

NOTICE OF THE 16TH EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 16th Extra Ordinary General Meeting of the Members of **PRAYAAN CAPITAL PRIVATE LIMITED** will be held on Wednesday, 04th February, 2026 at 05:30 PM (IST) at the Corporate Office situated at Minerva Building, II Floor, No 97, Santhome High Road, Santhome, Chennai 600 028 with an option to participate through VC / OAVM, to transact the following businesses at **Shorter Notice**:

SPECIAL BUSINESS

- 1. TO CONSIDER AND APPROVE THE OFFER AND ISSUANCE OF 1,66,26,868 (ONE CRORE SIXTY-SIX LAKHS TWENTY SIX THOUSAND EIGHT HUNDRED AND SIXTY EIGHT) EQUITY SHARES AND 7,16,314 (SEVEN LAKHS SIXTEEN THOUSAND THREE HUNDRED AND FOURTEEN) COMPULSORILY CONVERTIBLE CUMULATIVE PREFERENCE SHARES ON A PRIVATE PLACEMENT BASIS**

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

“RESOLVED THAT pursuant to (i) section 42, 55, and 179 of the Companies Act, 2013 (“the Act”), Companies (Prospectus and Allotment) Rules, 2014 and Companies (Share Capital and Debenture) Rules, 2014, as amended from time to time; (ii) all applicable rules, regulations and guidelines issued by the Reserve Bank of India under the Foreign Exchange Management Act, 1999; (iii) all other laws as may be applicable from time to time, if any; and (iv) the articles of association of the Company, the consent of the members be and is hereby accorded to offer and issue of (a) 1,66,26,868 (One Crore Sixty Six Lakhs Twenty Six Thousand Eight Hundred and Sixty Eight) equity shares of face value INR 10 (Indian Rupees Ten only) each at a premium of INR 53.56 (Indian Rupees Fifty Three and Fifty Six Paise) per share, at a per share issue price of INR 63.56/- (Indian Rupees Sixty Three and Fifty Six paise only) (“**Equity Shares**”); and (b) 7,16,314 (Seven Lakhs Sixteen Thousand Three Hundred and Fourteen) compulsorily convertible cumulative preference shares of face value INR 10/- (Indian Rupees Ten only) each at a premium of INR 53.56 (Indian Rupees Fifty Three and Fifty Six Paise) per share, at a per share issue price of INR 63.56/- (Indian Rupees Sixty Three and Fifty Six paise only) (“**Series A CCPS**”), to below mentioned identified person on a private placement basis (“**Proposed Offer**”):



Name and address of the Proposed Offeree	No. of Shares	Consideration (In INR)
Peak XV Partner Investments VIII ("Proposed Offeree") Address: 5th Floor, Ebene Esplanade, 24 Bank Street, Cybercity, Ebene, Mauritius	1,66,26,868 Equity Shares	1,05,68,03,730
	7,16,314 Series A CCPS	4,55,28,918
Total		1,10,23,32,648

RESOLVED FURTHER THAT the terms of the Equity Shares and Series A CCPS to be issued shall be as set out in the amended and restated shareholders' agreement of the Company dated 30th January 2026 ("SHA"), as placed before the members and initialed by the chairman for the purpose of identification, including the following terms that applies to the Series A CCPS;

Sl. No.	Characteristics	Terms of Series A CCPS
<i>Capitalized terms in this table, unless specifically defined herein, shall have the same meaning as set out in the SHA.</i>		
1	Priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares	The Series A CCPS shall be entitled to pari-passu cash or non-cash dividends paid to the holders of shares of any other class (including Equity Shares) or series on a pro rata, as-if-converted basis
2	Participation in surplus fund	Not applicable.
3	Participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid	Not applicable
4	Payment of dividend on cumulative or non-cumulative basis.	The Series A CCPS shall be entitled to pari-passu cash or non-cash dividends paid to the holders of shares of any other class (including Equity Shares) or series on a pro rata, as-if-converted basis.
5	Conversion of preference shares into equity shares	a) 1 (one) Series A CCPS having face value of INR 10 (Indian Rupees Ten) each shall convert into 1 (one) Equity Share having face value of INR 10 (Indian Rupees Ten) each, subject to adjustments in accordance with the terms specified under this Schedule and the Agreement.

		<p>b) The holders of the Series A CCPS may convert the Series A CCPS in whole or part into Equity Shares at any time before 7 (seven) years from the date of issuance of the Series A CCPS by issuing a notice to the Company.</p> <p>c) The Company shall, at any time prior to 7 (seven) years from the date of issuance of the Series A CCPS shall, upon the issuance of Equity Shares to any Person (other than the Series A Investor) in accordance with this Agreement, be entitled to require the Series A Investor by notice to convert such number of the Series A CCPS as are required for the Series A Investor to maintain holding the same percentage of the paid-up equity capital of the Company pursuant to such issuance of Equity Shares to any Person as aforesaid as held by the Series A Investor prior to such issuance.</p> <p>d) Immediately and no later than 30 (thirty) Business Days from the receipt of such notice (in accordance with (b) or (c) above), the Series A Investor and the Company shall undertake the necessary actions to cause the conversion of the requisite number of Series A CCPS in to Equity Shares in accordance with this Agreement.</p> <p>e) The Series A CCPS, or any of them, if not converted earlier, shall automatically convert into Equity Shares at the conversion rate as per paragraph 5(a) on the day following the completion of 7 (seven) years from the date of issuance of the same.</p> <p>f) The record date of conversion of the Series A CCPS shall be deemed to be the date on which a notice of conversion in accordance with (b) or (c) above is received or the date set out in (d).</p>
6	Voting rights	<p>The holders of the Series A CCPS shall be entitled to attend meetings of all Shareholders and will be entitled to such voting rights on an as-converted basis as may be permissible under applicable law, provided that Section 43 and Section 47 of the Act shall not apply. Accordingly, but subject to adjustments as set forth herein, the holders of Series A CCPS shall be entitled to the same number of votes</p>

		for each Series A CCPS as a holder of 1 (One) Equity Share, provided however that in the event of any adjustment in conversion the number of votes associated with each Series A CCPS will change accordingly. The holders of Series A CCPS shall also be entitled to vote on all such matters which affect their rights directly or indirectly.
7	Redemption of preference shares.	Nil.

RESOLVED FURTHER THAT the draft of the private placement offer letter in Form PAS - 4 as prepared in accordance with the provisions of the Act and any other rules enacted thereunder including the Companies (Prospectus and Allotment of Securities Rules), 2014, along with other relevant annexures, application forms and documents in relation to the Proposed Offer ("**Offer Letter**"), as placed before the members and initialed by the Chairman for the purpose of identification to be issued to the Proposed Offeree, be and is hereby approved for issuance to the Proposed Offeree; and a record of private placement offer in the format PAS-5 in accordance with the Companies (Prospectus and Allotment of Securities Rules), 2014 as placed before the members and initialed by the Chairman for the purpose of identification, be and is hereby approved and adopted and Mr. Rangarajan Krishnan, Managing Director be and is hereby authorized to issue the same to the Proposed Offeree.

RESOLVED FURTHER THAT the valuation report dated January 31, 2026, issued by BDO Valuation Advisory LLP, bearing registration no. IBBI/RVE/02/2019/103, evidencing the fair market value of the shares of the Company as on January 28, 2026, is Rs. 19.81 (Indian Rupees Nineteen and Eighty One paise) per share. Hence, the Company has decided to issue and offer Equity Shares of the Company with an issue price of INR 63.56/- (Sixty Three and Fifty Six paise Only) per share, which is not less than the fair market value for the Company's equity shares as determined in the valuation report in connection with the offer, issue and allotment of the Equity Shares and Series A CCPS of the Company by way of private placement as placed before the meeting and duly initialed by the Chairman in identification thereof, be and is hereby taken on record.

RESOLVED FURTHER THAT the entire amount representing the value of the Equity Shares and Series A CCPS to be allotted pursuant to the Proposed Offer shall be payable at the time of subscription to the abovementioned Equity Shares and Series A CCPS of the Company, making the Equity Shares and Series A CCPS fully paid up at the time of allotment. Pursuant to Section 42(6) of the Act and rules made thereunder, the investment amount shall be kept in a separate bank account.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Mr. Rangarajan Krishnan, Managing Director be and is hereby severally authorized to take all such steps and to do all such other acts, deeds, matters and things as may be necessary including and to accept any alteration(s) or amendment(s) or correction (s) or modification(s) in the relevant documents as he/she may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to issue and offer the said Shares.



RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and is hereby severally authorized to sign and file all the necessary forms and other necessary documents as may be required by the statutory authorities including the relevant forms to the Registrar of Companies (“**ROC**”) and to do such acts and deeds that may be required for the purpose of giving effect to this resolution, including but not restricted to sign and issue of the letter of offer to the Proposed Offerees, make such representations as required and also file necessary forms, files, documents with the ROC in this regard.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any directors, may be furnished to any person(s) as may be required by any of the Authorized Persons or the Company Secretary of the Company.”

**By order of the Board
For Prayaan Capital Private Limited**

**Date: 03-02-2026
Place: Chennai**




**RANGARAJAN KRISHNAN
MANAGING DIRECTOR
DIN: 07289972**

NOTES:

- 1) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out the material facts concerning the business mentioned in the accompanying notice is annexed and forms part of this Notice. The Board of Directors of the Company at its meeting held on 03rd February, 2026 considered that the Special Business being considered unavoidable, be transacted at the EGM of the Company.
- 2) The Ministry of Corporate Affairs (MCA) vide General Circular No. 03/2025 dated 22.09.2025 read with General Circular No. 09/2024 dated 19.09.2024 read with General Circular No. 09/2023 dated 25.09.2023 read with General Circular No. 14/2020 dated 08.04.2020, No. 17/2020 dated 13.04.2020 read with General Circular No. 20/2020 dated 05.05.2020 and General Circular No. 10/2022 dated 28.12.2022 has allowed the Companies to conduct the General Meetings through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till further orders. The Extra Ordinary General Meeting is being held physically at the Corporate Office of the Company, with an option given to the members to participate through Other Audit Visual Means (OAVM) in accordance with the said circulars of the MCA and applicable provisions of the Companies Act, 2013. **The Members and / or the invitees who are desirous of participating in the meeting through Other Audit Visual Means (OAVM) are requested to intimate the same in advance via email at srujana.k@prayaancapital.com. Based on your request the link for participating in the meeting through VC / OAVM shall be shared via email.**
- 3) Since the facility to participate through OAVM is being provided to this EGM, the facility for appointment of proxy by the members will not be available and hence the Proxy Form is not annexed to this Notice. Attendance of members participating through OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act;
- 4) Corporate Members intending to authorize their representative(s) to attend the Extra Ordinary General Meeting are requested to send a certified copy of Board Resolution or authorization letter, authorizing their representative to attend and vote at the Extra Ordinary General Meeting, either to the Company in advance or submit the same at the venue of the General Meeting;
- 5) Convenience of different persons positioned in different time zone is considered while fixing the timing of the Meeting.
- 6) In accordance with the above said General Circulars of the MCA, owing to the difficulties involved in dispatching of physical copies of the Notice of EGM, the same is being sent in electronic mode to Members whose e-mail address is registered with the Company.
- 7) Members who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at Srujana.k@prayaancapital.com along with the copy of the signed request letter mentioning



the name and address of the member, self-attested copy of the PAN card and self-attested copy of any document (eg: Driving License, Aadhar Card, Election Identity Card, passport) in support of the address of the member. In case of any queries / difficulties in registering the email address, Members may write to srujana.k@prayaancapital.com / info@prayaancapital.com;

- 8) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which directors are interested maintained under Section 189 of the Act will be available for inspection by members physically at the Corporate Office and electronically during the time of EGM.
- 9) Route Map of the Venue (Corporate Office) is provided along with this Notice for the convenience of the members who intend to attend this meeting physically.

PROCEDURE FOR JOINING THE EGM THROUGH VC / OAVM:

1. Facility to attend the EGM through VC / OAVM via Zoom platform shall be provided to the members based on their prior request. The Members may join the meeting using their registered email address through a meeting invite which will be sent to them in advance based on their request;
2. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time;
3. The Members may contact Mr. Senthil, Assistant Manager - IT, on +91 9445124179 / itadmin@prayaancapital.com for any technology assistance required before or during the meeting;
4. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches;
5. In case of Poll, the Members participating through VC / OAVM are requested to convey their vote for each resolution mentioned in the Notice through their e-mail address registered with the Company to srujana.k@prayaancapital.com.
6. The copy of the Notice will be available in the website of the Company - www.prayaancapital.com.



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

ITEM NO. 1: TO CONSIDER AND APPROVE THE OFFER AND ISSUANCE OF 1,66,26,868 (ONE CRORE SIXTY-SIX LAKHS TWENTY SIX THOUSAND EIGHT HUNDRED AND SIXTY EIGHT) EQUITY SHARES AND 7,16,314 (SEVEN LAKHS SIXTEEN THOUSAND THREE HUNDRED AND FOURTEEN) COMPULSORILY CONVERTIBLE CUMULATIVE PREFERENCE SHARES ON A PRIVATE PLACEMENT BASIS

a) Meaning, Scope & Implication of the items of the business:

In order to meet the funding requirements and to meet the strategic and business objectives of the Company, the Board of Directors of the Company at its meeting held on 03rd February 2026 approved the offer and issuance of 1,66,26,868 (One Crore Sixty Six Lakhs Twenty Six Thousand Eight Hundred and Sixty Eight) equity shares ("**Equity Shares**") and 7,16,314 (Seven Lakhs Sixteen Thousand Three Hundred and Fourteen) compulsorily convertible preference shares ("**Series A CCPS**") on a private placement basis in accordance with the terms of the Share Subscription Agreement dated 30th January 2026 executed *inter alia* between the Mr. Rangarajan Krishnan, Peak XV Partners Investments VIII and the Company, and the valuation reports received by the Company, determining fair market value of the equity shares of the Company on a fully dilutive basis.

Pursuant to sections 42, 55 and all other applicable provisions of the Companies Act, 2013, the proposed offer and issue of 1,66,26,868 (One Crore Sixty Six Lakhs Twenty Six Thousand Eight Hundred and Sixty Eight) Equity Shares and 7,16,314 (Seven Lakhs Sixteen Thousand Three Hundred and Fourteen) Series A CCPS of the Company to Peak XV Partners Investments VIII on a private placement basis, requires the shareholders' approval by way of a special resolution.

b) Interest of Director, Key Managerial Personnel and their relatives:

None of the

i. Director

ii. Key Managerial Personnel (CEO, CFO & CS)

iii. Relatives of the persons mentioned in i & ii.

is interested in the above said resolution, except for the shareholding, if any, held by them in the Company.

c) Any other information and facts that may enable members to understand the meaning, scope and implication of the items of business to take decision thereon. – **As below**



DISCLOSURES AS REQUIRED UNDER SUB-RULE (3) OF RULE 9 OF COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014 FOR ISSUE OF COMPULSORILY CONVERTIBLE CUMULATIVE PREFERENCE SHARES ("SERIES A CCPS")

Size of issue	INR 4,55,28,918/- towards subscription to the Series A CCPS
Number of CCPS to be issued	7,16,314 (Seven Lakhs Sixteen Thousand Three Hundred and Fourteen) Series A CCPS
Nominal Value of each share	INR 10/- (Rupees Ten only)
The nature of such shares i.e. cumulative or non - cumulative, participating or non - participating, convertible or non - convertible	Compulsorily Convertible Cumulative Preference Shares
Objective of issue	To meet general operating, working capital requirements, Capital expenditure and to expand the business operations
Manner of issue	Private placement under section 42, 55, and other applicable provisions of Companies Act, 2013 to selected and identified investor.
Price at which such shares are proposed to be issued	Issue price of INR 63.56 /- (Indian Rupees Sixty Three and Fifty Six paise only)
Basis on which prices has been arrived at	Valuation report dated 31 st January 2026, issued by BDO Valuation Advisory LLP (IBBI Reg. No. IBBI/RVE/02/2019/103) and with the approval of the board of directors of the company. Basis: Comparable Companies Multiple Method
Terms of Issue, including terms and rate of dividend on each share, etc.	Table - A
The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	Table - A
The manner and modes of redemption	NA
The Current Shareholding pattern of company	Table - B

The expected dilution in equity share capital upon conversion of preference shares	Table - C
--	-----------

DISCLOSURE AS REQUIRED UNDER RULE 13 OF COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014 AND RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT) RULES, 2014 FOR ISSUE OF COMPULSORILY CONVERTIBLE CUMULATIVE PREFERENCE SHARES AND EQUITY SHARES

Amount which the company intends to raise by way of such securities	INR 1,10,23,32,648/- (Indian Rupees One Hundred and Ten Crores twenty Three Lakhs Thirty Two Thousand Six Hundred Forty Eight): (a) INR 1,05,68,03,730/- towards subscription to the Equity shares; and (b) INR 4,55,28,918/- towards subscription to Series A CCPS.
Kinds of Securities Offered	1. Equity Shares and 2. Series A CCPS
Particulars of the offer including date of passing of Board resolution	Board Resolution 03 rd February 2026 and Shareholders resolution on 04th February 2026 (Proposed date of EGM)
Objects of the issue	To meet general operating, working capital requirements, Capital expenditure and to expand the business operations
Total number of shares or other securities to be issued	1,66,26,868 (One Crore Sixty Six Lakhs Twenty Six Thousand Eight Hundred and Sixty Eight) Equity Shares and 7,16,314 (Seven Lakhs Sixteen Thousand Three Hundred and Fourteen) Series A CCPS
Price at which the allotment is proposed to be made	1. Equity shares: Issue price of INR 63.56 /- (Indian Rupees Sixty Three and Fifty Six paise only); and 2. Series A CCPS : Issue price of INR 63.56 /- (Indian Rupees Sixty Three and Fifty Six paise only)
Basis on which the price has been arrived at	Valuation report dated 31 st January 2026, issued by BDO Valuation Advisory LLP (IBBI Reg. No. IBBI/RVE/02/2019/103) and with

	the approval of the board of directors of the company. Basis: Comparable Companies Multiple Method
Name and address of the valuer who performed valuation	BDO Valuation Advisory LLP with IOV Registered valuers foundation having registration number IBBI/RVE/02/2019/103
Valuation Report	Enclosed herewith
Relevant date with preference to which the price has been arrived at	Valuation report dated 31st January 2026 and Board Meeting dated 03rd February 2026 (Date of Board Meeting) Valuation has been done as on 28th January 2026
The class or classes of persons to whom the allotment is proposed to being made	Persons other than Promoters, Directors or Key Managerial Personnel and existing shareholders.
Intention of promoters, directors or key managerial personnel to subscribe to the offer / Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	None of the promoters, directors or key managerial personnel will be offered shares and nor will they participate in the offer.
Proposed time within which the allotment shall be completed	Within 60 days of receipt of subscription money.
Names of the proposed allottees and the percentage of the post preferential offer capital that may be held by them	Table - D
Change in control, if any, in the company that would occur consequent to the preferential offer	NIL
Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	NIL
Justification for allotment proposed to be made for consideration other than cash together with valuation report of registered valuer	Not applicable

Material terms of raising such securities	Terms as set out in Table - A
Principle terms of assets charged as securities	Not applicable
Pre and post issue shareholding pattern of the company in the following format	Table - E

TABLE - A
TERMS OF ISSUE OF SERIES A CCPS

Sl. No.	Characteristics	Terms of Series A CCPS
<i>Capitalized terms in this table, unless specifically defined herein, shall have the same meaning as set out in the SHA.</i>		
1	Priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares	The Series A CCPS shall be entitled to pari-passu cash or non-cash dividends paid to the holders of shares of any other class (including Equity Shares) or series on a pro rata, as-if-converted basis
2	Participation in surplus fund	Not applicable.
3	Participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid	Not applicable
4	Payment of dividend on cumulative or non-cumulative basis.	The Series A CCPS shall be entitled to pari-passu cash or non-cash dividends paid to the holders of shares of any other class (including Equity Shares) or series on a pro rata, as-if-converted basis.
5	Conversion of preference shares into equity shares	<p>a) 1 (one) Series A CCPS having face value of INR 10 (Indian Rupees Ten) each shall convert into 1 (one) Equity Share having face value of INR 10 (Indian Rupees Ten) each, subject to adjustments in accordance with the terms specified under this Schedule and the Agreement.</p> <p>b) The holders of the Series A CCPS may convert the Series A CCPS in whole or part into Equity Shares at any time before 7 (seven) years from the date</p>

		<p>of issuance of the Series A CCPS by issuing a notice to the Company.</p> <p>c) The Company shall, at any time prior to 7 (seven) years from the date of issuance of the Series A CCPS shall, upon the issuance of Equity Shares to any Person (other than the Series A Investor) in accordance with this Agreement, be entitled to require the Series A Investor by notice to convert such number of the Series A CCPS as are required for the Series A Investor to maintain holding the same percentage of the paid-up equity capital of the Company pursuant to such issuance of Equity Shares to any Person as aforesaid as held by the Series A Investor prior to such issuance.</p> <p>d) Immediately and no later than 30 (thirty) Business Days from the receipt of such notice (in accordance with (b) or (c) above), the Series A Investor and the Company shall undertake the necessary actions to cause the conversion of the requisite number of Series A CCPS in to Equity Shares in accordance with this Agreement.</p> <p>e) The Series A CCPS, or any of them, if not converted earlier, shall automatically convert into Equity Shares at the conversion rate as per paragraph 5(a) on the day following the completion of 7 (seven) years from the date of issuance of the same.</p> <p>f) The record date of conversion of the Series A CCPS shall be deemed to be the date on which a notice of conversion in accordance with (b) or (c) above is received or the date set out in (d).</p>
6	Voting rights	<p>The holders of the Series A CCPS shall be entitled to attend meetings of all Shareholders and will be entitled to such voting rights on an as-converted basis as may be permissible under applicable law, provided that Section 43 and Section 47 of the Act shall not apply. Accordingly, but subject to adjustments as set forth herein, the holders of Series A CCPS shall be entitled to the same number of votes for each Series A CCPS as a holder of 1 (One) Equity Share, provided however that in the event of any</p>

		adjustment in conversion the number of votes associated with each Series A CCPS will change accordingly. The holders of Series A CCPS shall also be entitled to vote on all such matters which affect their rights directly or indirectly.
7	Redemption of preference shares.	Nil.

TABLE - B
THE CURRENT SHAREHOLDING PATTERN OF COMPANY ON A FULLY DILUTED BASIS

Name	Number of Shares	% of Share Capital on fully diluted basis
Madhan Mohan Govindasamy	31,90,575	5.88%
Akash Chelvam	13,45,873	2.48%
ESOP pool	36,90,718	6.80%
Rangarajan Krishnan	4,50,01,015	82.89%
Jayalakshmi Rangarajan	6,16,938	1.14%
Srividya Ramakrishnan	1,40,213	0.26%
Ramprashanth Ganesan	1,40,213	0.26%
Eswari Apparswamy	1,12,171	0.21%
Tharasree Amarnath	50,500	0.09%
TOTAL (A)	5,42,88,216	100%



TABLE-C
THE EXPECTED DILUTION IN EQUITY SHARE CAPITAL UPON CONVERSION OF SERIES A CCPS
ON A FULLY DILUTED BASIS

Name	Number of Shares	% of Share Capital on fully diluted basis
Madhan Mohan Govindasamy	31,90,575	4.45%
Akash Chelvam	13,45,873	1.88%
ESOP pool	36,90,718	5.15%
Rangarajan Krishnan	4,50,01,015	62.82%
Jayalakshmi Rangarajan	6,16,938	0.86%
Srividya Ramakrishnan	1,40,213	0.20%
Ramprashanth Ganesan	1,40,213	0.20%
Eswari Apparswamy	1,12,171	0.16%
Tharasree Amarnath	50,500	0.07%
Peak XV Partners Investments VIII	1,73,43,182	24.21%
TOTAL (A)	7,16,31,398	100%

TABLE -D
NAMES OF THE PROPOSED ALLOTTEE AND THE PERCENTAGE OF THE POST PRIVATE
PLACEMENT THAT MAY BE HELD BY THEM

Sl. No.	Name of the Shareholder	Equity Shares	Series A CCPS	Total No. of shares	Percentage*
1	Peak XV Partners Investments VIII	1,66,26,868	7,16,314	1,73,43,182	24.21%

(*the shareholding percentage is considered on fully diluted basis)



TABLE - E
PRE-& POST SHAREHOLDING PATTERN

(As per sub clause (xiii) of clause (d) sub-rule 2 of rule 13 of Companies (Share capital and Debentures) Rules, 2014)

Sr.No	Category	Pre Issue		Post Issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding:				
1	Indian:				
	Individual	4,50,01,015	81.96%	4,50,01,015	62.82%
	Bodies Corporate	-			
	Sub Total	4,50,01,015	81.96%	4,50,01,015	62.82%
2	Foreign Promoters	-			
	Sub Total (A)	-			
B	Non- Promoters' holding:				
1	Institutional Investors				
2	Non-Institution:				
	Private Corporate Bodies	-		0	0.00%
	Directors and Relatives	51,53,386	9.39%	51,53,386	7.19%
	Indian Public	47,50,753	8.65%	41,33,815	5.77%
	Others (Including NRIs)	-	0.00%	1,73,43,182	24.21%
	Sub Total (B)	99,04,139	18.04%	2,66,30,383	37.18%
	Grand Total	5,49,05,154	100.00%	7,16,31,398	100.00%

The members of the Company are hereby requested to pass the resolution set out in Item no. 1 as a Special resolution

By order of the Board
For Prayaan Capital Private Limited

Date: 03.02.2026
Place: Chennai




RANGARAJAN KRISHNAN
 MANAGING DIRECTOR
 DIN: 07289972

**ROUTE MAP FOR THE VENUE OF THE 16TH EXTRA ORDINARY GENERAL MEETING OF
PRAYAAN CAPITAL PRIVATE LIMITED**

Corporate Office at Minerva Building, II Floor, No 97,
Santhome High Road, Santhome, Chennai - 600028

