

NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT (01ST/2026-27) EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF SATYA MICROCAPITAL LIMITED (THE “COMPANY”) WILL BE HELD ON THURSDAY, APRIL 09, 2026 AT 11.30 AM AT THE REGISTERED OFFICE OF THE COMPANY AT 519, 5TH FLOOR, DLF PRIME TOWERS, OKHLA INDUSTRIAL AREA, PHASE-1, DELHI -110020, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

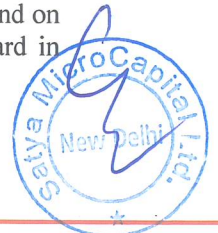
ITEM NO.1 - TO CONSIDER AND APPROVE THE ISSUANCE OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS TO PERSONS BELONGING TO PROMOTER/NON-PROMOTER CATEGORY

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1) and 179(3)(c) of the Companies Act, 2013 and all other applicable provisions, if any, including any statutory modification(s), amendments(s), or re-enactment(s) thereof for the time being in force and as may be enacted from time to time) (the “Act”), read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 (including any amendments thereto, modification or re-enactment thereof for the time being in force) and such other approval(s), sanction(s), permission(s) if any, of the regulatory authorities, as may be required in this regard and in accordance with the provisions of the memorandum of association and articles of association of the Company and in accordance with the applicable provisions of the Foreign Exchange Management Act, 1999 (including any statutory modification(s), amendments(s), or re-enactment(s) thereof for the time being in force and as may be enacted from time to time) (“FEMA”), and applicable rules, regulations, guidelines, notifications and circulars, if any, issued thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (as amended from time to time), and subject to the permissions, consents, sanctions and approval by any authority including but not limited to Reserve Bank of India and subject to any permissions/consents, etc. from lenders (where required or applicable) and subject to such other conditions and modifications as may be considered necessary by the board of directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, offer and issue Equity Shares, in one or more tranches, on a preferential basis as below:

- up to 28,354,312 (Two Crore Eighty-Three Lakh Fifty-Four Thousand Three Hundred and Twelve) Equity Shares having a face value of INR 10/- (Indian National Rupees Ten Only) each at a price of INR 86/- (Indian National Rupees Eighty-Six Only) each including Premium of INR 76/- (Indian National Rupees Seventy Six Only) per share aggregating to approx. up to INR 243.85 crore (Indian National Rupees Two Hundred Forty Three Crore and Eighty Five Lakh approx only) to persons belonging to Promoter/Non-promoter category indicated in list below, (whose name is hereby taken on record by the meeting as offeree/ identified persons) on a preferential basis, at such time, and on such terms and conditions and in such manner as may be fixed or determined by the Board in accordance with the provisions of the Act;

S.N.	Name	Amount in Rs. (Approx)	No. of shares
Non-Promoter(s) Category			



1	Abhinav Sharma	100,000,000	1,162,790
2	Akshay Hudda	5,000,000	58,139
3	Amit Pal Singh	4,500,000	52,325
4	Ankit Kumar Rai	2,000,000	23,255
5	Annu Singh	9,000,000	104,651
6	Anuj Sharma	100,000,000	1,162,790
7	Ashutosh Kumar Srivastava	6,000,000	69,767
8	Ashutosh Mishra	3,000,000	34,883
9	Ayush Pandey	100,000,000	1,162,790
10	Balwant Kumar	6,940,000	80,697
11	Bhunesh Kumar Dubey	2,500,000	29,069
12	Bishal Singh	2,200,000	25,581
13	Biswa Ranjan Sukla	2,000,000	23,255
14	Choudhary Runveer Krishanan	7,499,979	87,209
15	Dileep Kumar Mishra	1,898,000	22,069
16	Dipenjoy Deb	2,500,000	29,069
17	Indra Mani Varma	2,230,000	25,930
18	Jitendra Kumar Kharawar	1,394,994	16,220
19	Jitendra Kumar Pandey	5,199,000	60,453
20	Kavita	45,000,000	523,255
21	Koshish Sustainable Solutions Private Limited	175,500,000	2,040,697
22	Krishna Kumar Mishra	3,500,000	40,697
23	Kuldeep Singh	3,500,000	40,697
24	Maan Singh	4,333,500	50,389
25	Mada Madhava Rao	2,484,000	28,883
26	Manoj Kumar	4,800,000	55,813
27	Manoj Kumar Pandey	400,000	4,651
28	Manoj Kumar Singh	2,328,000	27,069
29	Neha Maheshwari	5,300,000	61,627
30	Nikhil Gupta	167,000	1,941
31	Nitesh Agarwalla	9,999,840	116,277
32	Prakashanand Yadav	2,840,000	33,023
33	Pratiyush Pandey	100,000,000	1,162,790
34	Raj Kumar	1,800,000	20,930
35	Rajmani Tripathi	2,500,000	29,069
36	Ratneshwar Thakur	2,500,000	29,069
37	Ravi Kumar	2,000,000	23,255
38	Ravi Ranjan Tiwari	2,500,000	29,069
39	Sandeep Kumar Mishra	2,500,000	29,069
40	Santosh Kumar Singh	2,500,000	29,069
41	Shashi Kumar Singh	848,780	9,869
42	Shekhar Mahajan	50,000,000	581,395
43	Shiv Mani Rousa	45,000,000	523,255
44	Shweta Srivastava	6,190,000	71,976
45	Siddharth Ravindran	100,000,000	1,162,790
46	Sujata dudani	50,000,000	581,395
47	Sunitarani Pradhan	2,500,000	29,069



48	Tahir Zafar	6,500,000	75,581
49	Ujjwal Abhishek	3,999,992	46,511
50	Vandita Kaul	2,499,940	29,069
51	Vardan Signature Growth Fund	430,000,000	5,000,000
52	Vasudha Goel	6,999,996	81,395
53	Vikas Upadhyay	107,996	1,255
54	Vikash Kumar	2,414,000	28,069
55	Vinay Kumar Pandey	2,199,000	25,569
56	Vinod Kumar Singh	2,000,000	23,255
57	Yashu Sharma	100,000,000	1,162,790
58	Yogendra Singh	2,500,000	29,069
59	Yogesh Pandey	1,599,999	18,604
	TOTAL(A)	1,555,674,016	18,089,197
Promoters Category			
60	Koshish Marketing Solutions Private Limited	232,800,000	2,706,976
61	Ratnesh Tiwari	50,000,000	581,395
62	Sadhna Tiwari	50,000,000	581,395
63	Vandna Tiwari	100,000,000	1,162,790
64	Vivek Tiwari	450,000,100	5,232,559
	TOTAL(B)	882,800,100	10,265,115
~	Total	2,438,474,116	28,354,312

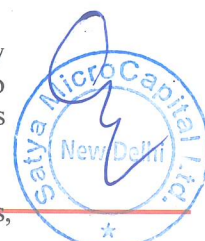
RESOLVED FURTHER THAT the Equity Shares to be so offered, issued and allotted by the Company through the preferential issue shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the draft private placement offer letter(s)-cum-application form(s) in Form PAS-4 (the “Offer Letter”, which term shall mean the Offer Letter as may be modified/ finalized by the authorisation granted under these resolutions) for the issuance of Equity Shares to persons belonging to Promoter/non-promoter category, and the draft record of private placement offer letter in Form PAS-5 in respect of the issuance of Equity Shares, be and are hereby approved.

RESOLVED FURTHER THAT the Board of Directors or Working Committee of the Board, subject to compliance of law, be and are hereby authorized and empowered to alter, modify, decide and extend terms/timelines of Offer(s) under draft private placement offer letter(s)-cum-application form(s), and to allot equity shares of the Company, on preferential basis, to the ‘identified persons’ belonging to promoter/non-promoter categories and also to deal and allot equity shares, if undersubscribed by any of the aforesaid Offeree/s, in favour of other Offeree/s willing to get additional shares subject compliance with applicable laws and subject to the condition that the Company shall raise funds upto INR 243.85 crores, the relevant provisions and the terms of private placement offer letter, and to take all necessary actions, steps as may be necessary, desirable, or expedient to give effect to the allotment of equity shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director and Company Secretary of the Company be and are hereby severally authorized to sign the Offer Letter and record each person belonging to Promoter/non-promoter category, as the offeree for the Equity Shares being offered by the Company in Form PAS-5.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions,





any Director and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, matters, deeds and incidental things and to take all such steps and give all such directions as such persons may consider necessary, expedient or desirable in order to give effect to the above resolutions in their absolute discretion may deem fit and take all steps which are incidental and ancillary in this connection, including but not limited to filing the Form PAS-3 and other necessary forms with the Registrar of Companies, making the necessary entries in the registers maintained by the Company, payment of necessary stamp duties and file all such applications, notices, certificates, documents and other instruments, as shall appear to be necessary or appropriate with any local or foreign governmental or regulatory authorities in connection with the issue of the Equity Shares of the Company but not limited to taking any decisions whether at a meeting of the Board or through circulation, as may be appropriate and permissible under law, for fixing the timing of the issue, determining the issue price, face value, premium amount of Equity Shares to be offered and delegation of all or any of its powers.

RESOLVED FURTHER THAT a copy of the foregoing resolutions certified to be true under the signature of any one of the Directors or the Company Secretary of the Company, may be furnished to any statutory authority, or any other person as may be required from time to time.”

Date: April 08, 2026
Place: Delhi



By order of the Board of Directors
For SATYA MICROCAPITAL LIMITED

Choudhary Runveer Krishanan
(CS & CCO)
M. No.: F7437

NOTES:

1. A member entitled to attend and vote at the Extra-Ordinary General Meeting (the “EGM”) is entitled to appoint a Proxy to attend and vote on a poll instead of himself and the Proxy need not be a member of the company. The instrument appointing the Proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of EGM. A person can act as a Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other person or shareholder.
2. During the period beginning 24 hours before the time fixed for the commencement of the EGM and ending with the conclusion of the EGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of Notice in writing is given to the Company.
3. All documents referred to in the accompanying Notice as well as the other documents as required under the provisions of the Companies Act, 2013 are open for inspection at the Registered Office of the Company on all working days except Saturdays and Holidays. up to the date of this EGM. The Registers required to be maintained under Section 170 of the Companies Act, 2013, will be available for inspection at the EGM.
4. Corporate members intending to send their authorised representatives to attend the EGM are requested to send to the Company a certified copy of their Board Resolution/s authorising their representative/s to attend and vote on their behalf at the EGM and the corporate members are also requested to send the aforesaid communication at email id cs@satyamicrocapital.com
5. Members are requested to bring their attendance slip to the EGM.
6. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circular, etc. from the Company in electronic mode.
8. Members are requested to kindly communicate immediately any change in their address, if any, to the Company Secretary at the Registered Office of the Company.
9. Members are requested to intimate the Company any queries regarding the accounts/notices at least ten days before the EGM to enable the management to keep the information ready at the EGM.
10. Members may please note that no gifts/ gift coupons shall be distributed at the venue of the EGM.
11. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (“Rules”) setting out all material facts in respect of the business specified in this notice and the reasons thereto is annexed hereto.



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

Item No. 1 - To Consider and Approve the Issuance of Equity Shares by way of preferential allotment on a private placement basis.

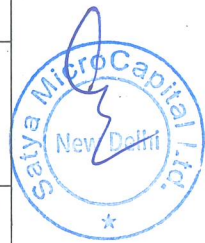
The Company proposes to make a preferential allotment of Equity Shares to Persons belonging to the Promoter/Non-promoter category, by way of preferential allotment on a private placement basis, which has been approved by the Board of Directors of the Company at its meeting held on April 07, 2026.

The provisions of the Act require the Company to seek approval of the members for issuance of Equity Shares on private placement/ preferential basis. The approval of members is accordingly being sought by way of a Special Resolution under Section 42 and 62 of the Companies Act, 2013 ("Act") and all other applicable provisions of the Act and the rules made thereunder, for the issuance of-

- up to 28,354,312 (Two Crore Eighty-Three Lakh Fifty-Four Thousand Three Hundred and Twelve) Equity Shares having a face value of INR 10/- (Indian National Rupees Ten Only) each at a price of INR 86/- (Indian National Rupees Eighty-Six Only) each including Premium of INR 76/- (Indian National Rupees Seventy Six Only) per share aggregating to approx. upto INR 243.85 crore (Indian National Rupees Two Hundred Forty Three Crore and Eighty Five Lakh approx only) to persons belonging to Promoter/Non-promoter category indicated in list below, (whose name is hereby taken on record by the meeting as offeree/ identified persons) on a preferential basis, at such time, and on such terms and conditions and in such manner as may be fixed or determined by the Board in accordance with the provisions of the Act;

I. DISCLOSURE AS REQUIRED UNDER RULE 13(3) OF COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014 FOR PREFERENTIAL ISSUE:

S.No	Particulars	Details
1	Objects of the Issue	a. General corporate purposes; b. Financing and/or re-financing for the growth and expansion of the Company; c. To meet working capital requirements of the Company.
2	Total number of shares or other securities to be issued	• up to 28,354,312 Equity Shares each having a face value of INR 10/- each at a price of INR 86/- each including Premium of INR 76/- per share aggregating approx. upto INR 243.85 crore (Indian National Rupees Two Hundred Forty Three Crore and Eighty Five Lakh approx only) to the identified persons belonging to the Promoter/Non-promoter category by way of preferential allotment on a private placement basis which was approved by the Board of Directors in its meeting held on April 07, 2026.
3	Price/price band at/within which the allotment is proposed	The issue price is INR 86/- (Rupees Eighty-Six only) per share having a face value of INR 10/- (Rupees Ten only) each, at a premium of INR 76/- (Rupees Seventy-six only) per share.
4	Basis on which the price has been arrived at along with report of the registered valuer	For the purpose of valuation of shares, fair market price has been determined using appropriate method by registered Valuer duly appointed by the Company in compliance with the Explanation of Rule 12(7) of the Companies (Prospectus and allotment of securities) Rules, 2014. The price has been arrived at on the basis of Valuation Report

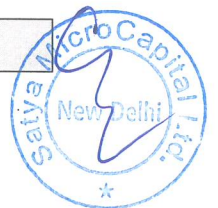




		dated February 18, 2026, obtained from the Registered Valuer, Mr. Chandan Bhatia (having IBBI Reg No: IBBI/RV/06/2019/11431 situated at Faridabad.
5	Relevant Date with reference to which the price has been arrived at	December 31, 2025
6	Class or classes of persons to whom the allotment is proposed to be made:	Persons belonging to Promoter/Non-promoter category.
7	Intention of Promoters, Director or Key Managerial personnel to subscribe to the offer:	The proposal of issuance is to promoters/non-promoter category.
8	Proposed time within which the allotment shall be completed:	After the approval of members, the allotment shall be completed within 60 days from the date of receipt of Share Application Money.
9	Names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:	Promoter/Non-promoter category indicated in list
10	Change in control, if any, in the company that would occur consequent to the preferential offer:	In terms of section 2(87) of the Companies Act, the Company shall no longer be a subsidiary company.
11	Number of persons to whom allotment on preferential basis have already been made during the year (2025- 26), in terms of number of securities as well as price:	Nil
12	Justification for the allotment proposed to be made for consideration other than cash together with valuation report of Registered Valuer:	Not Applicable

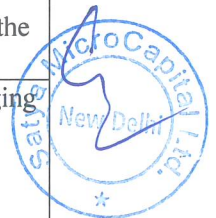
2. DISCLOSURE AS REQUIRED UNDER RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT) RULES, 2014 FOR THE ISSUANCE OF THE SUBSCRIPTION SECURITIES:

S. No.	Particulars	Details
--------	-------------	---------





1.	Particulars of the offer including date of passing of Board resolution	The Company proposes to invite/offer, issue and allot up to up to up to 28,354,312 Equity Shares each having a face value of INR 10/- each at a price of INR 86/- each including Premium of INR 76/- per share aggregating approx. upto INR 243.85 crore (Indian National Rupees Two Hundred Forty Three Crore and Eighty Five Lakh approx only) to the identified persons belonging to the Promoter/Non-promoter category by way of preferential allotment on a private placement basis which was approved by the Board of Directors in its meeting held on April 07, 2026
2.	Kinds of securities offered and the price at which security is being offered	up to up to 28,354,312 Equity Shares each having a face value of INR 10/- each at a price of INR 86/- each including Premium of INR 76/- per share aggregating approx. upto INR 243.85 crore (Indian National Rupees Two Hundred Forty Three Crore and Eighty Five Lakh approx only)
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	The price has been arrived at on the basis of Valuation Report dated February 18, 2026, obtained from the Registered Valuer, Mr. Chandan Bhatia (having IBBI Reg No: IBBI/RV/06/2019/11431 situated at Faridabad.
4.	Name and address of valuer who performed valuation	Name: Mr. Chandan Bhatia, Registered Valuer (IBBI Reg No: IBBI/RV/06/2019/11431)
5.	Amount which the Company intends to raise by way of such securities	Approx. upto INR 243.85 crore (Indian National Rupees Two Hundred Forty Three Crore and Eighty Five Lakh approx only)
6.	Material terms of raising such securities	The Equity Shares proposed to be issued and allotted by the Company through the preferential issue shall rank pari passu with the existing Equity Shares of the Company in all respects.
7.	Proposed time schedule	After the approval of members, the allotment shall be completed within 60 days from the receipt of Share Application money, or such other timeline as prescribed under any applicable laws.
8.	Purposes or objects of offer	1. General corporate purposes; 2. Financing and/or re-financing for the growth and expansion of the Company; 3. To meet working capital requirements of the Company.
9.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	The proposal of issuance is to the persons belonging to the promoters/non-promoter group.
10.	Principal terms of assets	Not applicable



	charged as securities	
--	-----------------------	--

Table A
Equity shareholding pattern before and after the proposed Preferential Offer

PROMOTER					
Sr. No	Category	Pre-Issue	%age	Post-Issue	%age
		No. of shares		No. of shares	
1	Individual/HUF (Indian)	18247642	22.59	25805781	23.64
2	Individual/HUF (NRI)	0	-	0	
3	Government	0	-	0	
4	Insurance company	0	-	0	
5	Banks	0	-	0	
6	Financial institutions	0	-	0	
7	Body corporate	7252092	8.98	9959068	9.12
8	Others	0	-	0	
TOTAL (A)		25499734	31.56	35764849	32.77
NON-PROMOTER					
Sr. No	Category	Pre-Issue	%age	Post-Issue	%age
		No. of shares		No. of shares	
1	Individual/HUF (Indian)	6075794	7.52	17124294	15.69
2	Individual/HUF (NRI)	0	-	0	0.00
3	Government	0	-	0	0.00
4	Insurance company	0	-	0	0.00
5	Banks	0	-	0	0.00
6	Financial institutions	0	-	0	0.00
7	Body corporate	48924219	60.56	55964916	51.28
8	Others	287522	0.36	287522	0.26
TOTAL (B)		55287535	68.44	73376732	67.23
GRAND TOTAL (A+B)		80787269	100	109141581	100.00

The Directors feel that the proposed preferential issue of Equity Shares will increase the Shareholders' value/growth in the long term and therefore, the Directors recommend the Special Resolution(s) at Item No. 1 as set out in the Notice for approval of the members.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, either directly or indirectly in passing the said Resolution except to the extent that the offer shall be made to them under promoter group.





SATYA MicroCapital Ltd.

सर्वे भवन्तु सुखिनः

By order of the Board of Directors
For SATYA MICROCAPITAL LIMITED



Choudhary Runveer Krishanan
(CS & CCO)
M. No.: F7437

Date: April 08, 2026
Place: Delhi



ATTENDANCE SLIP

Folio No.* _____ No. of Shares: _____ DP ID: _____ Client ID: _____

Members or their Proxies are requested to present this Slip in accordance with the Specimen Signatures registered with the Company, at the entrance of the Meeting Hall, for admission.

Name of the attending Member / Proxy(s) _____ (in BLOCK LETTERS)

I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on Thursday, the April 09, 2026 at 11:30 AM at 519, 5th Floor, DLF Prime Towers, Okhla Industrial Area, Phase-1, Delhi - 110020

Member's Signature

Proxy's Signature

*Applicable for Members holding shares in Physical form.



Form No. MGT-11

Proxy Form**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**Name of Company: **SATYA MICROCAPITAL LIMITED**

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

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No /Client ID	
DP ID	

I/We, being the member(s) _____ of shares of the abovenamed Company hereby appoint:

S. No.	Name	Address	E-mail Id	Signature
1				
2				

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company held Thursday, the April 09, 2026 at 11:30 A.M at 519, 5th Floor, DLF Prime Towers, Okhla Industrial Area, Phase-1, Delhi -110020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions:

1. Issuance of Equity Shares on Preferential Basis to persons belonging to the Promoter/non-promoter group.

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 later than 48 hours before the commencement of the Meeting.



SATYA MicroCapital Ltd.

सर्वे भवन्तु सुखिनः

ROUTE MAP

Date of EGM: APRIL 09, 2026

Time: 11:30 A.M.

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

