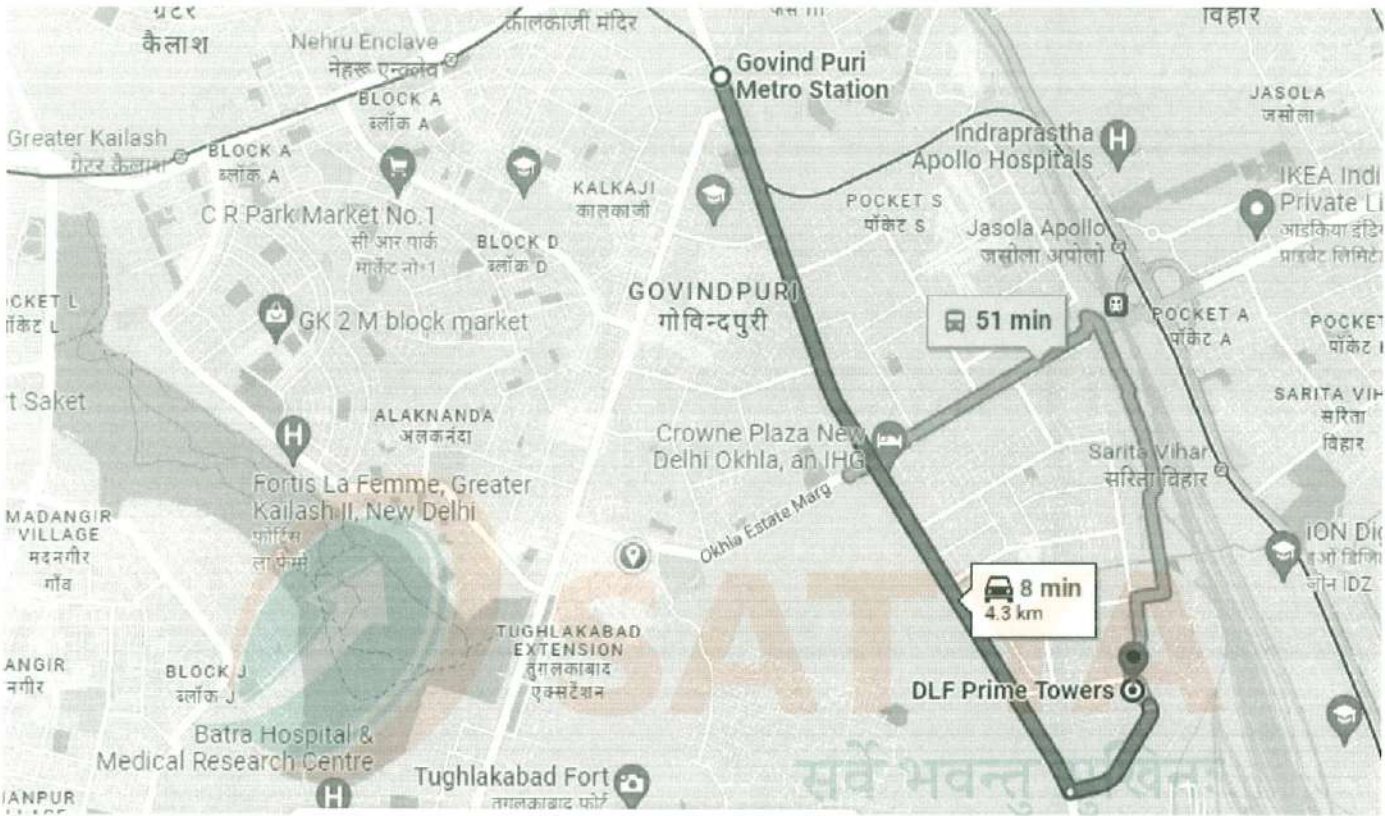
सर्वे भवन्तु सुखिनः

ROUTE MAP

Date of AGM: July 03, 2023

Time: 06:00 PM

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



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