NOTICE

NOTICE IS HEREBY GIVEN THAT THE 31ST ANNUAL GENERAL MEETING (AGM) OF SATYA MICROCAPITAL LIMITED WILL BE HELD ON WEDNESDAY, SEPTEMBER 30, 2026, AT 11.00 A.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. **To receive, consider and adopt the Annual Audited (Standalone & Consolidated) Financial Statements of the Company for the Financial Year 2025-26, along with Auditors Report and the Report of Board of Directors & its annexures thereon:**

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

   "RESOLVED THAT pursuant to section 129, 134, 137 and such other applicable provision of the Companies Act, 2013 read with rules framed thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments, notified from time to time), the annual audited (Standalone & Consolidated) financial statements of the Company for the Financial Year ended March 31, 2026 along with Auditors report and the Report of the Board of Directors together with its annexures thereon, as laid before this meeting, be and are hereby received, considered, approved and adopted."

2. **Re-appointment of Mr. Ratnesh Tiwari (DIN: 07131331), as Director, Liable to Retire by Rotation**

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

   "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 ("Act") and rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions, if any of the Companies Act, 2013 and any other applicable laws, rules, guidelines and circulars, (including any statutory amendment(s), modification(s), variation or re-enactment(s) thereof) for the time being in force, Mr. Ratnesh Tiwari (DIN: 07131331), Non-Executive Director of the Company, who is liable to retire by rotation and being eligible has offered himself for reappointment, be and is hereby reappointed as a Non-Executive Director of the Company, liable to retire by rotation."

Special Business:

3. **To appoint Mr. Rakesh Sachdeva (DIN 00333715) as an Independent Director 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 Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Schedule IV of the said Act, and the rules made thereunder and Regulation 17 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof and applicable provisions (if any) of RBI Master Direction (Corporate Governance), 2026 and the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Rakesh Sachdeva (DIN: 00333715), who was appointed as an Additional Director of the Company in terms of Section 161 (1) of the Act with effect from April 02, 2026 and who has submitted the declaration that he meets the criteria for independence as provided under the provisions the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from April 02, 2026 to April 01, 2031.

   RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and/or expedient to give effect to the above Resolution without being required to seek any further approval of the Members of the Company."

4. **Re-Appointment of Dr. Deepali Pant Joshi (DIN: 07139051) as an Independent Director 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 provisions of Sections 149, 150, 152, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, thereof and applicable provisions (if any) of RBI Master Direction (Corporate Governance), 2026 and Regulation 16(1)(b), 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof) and the provisions of the Articles of Association of the Company and based on the performance evaluation, recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors at their respective Meetings held on May 29, 2026, Dr. Deepali Pant Joshi (DIN: 07139051) who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is eligible for re-appointment, the approval of the Members of the Company be and is hereby accorded, to re-appoint Dr. Deepali Pant Joshi (DIN: 07139051) as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from September 24, 2026 to September 23, 2031, not liable to retire by rotation.

   RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and/or expedient to give effect to the above Resolution without being required to seek any further approval of the Members of the Company."

5. **Re-appointment of Mr. Vivek Tiwari (DIN: 02174160) as a Chairman and Managing Director and Chief Executive Officer (KMP) of the Company and approval of his remuneration**

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

   "RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, Board and in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions 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 Articles of Association of the Company and subject to compliance with applicable laws as prescribed by Reserve Bank of India and Securities and Exchange Board of India, the consent of the members be and is hereby accorded for re-appointment of Mr. Vivek Tiwari (DIN: 02174160) as Chairman, Managing Director & Chief Executive Officer (Key Managerial Person), of the Company, for a period of 5 (five) years with effect from October 20, 2026 and whose office shall not be liable to determination by retirement by rotation at prevailing remuneration of INR 34.27 million per annum [plus 3% of the profit before tax (PBT) of the Company with effect from FY 2026-27 till FY 2030-31 and that the remuneration shall be revised with increase of 25% on year, on year basis and subject to the condition that the company turns profitable]; in such a manner that his remuneration shall remain fixed at INR 34.27 million plus 3% of the PBT of the company, per annum (in compliance with provisions in term of Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (w.r.t. 'inadequacy of profit') for the said period, and retirement benefits of Gratuity and Leave encashment and/or any other benefits (Perquisites, Business & Entertainment expenses, etc.) as may be applicable from time to time shall be considered over and above the aforesaid proposal and the same shall be paid subject to statutory guidelines and as per Company Policy.

RESOLVED FURTHER THAT pursuant to Section 197 read with Schedule V of the Companies Act 2013, in case of inadequacy of profit, consent of the members be and hereby accorded for the period not exceeding three years which shall be subject to approval by way of Special Resolution to be passed for the payment of remuneration in the General Meeting of the Company.

RESOLVED FURTHER THAT the 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 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.

RESOLVED FURTHER THAT the Board of Directors, which term shall include the Nomination and Remuneration Committee and other 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 and also authorized to vary or increase the remuneration including salary, perquisites, allowances etc. within such prescribed limits or ceiling to give effect to such modification, relaxation or variation without any further reference to the members of the Company in the General meeting unless otherwise necessitated.”

6. **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 in supersession to the earlier resolution passed by the Board of Directors and members of the Company in its meeting held on May 10, 2025 and September 29, 2025 respectively and 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”) including the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018 (collectively the “FEMA Regulations”) read together with the Master Direction on External Commercial Borrowings, Trade Credit and Structured Obligations, RBI Master Direction No. 5/2018-19 dated March 26, 2019 as amended from time to time, (“ECB Directions”), the Master Direction on Reporting under Foreign Exchange Management Act, 1999 and dated January 1, 2016 issued by the Reserve Bank of India (“RBI”) or any governmental authority, as amended, modified or replaced from time to time, and subject to the applicable regulations, rules, notifications, circulars and guidelines prescribed by International Financial Services Centres Authority (“IFSCA”), including the International Financial Services Centres Authority (Issuance and Listing of Securities) Regulations, 2021, read with the circular, notification issued thereunder (“IFSCA Listing Regulations”) and any other circulars / notification issued by the IFSCA 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/ subordinated, rated/unrated, listed/unlisted, rupee denominated or foreign currency denominated Non- Convertible Debentures (including non-convertible bonds) (collectively referred to as the “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 up to INR 20,000 Million (Rupees Twenty 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 Mr. Vivek Tiwari, Chairman, Managing Director & CEO, Ms. Vandita Kaul, Chief Financial Officer of the Company or Choudhary Runveer Krishanan, Company Secretary & Chief Compliance Officer of the Company be and are hereby authorized severally 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 resolution and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorized 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.”

7. **To consider discuss and approve alterations in 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 all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s), amendment(s), or re-enactment thereof for the time being in force), and subject to such approvals, permissions and sanctions as may be necessary, the consent of the members of the Company be and is hereby accorded, by way of Special Resolution, to adopt the altered Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association of the Company, incorporating the amendments placed before the members and initialed by the Chairman for the purpose of identification, to be effective from the date of approval of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board) be and is hereby authorised to accept and incorporate such modifications, alterations, additions or deletions to the Articles of Association as has been required by the amended Shareholders' agreement, provided that such modifications do not materially alter the intent of the amendments approved by the members.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and are hereby severally authorised to sign, execute and file all necessary forms, returns and documents, including e-Form MGT-14, with the Registrar of Companies and/or any other statutory or regulatory authority, and to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution and to settle any question, difficulty or doubt that may arise in connection therewith."

8. Appointment of Mr. Rahul Gupta (DIN: 03068111), as a Non-Executive Director (Nominee) of the Company

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of section 149, 152, 160 & other applicable provisions, if any, of the Companies Act, 2013 ('the Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable Rules made thereunder, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Master Directions as prescribed by Reserve Bank of India (RBI) on NBFC (including any amendment, modification, variation or reenactment thereof for the time being in force), the provisions of the Articles of Association of the Company, applicable policies of the Company and based on the recommendation/approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, and approval of the Reserve Bank of India in this regard, respectively, Mr. Rahul Gupta (DIN: 03068111), who was appointed as an Additional (Non-Executive) Director (Nominee) by the Board of Directors w.e.f. September 02, 2026 in terms of Section 161 of the Act, be and is hereby appointed as Non-Executive Director (Nominee) of the Company, whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board (the term 'Board' shall deem to include any Committee thereof, if so authorized by the Board, from time to time) be and are hereby authorized for and on behalf of the Company to do or cause to do such acts, deeds, things as may be considered necessary in connection with or incidental to giving effect to the above resolution."

By Order of the Board of Directors
For SATYA MICROCAPITAL LIMITED

Sd/-

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

Place: New Delhi
Date: September 02, 2026

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 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. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section189 of the Act and all other documents referred to in the Notice can be inspected in electronic mode by sending a request on email to cs@satyamicrocapital.com or visiting office of the Company except Saturday and Sunday and the aforesaid documents would also be available for inspection during the AGM.

5. Members may please note that no gifts/ gift coupons shall be distributed at the venue of the General Meeting.

6. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of September 04, 2026.

7. Members who have not registered their e-mail address so far are requested to register their e-mail address to receive all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.

8. Members holding shares in dematerialized 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 affected by the DPs will automatically be reflected in the Company's subsequent records.

9. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail themselves of numerous benefits of dematerialization, 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.

10. Details of Director retiring by rotation/ seeking re-appointment at the ensuing Meeting are provided in the 'Annexure' to the Notice.

11. The Notice calling the AGM along with Annual Report for FY 2025-26 have been uploaded on the website of the Company at www.satyamicrocapital.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com.

12. 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.

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

Item No. 3

Appointment of Mr. Rakesh Sachdeva (DIN-00333715) as an Independent Director of the Company

The Board of Directors of the Company at its meeting held on April 02, 2026, based on the recommendations of the Nomination and Remuneration Committee have appointed Mr. Rakesh Sachdeva (DIN: 00333715) as an Additional Director in the category of Independent Director for a term of five consecutive years w.e.f. April 02, 2026, subject to approval of the members of the Company at the forthcoming Annual General Meeting (AGM).

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (Act), Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), if applicable, and the Articles of Association of the Company, Mr. Rakesh Sachdeva holds office only upto the date of the next Annual General Meeting. The proposed resolution in the Notice of AGM is for approval of the members for appointment of Mr. Rakesh Sachdeva as a Director of the Company and also as an Independent Director for a term of five consecutive years w.e.f. April 02, 2026.

The Company has received declarations from Mr. Rakesh Sachdeva that he meets the criteria of independence. Mr. Rakesh Sachdeva is not disqualified from being appointed as a Director in terms of Section 164 of the said Act or debarred from holding the office of a Director pursuant to any SEBI Order or any such authority. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a shareholder proposing name of Mr. Rakesh Sachdeva for appointment as an Independent Director of the Company.

In the opinion of the Board, Mr. Rakesh Sachdeva fulfills the conditions specified in the said Act and Rules made thereunder and Listing Regulations for appointment as an Independent Director of the Company. He is independent of the Management and possesses appropriate skills, experience and knowledge. His appointment on the Board also satisfies the requirement of the Listing Regulations for appointment of an Independent Director on the Board of the Company. As an Independent Director, he will not be liable to retire by rotation and accordingly while ascertaining total number of directors for the purposes of determining directors liable to retire by rotation, Independent Director shall not be included.

Brief profile of the Director proposed to be appointed

Mr. Rakesh Sachdeva is a professional with over forty-four years of experience in Finance Management, Business Operations, Project Management, Strategic Alliances, and Human Resources, with a proven track record in leadership positions within prominent financial institutions. He is member of the Institute of Chartered Accountants of India and B. Com (Hons), from Shri Ram College of Commerce, University of Delhi.

The Nomination and Remuneration Committee and the Board, after evaluating the balance of skills, knowledge and expertise on the Board, was of the view that the rich experience of Mr. Rakesh Sachdeva in the field of Business Development, Finance, Corporate Governance Commitment of Service and the expertise & vast knowledge he brings with him would immensely benefit the Company.

The Board noted that Mr. Rakesh Sachdeva's skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director. Presently, he is not a director in any other company.

He does not hold any Equity Shares of the Company either directly or in form of beneficial interest for any other person.

Mr. Rakesh Sachdeva shall be paid remuneration by way of sitting fee for attending Meetings of the Board or for any other Committee thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other Meetings and Profit related Commission within the limit stipulated under Section 197 of the Act.

The Board recommends the Special Resolution as set out in Item No. 3 of the Notice for approval by the Members.
Save and except Mr. Rakesh Sachdeva, none of the Directors or Key Managerial Personnel of the Company and/or their relatives, in any way is concerned or interested, financially or otherwise, in the Resolution set out in Item No. 3 of the Notice.

Item No. 4

Re-Appointment of Dr. Deepali Pant Joshi (DIN: 07139051) as an Independent Director of the Company

In accordance with Section 149(10) and (11) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's Report. The aforesaid Director fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations and Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023. Based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors vide its meetings held on September 24, 2021, Dr. Deepali Pant Joshi was appointed as an Independent Director of the Company for the first term of a period of 5 (five) consecutive years. In terms of Section 149 read with Schedule IV of the Companies Act, 2013 and the SEBI Listing Regulations including any amendment thereto or any modification thereof, considering the skills, experience, knowledge she possesses and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company recommend the re-appointment of Dr. Deepali Pant Joshi for a second term of consecutive 5 (five) years with effect from September 24, 2026 to the Members for approval.

The aforesaid Director has given her consent for the said reappointment and also submitted the declaration of independence as required pursuant to Section 149 (7) of the Companies Act, 2013 that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations and is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The terms and conditions of appointment of the Independent Director are available on the Company's website.

The Board is of the opinion that the said Director possesses requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to have his association with the Company as an Independent Director of the Company. She will be eligible for payment of sitting fees or commission, as the case may be, as approved by the Board from time to time.

Brief Profile

Dr. Deepali Pant Joshi has been actively engaged in public life for four decades, of which 36 years were spent in the Reserve Bank as a professional Central Banker. During the course of her long and incredible career, she was given a lot of challenging and intricate jobs, the most recent of which was demonetization. She is most recognized for her work in microfinance and financial inclusion as well as her dedication to economic growth with equity. She served on the boards of the North East Institute of Bank Management, the Reserve Bank Note Mudran Press, the Institute of Banking Personnel Selection, and the Andhra Bank. She is also a prolific author with more than 6 books to her credit. She currently works as an independent strategy consultant, serves on the Executive Council of the University of Allahabad, and is an advocate at the High Court of Allahabad.

Other Information

The Board recommends the Special Resolution as set out in Item No. 4 of the Notice for approval by the Members.
Save and except Dr. Deepali Pant Joshi, none of the Directors or Key Managerial Personnel of the Company and/or their relatives, in any way is concerned or interested, financially or otherwise, in the Resolution set out in Item No. 4 of the Notice.

Item No. 5

Re-appointment of Mr. Vivek Tiwari (DIN: 02174160) as the Chairman, Managing Director and Chief Executive Officer (KMP) of the Company and approval of his remuneration

The members of the Company in their 26th Annual General Meeting held on June 28, 2021, had approved the appointment & remuneration of Mr. Vivek Tiwari presently designated as CMD & CEO of the Company for a period of 5 (five) years, with effect from October 20, 2021, and revised the terms of appointment and remuneration in their meetings held on July 06, 2022 and latest on May 10, 2025

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 particularly in the Banking and Financial sector and under his leadership and guidance, the Company has made exceptional progress and achieved various milestones in past successfully. The growth of the business in past phenomenal in a highly uncertain competitive environment. His responsibility has considerably increased on account of current business in past situation and 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 includes that in the year 2017 SATYA achieved an AUM of Rs. 100 crores; in year 2018-2019, SATYA obtained MFI license from RBI and made cumulative disbursement of INR 500 cr. (USD 67 Million) and crossed the landmark achievement of INR 1000 Cr. ($133 Mn) AUM; in year 2020-2022, SATYA crossed landmark achievement AUM of INR 2000 cr. and 600,000 clients; in year 2023, SATYA crossed a landmark achievement of AUM of INR 5000 cr. and client base of more than 14 lac. Due to unavoidable circumstances, there has been downfall in business activity in the company and AUM fell below 4000 cr. and thus Mr. Vivek voluntarily waived the requirement for increase in his salary. He has taken responsibility as Chairman, MD and CEO.

The phenomenal growth of SATYA MicroCapital Limited (SATYA) in earlier years 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). However, the AUM has fallen stiffly currently.

The Board of Directors of the Company in its meeting held on September 02, 2026, upon recommendations of the Nomination and Remuneration committee, accorded their recommendation to the members of the Company to revise/reduce and fix remuneration to approx. INR 34.27 million per annum and commission equivalent to 3% of the Profit Before Tax, annually ("PBT") per annum subject to the condition that the company turns profitable and basis on the performance of Mr. Vivek Tiwari considering his sectoral knowledge, expertise, dedication etc.

A. Remuneration:
Approx. INR 34.27 million and commission equivalent to 3% of the PBT per annum basis w.e.f. April 01, 2026 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 and board approval.

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.

Withholding Tax
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, CMD & CEO 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 provide all perquisites as per Company's policy as may be outlined from time to time.
  Business and Entertainment Expenses: Reimbursement shall be 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 continued remuneration of Mr. Vivek Tiwari, CMD & CEO 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.

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 2025-26 Total Income (Rs.)- 7262.21 million PBT(Rs.)- (7905.50) million PAT (Rs.)- (7903.34) million EPS Basic/Diluted- (117.77)/ (117.77)
5.	Foreign investments or collaborations, if any.	A foreign direct investment of INR 71,61,42,900/- was made in the company during FY 2025-26. Further, the company has not made any foreign investments or collaborations.

Contd...

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 Training, Italy. His Proficiency outlines extreme focus on the innovative deployment of technological framework for incubating responsible lending, financial inclusion, social entrepreneurship, and impact investing within national boundaries.
7.	Past remuneration	Rs. 102.81 (approx) million p.a. for FY 2025-26 and commission equivalent to 3% of the PBT per annum. Retirement benefits of Gratuity and Leave encashment and/or any other benefits as may be applicable from time to time over and above the aforesaid remuneration paid as per the statutory guidelines and Company Policy.
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	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 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). However, AUM currently is below the said figure. 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.
10.	Remuneration proposed	The Board of Directors of the Company in its meeting held on September 03, 2026, accorded their recommendation to the members of the Company to revise and fix the voluntarily consented reduced remuneration of approx. INR 34.27 million (and commission equivalent to 3% of the Profit Before Tax, annually ("PBT") subject to condition that the company is profitable) basis on the performance of Mr. Vivek Tiwari considering his sectoral knowledge, expertise, dedication etc.
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)	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with the industry standards and CMD & CEO 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.	1. Mr. Vivek Tiwari holds the position of Chairman, Managing Director and CEO of the Company. 2. Dr. Ratnesh Tiwari (Brother) holds the position of Non-Executive Director on the Board of the Company.
III.	**Other Information**	
13.	Reasons of loss or inadequate profits	The Company has been in adverse stage due to various challenges faced in recent past. Thus the Company has not been able to make adequate profit and has actually incurred losses.
14.	Steps taken or proposed to be taken for improvement	The Company has been all set to take adequate steps to reduce the losses incurred. Branches would be merged, proposal to sell its subsidiary company and begin lending activities.

Contd...

III.	Other Information	
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.

Your Directors recommend the passing of the Special Resolution(s) proposed at Item No. 5 of this Notice.

Dr. Ratnesh Tiwari, Non-Executive and Non-Independent Director of the Company, being 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. 6
Issuance of Non-Convertible Debentures on Private Placement Basis

Due to the reduced business activities effecting the 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 May 29, 2026, 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 29, 2026, has approved the proposal for the issuance of NCDs within the overall borrowing limits of the Company of Rs. 20,000 Million (Rupees Twenty Thousand Million 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. 6 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. 20,000 Million (Rupees Twenty Thousand Million 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 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.

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. 20,000 Million (Rupees Twenty 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 No. 6 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. 7
To consider discuss and approve alterations in Articles of Association of the Company.

The Company has entered into a restated Shareholders' Agreement executed dated March 21, 2026 with the financial investors and other shareholders of the Company, which sets out certain rights, obligations, governance provisions and other agreed terms governing the affairs of the Company. In order to align the Articles of Association (AOA) with the provisions of the Shareholders' Agreement and to ensure that such agreed terms are duly reflected in the constitutional documents of the Company, it is proposed to amend and restate the AOA by incorporating the relevant provisions of the Shareholders' Agreement. The draft AOA for which approval of members of the company in ensuing AGM is being sought is available on the website of the Company at the weblink https://satyamicrocapital.com/wp-content/uploads/2026/07/draft-AOA_SMCL.pdf.

Accordingly, the Board of Directors in its meeting held dated May 29, 2026 has approved the adoption of the amended and restated Articles of Association, subject to the approval of the members by way of a Special Resolution pursuant to Section 14 of the Companies Act, 2013 and other applicable provisions, if any.

Your directors recommend the passing of the Special Resolution(s) proposed at Item No. 7 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. 8

Appointment of Mr. Rahul Gupta (DIN: 03068111), as a Non-Executive Director (Nominee) of the Company:

In furtherance to the approval as received from the Reserve Bank of India vide their letter dated May 15, 2026, and upon unanimous recommendation by Nomination & Remuneration Committee vide their meeting held on October 31, 2025, and September 02, 2026, the Board of Directors of the Company, vide their meeting held on September 02, 2026, have formally considered and approved appointment of Mr. Rahul Gupta (DIN: 03068111) as a Non-Executive Director (Nominee) of the Company, effective from September 02, 2026.

Mr. Rahul Gupta meets the requisite criteria of 'fit and proper' including non-disqualification to act as a Director of the Company as per the applicable provisions of the Companies Act, 2013 (the "Act") & the Rules made thereunder, RBI Regulations and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "SEBI LODR Regulations").

As per the profile of Mr. Rahul Gupta received from him during October 2025, he is the CEO and Whole Time Director of J. C. Flowers Asset Reconstruction Private Limited, India. Prior to leading J. C. Flowers ARC, he held several high-profile international executive roles. His distinguished career includes serving as the Deputy Group CEO at Ambit (India); Director, CFO, and Senior Managing Executive Officer (SMEO) at Shinsei Bank (Japan); Managing Director and Group Financial Controller at DBS Bank (Singapore Head Office); and Chief Controller – Asia at Deutsche Bank (Asia Pacific Head Office, Singapore). He also held foundational senior leadership positions at HSBC (India) and Société Générale (India). He was senior fellow, advance leadership in Harvard University which is an innovative academic program designed to unleash the potential of experienced leader to help solve societies most facing challenges.

The Company believes that it would be highly beneficial for the Company to avail his services as a director in non-executive capacity. In terms of the applicable provisions of the SEBI LODR Regulations a listed entity is required to obtain the approval of shareholders for the appointment of a person on the Board of Directors. Accordingly, the Company is seeking the approval of Shareholders for the appointment of Mr. Rahul Gupta as a Non-Executive Director (Nominee) of the Company.

The Company has received consent from Mr. Rahul Gupta to act as a Director and a declaration that he is not disqualified under Section 164 of the Act to act as such. Mr. Rahul Gupta is not debarred from holding directorship by virtue of any SEBI order or any other authority.

His brief profile as required under Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36(3) of the SEBI LODR Regulations, 2015, forms part of this Notice. All documents relating to this agenda item and those referred to in this notice will be available for electronic inspection between 10:00 AM and 06:00 PM without any fee. Request to inspect the documents electronically may be sent to cs@satyamicrocapital.com from the date of circulation of this Notice up to the date of AGM.

Except Mr. Rahul Gupta, none of the Directors or Key Managerial Personnel including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to the extent of their shareholding in the Company. Your directors recommend the passing of the Ordinary Resolution(s) proposed at Item No. 8 of this Notice.

By Order of the Board of Directors
For SATYA MICROCAPITAL LIMITED

Place: New Delhi
Date: September 02, 2026

Sd/-
Choudhary Runveer Krishanan
(Company Secretary & Chief Compliance Officer)
M. No. F7437

(ANNEXURE-A):

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

<table>
<tr><th>Name of the Director</th><th colspan="3">Dr. Ratnesh Tiwari</th></tr>
<tr><td>Directors Identification Number (DIN)</td><td colspan="3">07131331</td></tr>
<tr><td>Date of Birth</td><td colspan="3">April 07, 1987</td></tr>
<tr><td>Date of First Appointment on the Board</td><td colspan="3">October 28, 2016</td></tr>
<tr><td>Qualification</td><td colspan="3">Postgraduate with Ph.D. from IIT Delhi</td></tr>
<tr><td>Experience & Expertise in specific functional areas</td><td colspan="3">Dr. Ratnesh Tiwari, an engineering postgraduate with a Ph.D. from IIT Delhi, has more than 12 years of experience in sustainability space and is deeply committed to social outreach, creating a positive social impact and a passionate advocate for social outreach, dedicated to making a lasting social impact and fostering rural development. With a deep understanding of the challenges faced by marginalized communities, he actively engages in initiatives which promote inclusivity, education, and sustainable growth. Driven by his belief in the transformative power of technology, Dr. Tiwari utilizes his expertise in emerging technologies to design innovative solutions that address social inequalities. He envisions a world where technological advancements serve as catalysts for positive change, empowering individuals, and communities to thrive</td></tr>
<tr><td>Terms and conditions for appointment / re-appointment</td><td colspan="3">As per the Company's Policy on the appointment/re-appointment of Board Members</td></tr>
<tr><td>Remuneration sought to be paid</td><td colspan="3">Nil</td></tr>
<tr><td>Remuneration last drawn</td><td colspan="3">Nil</td></tr>
<tr><td>Shareholding in the company as on March 31, 2026</td><td colspan="3">0.83%</td></tr>
<tr><td>Relationship with other directors and KMPs of the Company</td><td colspan="3">Brother of Mr. Vivek Tiwari (Chairman, Managing Director & CEO)</td></tr>
<tr><td>Number of Board meetings attended during the year</td><td colspan="3">11 out of 11</td></tr>
<tr><td>List of Companies in which outside directorships in Indian Companies held as on March 31, 2026</td><td colspan="3">Koshish Sustainable Solutions Private Limited, Koshish Marketing Solutions Private Limited, SATYA Shakti Foundation, Credentia Finclusion Private Limited and SATYA Micro Housing Finance Private Limited.</td></tr>
<tr><td rowspan="2">Chairman/member in Committees of the Board of Directors of other Indian Companies as on March 31, 2026</td><td>Name of the Company</td><td>Committee</td><td>Chairman/Member</td></tr>
<tr><td>Koshish Marketing Solutions Private Limited</td><td>Corporate Social Responsibility Committee</td><td>Chairman</td></tr>
</table>

<table>
<tr><th>Name of the Director</th><th colspan="3">Mr. Rakesh Sachdeva</th></tr>
<tr><td>Directors Identification Number (DIN)</td><td colspan="3">00333715</td></tr>
<tr><td>Date of Birth</td><td colspan="3">March 23, 1958</td></tr>
<tr><td>Date of First Appointment on the Board</td><td colspan="3">April 02, 2026</td></tr>
<tr><td>Qualification</td><td colspan="3">Chartered Accountant B.Com. (Hons), Shri Ram College of Commerce, University of Delhi</td></tr>
<tr><td>Experience & Expertise in specific functional areas</td><td colspan="3">A seasoned professional with over forty-four years of experience in Finance Management, Business Operations, Project Management, Strategic Alliances, and Human Resources, with a proven track record in leadership positions within prominent financial institutions. Demonstrated expertise in steering organizations through growth phases, effective fund management, compliance, and strategic direction, making substantial contributions to regulated environments such as NBFCs. Skilled in managing end-to-end operations, ensuring regulatory adherence, risk containment, and aligning business models to evolving market and investor expectations.</td></tr>
<tr><td>Terms and conditions for appointment / re-appointment</td><td colspan="3">As per the Company's Policy on the appointment/re-appointment of Board Members</td></tr>
<tr><td>Remuneration sought to be paid</td><td colspan="3">Nil</td></tr>
<tr><td>Remuneration last drawn</td><td colspan="3">Nil</td></tr>
<tr><td>Shareholding in the company as on March 31, 2026</td><td colspan="3">Nil</td></tr>
<tr><td>Relationship with other directors and KMPs of the Company</td><td colspan="3">N.A.</td></tr>
<tr><td>Number of Board meetings attended during the year</td><td colspan="3">Mr. Rakesh Sachdeva was appointed as additional director during FY 2026-27 on April 02, 2026</td></tr>
<tr><td>List of Companies in which outside directorships in Indian Companies held as on March 31, 2026</td><td colspan="3">Nil</td></tr>
<tr><td rowspan="2">Chairman/member in Committees of the Board of Directors of other Indian Companies as on March 31, 2026</td><td>Name of the Company</td><td>Committee</td><td>Chairman/Member</td></tr>
<tr><td>-</td><td>-</td><td>-</td></tr>
</table>

<table>
<tr><th>Name of the Director</th><th colspan="3">Dr. Deepali Pant Joshi</th></tr>
<tr><td>Directors Identification Number (DIN)</td><td colspan="3">07139051</td></tr>
<tr><td>Date of Birth</td><td colspan="3">December 12, 1957</td></tr>
<tr><td>Date of First Appointment on the Board</td><td colspan="3">September 24, 2021</td></tr>
<tr><td>Qualification</td><td colspan="3">1. Post Doctoral work in Finance and Economics (on Secondment from RBI) from Harvard University Harvard Asia Centre.
2. Awarded Skoch Challenger award for contribution to Financial Inclusion, Chancellors medal at the University of Allahabad for academic proficiency and Amarnath Jha Gold Medal, University of Allahab</td></tr>
<tr><td>Experience & Expertise in specific functional areas</td><td colspan="3">Experience of over 41 years</td></tr>
<tr><td>Terms and conditions for appointment / re-appointment</td><td colspan="3">As per the Company's Policy on the appointment of Board Members</td></tr>
<tr><td>Remuneration sought to be paid</td><td colspan="3">Sitting fees & remuneration by way of commission</td></tr>
<tr><td>Remuneration last drawn</td><td colspan="3">Sitting fees & remuneration by way of commission</td></tr>
<tr><td>Shareholding in the company as on March 31, 2026</td><td colspan="3">Nil</td></tr>
<tr><td>Relationship with other directors and KMPs of the Company</td><td colspan="3">Nil</td></tr>
<tr><td>Number of Board meetings attended during the year</td><td colspan="3">11 out of 11</td></tr>
<tr><td>List of Companies in which outside directorships in Indian Companies held as on March 31, 2026</td><td colspan="3">1. LMW Limited
2. Ambadi Enterprises Limited
3. Coromandel International Limited
4. Kan and More Private Limited</td></tr>
<tr><td rowspan="7">Chairman/member in Committees of the Board of Directors of other Indian Companies as on March 31, 2024</td><td>Name of the Company</td><td>Name of Committee</td><td>Membership/Chairperson</td></tr>
<tr><td rowspan="3">Coromandel International Limited</td><td>Audit Committee</td><td>Chairman</td></tr>
<tr><td>Corporate Social Responsibility & Sustainability Committee</td><td>Chairman</td></tr>
<tr><td>Nomination & Remuneration Committee</td><td>Member</td></tr>
<tr><td rowspan="3">Ambadi Enterprises Limited</td><td>Audit Committee</td><td>Member</td></tr>
<tr><td>Nomination & Remuneration Committee</td><td>Chairperson</td></tr>
<tr><td>Assets & Liability Management Committee</td><td>Member</td></tr>
</table>

Name of the Director	Mr. Vivek Tiwari
Directors Identification Number (DIN)	02174160
Date of Birth	April 01, 1978
Date of First Appointment on the Board	February 18, 2016
Qualification	Postgraduate diploma in Rural Development and Management from the Institute of Engineering and Rural Technology, Allahabad.
Experience & Expertise in specific functional areas	Mr. Vivek Tiwari is a distinguished leader in India's BFSI (Banking, Financial Services, and Insurance) Sector with more than two decades of proficient experience in Microfinance, Risk Management, Financial Inclusion, Strategic Planning, and Business Development. He plays a pivotal role in the Indian microfinance ecosystem. Being a seasoned lending expert, Vivek possesses a proven track record of total lending experience of worth over 25,000 Cr. Under his visionary leadership, SATYA has grown significantly, positively impacting the lives of thousands of women and marginalized individuals by providing them with opportunities to improve their livelihoods through microcredit and financial literacy programs.
Terms and conditions for appointment / re-appointment	As per the Company's Policy on the appointment/re-appointment of Board Members
Remuneration sought to be paid	INR 34.27 million approx. and commission equivalent to 3% of the Profit Before Tax, annually, subject to profit in the company.
Remuneration last drawn	INR 102.81 million approx. and commission equivalent to 3% of the Profit Before Tax, annually
Shareholding in the company as on March 31, 2026	24.49% (on fully diluted basis)

Contd...

<table>
<tr><th>Name of the Director</th><th colspan="3">Mr. Vivek Tiwari</th></tr>
<tr><td>Relationship with other directors and KMPs of the Company</td><td colspan="3">Brother of Mr. Ratnesh Tiwari, Director</td></tr>
<tr><td>Number of Board meetings attended during the year</td><td colspan="3">11 out of 11</td></tr>
<tr><td>List of Companies in which outside directorships in Indian Companies held as on March 31, 2026</td><td colspan="3">1. Koshish Sustainable Solutions Private Limited
2. SATYA Shakti Foundation
3. V&S Advisors (OPC) Private Limited
4. SATYA Micro Housing Finance Private Limited</td></tr>
<tr><td rowspan="4">Chairman/member in Committees of the Board of Directors of other Indian Companies as on March 31, 2024</td><td rowspan="4">SATYA Micro Housing Private Limited</td><td>Name of Committee</td><td>Membership/Chairperson</td></tr>
<tr><td>Audit Committee</td><td>Member</td></tr>
<tr><td>Nomination & Remuneration Committee</td><td>Member</td></tr>
<tr><td>ALM Committee</td><td>Member</td></tr>
</table>

Name of the Director	Mr. Rahul Gupta
Directors Identification Number (DIN)	03068111
Date of Birth	August 13, 1959
Date of First Appointment on the Board	September 09, 2026
Qualification	Master of Marketing Management from Jamnalal Bajaj Institute of Management Studies, University of Bombay during 1987; Certified Associate of the Indian Institute of Bankers during 1989; and studied Advanced Leadership at Harvard University during 2018 to 2021.
Experience & Expertise in specific functional areas	Mr. Rahul Gupta has been the CEO and Whole Time Director of J. C. Flowers Asset Reconstruction Private Limited, India. Prior to leading J. C. Flowers ARC, Rahul held several high-profile international executive roles. His distinguished career includes serving as the Deputy Group CEO at Ambit (India); Director, CFO, and Senior Managing Executive Officer (SMEO) at Shinsei Bank (Japan); Managing Director and Group Financial Controller at DBS Bank (Singapore Head Office); and Chief Controller - Asia at Deutsche Bank (Asia Pacific Head Office, Singapore). He also held foundational senior leadership positions at HSBC (India) and Société Générale (India).
Terms and conditions for appointment / re-appointment	As per the Company's Policy on the appointment/re-appointment of Board Members
Remuneration sought to be paid	Nil
Remuneration last drawn	N.A.
Shareholding in the company as on March 31, 2026	Nil
Relationship with other directors and KMPs of the Company	None.
Number of Board meetings attended during the year	Nil
List of Companies in which outside directorships in Indian Companies held as on March 31, 2026	1. Sicom Limited 2. J.C. Flowers Asset Reconstruction Private Limited
Chairman/member in Committees of the Board of Directors of other Indian Companies as on March 31, 2026	-

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 31st Annual General Meeting of the Company held on Wednesday, September 30, 2026 at 11:00 A.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.

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	E-Mail ID	Signature

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company held on Wednesday, September 30, 2026 at 11:00 A.M at the registered office of the Company at 519, 5th Floor, DLF Prime Towers, Okhla Industrial Area, Phase-1, New Delhi 110020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.: -

1. To receive, consider and adopt the Annual Audited (Standalone & Consolidated) Financial Statements of the Company for the Financial Year 2025-26, along with Auditors Report and the Report of Board of Directors & its annexures thereon
2. Re-appointment of Mr. Ratnesh Tiwari (DIN: 07131331), as Director, Liable to Retire by Rotation
3. To appoint Mr. Rakesh Sachdeva (DIN 00333715) as an Independent Director of the Company
4. Re-Appointment of Dr. Deepali Pant Joshi (DIN: 07139051) as an Independent Director of the Company
5. Re-appointment of Mr. Vivek Tiwari (DIN: 02174160) as a Chairman and Managing Director of the Company and approval of his remuneration
6. Issuance of Non-Convertible Debentures on Private Placement Basis
7. To consider discuss and approve alterations in Articles of Association of the Company
8. Appointment of Mr. Rahul Gupta (DIN: 03068111), as a Non-Executive Director (Nominee) of the Company

Affix Revenue Stamp

Signed this ________ day of 2026

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.

ROUTE MAP

Date of AGM: Wednesday, September 30, 2026
Time: 11:00 AM
Venue: 519, 5th Floor, DLF Prime Towers, Okhla Industrial Area, Phase-1, Delhi-110020, India