

NOTICE OF THE 12TH EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 12th Extra Ordinary General Meeting of the Members of **PRAYAAN CAPITAL PRIVATE LIMITED** will be held on **Friday, 12th day of December, 2025** at the Corporate Office situated at New No.71 A/Old No.29, 2nd Floor, Burkit Road, T.Nagar, Chennai – 600017 at **3.30 PM (IST)** with an option to participate through VC / OAVM, to transact the following businesses at **Shorter Notice:**

SPECIAL BUSINESS**1. TO APPROVE THE INCREASE AND RE-CLASSIFICATION IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY**

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

“RESOLVED THAT pursuant to Section 61, 64 and other applicable provisions, if any, of the Companies Act 2013 and rules and regulations made thereunder read with articles of association of the Company, the approval of the members of the Company be and is hereby accorded to increase the authorized share capital of the Company from INR 15,50,00,000/- (Indian Rupees Fifteen Crores and Fifty Lakhs Only) divided into INR 10,00,00,000 /- (Indian Rupees Ten Crores Only) equity share capital comprising 1,00,00,000 (One Crore) equity shares of face value of Rs.10/- each and INR 5,50,00,000 /- (Indian Rupees Five Crores and Fifty Lakhs Only) preference share capital comprising 55,00,000, 0.001% compulsory convertible preference shares of Rs. 10/- each to INR 80,50,00,000/- (Indian Rupees Eighty Crores and Fifty Lakhs Only) comprising of 8,05,00,000 (Eight Crore Five lakhs) equity shares of Rs. 10/- each.

RESOLVED FURTHER THAT the memorandum of association of the Company be and is hereby amended by substituting the existing Clause V thereof by the following new Clause V as under:

V. The authorised share capital of the Company is Rs. 80,50,00,000/- (Indian Rupees Eighty Crores and Fifty Lakhs Only) comprising of 8,05,00,000 (Eight Crore and Five lakhs) equity shares of Rs. 10/- each with the rights, privileges or conditions as provided by the articles of association of the Company for the time being. The Company shall have power to increase or reduce its capital; and to divide the shares in the capital for the time being into several classes, and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be permissible by law and as may be determined by or in accordance with the articles of association of the Company for the time being in force and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by law and as may be provided by the articles of association of the Company for the time being in force.



RESOLVED FURTHER THAT Mr. G. Madhan Mohan, MD & CEO of the Company, Mr. Akash Chelvam, Chief Operating Officer of the Company be and are hereby severally authorized to file necessary form with the Registrar of Companies, and Ministry of Corporate Affairs, including but not limited to filing of form SH-7 and MGT-14, to do all such acts, deeds and things necessary and also to make, sign, submit, all such affidavits, declarations, documents, papers, writings as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to issue a certified true copy of this resolution.”

2. TO CONSIDER AND APPROVE CONVERSION OF 0.001% COMPULSORILY CONVERTIBLE PREFERENCE SHARES INTO EQUITY SHARES

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 55, 62 and other applicable provisions of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, and in accordance with the terms of issue of the 54,02,072 0.001% compulsorily convertible preference shares (“CCPS”) of the Company issued to the investors mentioned in the table below, approval of members be and is hereby accorded to convert 54,02,072 0.001% CCPS into 50,72,341 fully paid-up equity shares of face value Rs.10 each, in accordance with the terms of issue.

SNO	NAME OF THE HOLDER	NUMBER OF CCPS	DATE OF PASSING SPECIAL RESOLUTION	Number of Equity Shares
1.	Accion Venture Lab LP	11,05,997	09-01-2020 and 05-08-2021	998817
2.	Accion Africa-Asia Investment Company	5,95,398	09-01-2020 and 05-08-2021	537712
3.	Renu Grover	1,14,600	05-08-2021	82446
4.	Rangarajan Krishnan	28,700	05-08-2021	20647
5.	S N Harikrishnan	43,000	05-08-2021	30935
6.	Sibin Mohan	71,600	05-08-2021	51511
7.	72 Degree Consultancy Services LLP	1,43,200	05-08-2021	103022
8.	Dheeshjith G Vattaparambil	71,600	05-08-2021	51511



9.	Patrick Dominic Jayaseelan Kulandaisamy	14,400	05-08-2021	10360
10.	Krishnakumar Pooloth	14,400	05-08-2021	10360
11.	Madhu K Iyengar	14,400	05-08-2021	10360
12.	Bhupendra Singh Kotwal	21,500	05-08-2021	15468
13.	Sachin Ramesh Hirani	21,500	05-08-2021	15468
14.	Ramya Jyothi Koppuravuri	28,700	05-08-2021	20647
15.	Sub-K Impact Solutions Limited	31,13,077	16-03-2023	3113077
	TOTAL	54,02,072		50,72,341

RESOLVED FURTHER THAT the equity shares so allotted shall rank pari passu in all respects with the existing equity shares of the Company, including entitlement to dividend, if any, declared for the financial year in which the conversion takes place.

RESOLVED FURTHER THAT the name(s) of the allottees and the number of equity shares allotted to each, as per list tabled before the members be and is hereby approved.

RESOLVED FURTHER THAT the equity shares be credited to the allottees' respective demat accounts within the prescribed timelines subject to availability of required details and that the necessary entries be made in the Register of Members of the Company.

RESOLVED FURTHER THAT Mr. G. Madhan Mohan, MD & CEO of the Company, Mr. Akash Chelvam, Chief Operating Officer of the Company be and are hereby severally authorized to file necessary form with the Registrar of Companies, Ministry of Corporate Affairs and to do all such acts, deeds and things necessary in this regard."

By order of the Board
For Prayaan Capital Private Limited




AKASH STEPHEN CHELVAM
Whole-time director
DIN: 09268805

Date: 11-12-2025
Place: Chennai

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 December 09, 2025 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. 11/2022 dated 28.12.2022 read with General circular No. 03/2022 dated 05.05.2022 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 akash.chelvam@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 akash.chelvam@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 akash.chelvam@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. Voting on the resolutions shall be conducted on poll unless otherwise agreed upon by the Investor (Sub-K) in accordance with the Articles of Association. 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 akash.chelvam@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 APPROVE THE INCREASE AND RE-CLASSIFICATION IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY

Board of Directors of the company in their meeting dated 09.12.2025 approved to increase the authorized capital of the Company from INR 15,50,00,000/- (Indian Rupees Fifteen Crores and Fifty Lakhs Only) divided into INR 10,00,00,000/- (Indian Rupees Ten Crores Only) equity share capital comprising 1,00,00,000 (One Crore) equity shares of face value of Rs.10/- each and INR 5,50,00,000/- (Indian Rupees Five Crores and Fifty Lakhs Only) preference share capital comprising 55,00,000, 0.001% compulsory convertible preference shares of Rs. 10/- each to INR 80,50,00,000/- (Indian Rupees Eighty Crores and Fifty Lakhs Only) comprising of 8,05,00,000 (Eight Crore Five lakh) equity shares of Rs. 10/- each. and the same is hereby placed before the members for their approval.

Pursuant to Section 61 of the Companies Act, 2013, the consent of the members by way of Ordinary Resolution is required for increase and reclassify the authorised capital of the Company. The Board recommends passing of the resolution set out at Item No. 1 as an *Ordinary Resolution*.

None of the Directors or the Key Managerial Persons of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution as set out at the accompanying Notice except to the extent of their shareholding.

ITEM NO. 2: TO CONSIDER AND APPROVE CONVERSION OF 0.001% COMPULSORILY CONVERTIBLE PREFERENCE SHARES INTO EQUITY SHARES

Based on the terms and conditions of issue of Compulsorily Convertible Preference Shares ("CCPS") issued to the persons mentioned in the following table, such CCPS are required to be converted into equity shares of the Company:

SNO	NAME OF THE HOLDER	NUMBER OF CCPS	DATE OF PASSING SPECIAL RESOLUTION	Number of Equity Shares
1.	Accion Venture Lab LP	11,05,997	09-01-2020 and 05-08-2021	998817
2.	Accion Africa-Asia Investment Company	5,95,398	09-01-2020 and 05-08-2021	537712
3.	Renu Grover	1,14,600	05-08-2021	82446
4.	Rangarajan Krishnan	28,700	05-08-2021	20647
5.	S N Harikrishnan	43,000	05-08-2021	30935



6.	Sibin Mohan	71,600	05-08-2021	51511
7.	72 Degree Consultancy Services LLP	1,43,200	05-08-2021	103022
8.	Dheeshjith G Vattaparambil	71,600	05-08-2021	51511
9.	Patrick Dominic Jayaseelan Kulandaisamy	14,400	05-08-2021	10360
10.	Krishnakumar Pooloth	14,400	05-08-2021	10360
11.	Madhu K Iyengar	14,400	05-08-2021	10360
12.	Bhupendra Singh Kotwal	21,500	05-08-2021	15468
13.	Sachin Ramesh Hirani	21,500	05-08-2021	15468
14.	Ramya Jyothi Koppuravuri	28,700	05-08-2021	20647
15.	Sub-K Impact Solutions Limited	31,13,077	16-03-2023	3113077
	TOTAL	54,02,072		50,72,341

The members of the Company are hereby requested to pass the resolution set out at Item No. 2 as a *Special Resolution*.

None of the directors or the key managerial persons of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution as set out at the accompanying Notice except to the extent of their shareholding.

By order of the Board
For Prayaan Capital Private Limited




AKASH STEPHEN CHELVAM
Whole-time director
DIN: 09268805

Date: 11-12-2025
Place: Chennai

**ROUTE MAP FOR THE VENUE OF THE 12TH EXTRA ORDINARY GENERAL MEETING OF
PRAYAAN CAPITAL PRIVATE LIMITED**

Corporate Office at New No.71 A/Old No.29, 2nd Floor,
Burkit Road, T.Nagar, Chennai – 600017
(Opposite to Sri Ramakrishna Mission Sarada Vidyalaya
Model Higher Secondary School for Girls)

