

**NOTICE OF THE 1<sup>st</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 1<sup>st</sup> Annual General Meeting of the Members of **PRAYAAN CAPITAL PRIVATE LIMITED** will be held on **Monday, 22<sup>nd</sup> July, 2019 at 11.00 AM** at Registered Office of the Company at NO. 11, Pillayar Koil 2nd Cross Street, Krishna Nagar, Pammal, Chennai Tamil Nadu - 600075 to transact the following businesses:

**ORDINARY BUSINESS**

1. To receive, consider and adopt:  
the Audited Financial Statements of the Company for the financial year ended March 31, 2019 comprising of the Audited Balance Sheet as at March 31, 2019, Statement of Profit & Loss for the year ended March 31, 2019 along with Schedules and the Reports of the Board of Directors and Auditors thereon.
2. To consider re-appointment of Statutory Auditors of the Company

**SPECIAL BUSINESS**

- 1. To increase the Authorised Share Capital of the Company and consequent alteration of Memorandum of Association**

To consider and pass the following resolutions as Ordinary Resolution with or without modification(s):

**“RESOLVED THAT** in accordance with the provisions of sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of the Association of the company, consent of the members of the company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs.3,00,00,000 (Rupees Three Crore) divided into 30,00,000 (Thirty Lakh) Equity Shares of face value of Rs.10/- (Rupees Ten) each to Rs.14,00,00,000/- (Rupees Fourteen Crores) divided into 1,00,00,000 (One Crore) Equity Shares of face value of Rs. 10/- (Rupees Ten) each and 40,00,000 (Forty Lakhs) 0.001% Compulsory Convertible Preference Share of Rs. 10/- (Rupees Ten) each.”



**“RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered 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. 14,00,00,000/- (Rupees Fourteen Crore) divided into Rs.1,00,00,000 (One Crore) Equity Shares of face value of Rs. 10/- (Rupees Ten) each and 40,00,000 (Forty Lakhs) 0.001% Compulsory Convertible Preference Share of Rs. 10/- (Rupees Ten) each with the rights, privileges or conditions as provided by the Articles of Association of the Company for the time being. But 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** directors of the company be and is hereby severally authorised to do all such acts, deeds, matter and things as may be proper, necessary and expedient for giving effect to this resolution.”

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



**G. Madhan Mohan  
Managing Director  
DIN: 05323914**

**Date:** 20.06.2019

**Place:** Chennai

**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy / proxies to attend and vote on a poll, instead of him/her. The proxy need not be a member of the Company.

The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting. A Proxy form enclosed herewith. Proxies submitted on behalf of Companies, societies etc., must be supported by an appropriate resolution/authority as applicable.

2. Corporate Members are requested to send a duly certified copy of Board resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
3. Members/Proxies should fill in the attendance slip for attending the meeting and bring their attendance slip along with their copy of annual report to the meeting.
4. Members who hold their shares in electronic form are requested to write their DP ID & Client ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting, to facilitate the identification of membership at the meeting.
5. Relevant documents referred to the accompanying notice are open for inspection by the Members at the registered office of the Company.
6. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the company.
7. The following documents are attached with the Notice:
  - Standalone Audited Financial Statements for the year ended 31<sup>st</sup> March, 2019
  - Auditor's report for the year ended 31<sup>st</sup> March, 2019
  - Director's report and its annexures
  - Draft of Memorandum of Association-amended version

## ROUTE MAP

Venue of 1<sup>st</sup> Annual General Meeting of **PRAYAAN CAPITAL PRIVATE LIMITED** to be held on Monday, 22<sup>nd</sup> July, 2019 at 11.00 AM at the Registered Office of the Company.



**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

**Special Business - No. 1**

**TO INCREASE THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION**

The Board of Directors in its meeting held on 20<sup>th</sup> June, 2019 approved to increase the Authorised Capital of the Company from INR 3 Crores to INR 14 Crores for further raising the subscribed capital of the Company to enhance the business operations and development.

The Members are requested to consider and pass this resolution as Ordinary Resolution.

None of the Directors are interested in this resolution

**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]**

CIN- U65900TN2018PTC126232

Name of the company: PRAYAAN CAPITAL PRIVATE LIMITED

Regd. Office- No. 11, Pillayar Koil 2nd Cross Street, Krishna Nagar, PAMMAL, Chennai Chennai TN 600075

Email Id: [info@prayaancapital.com](mailto:info@prayaancapital.com) Telephone Number: +91 6380589898

|                       |                     |       |
|-----------------------|---------------------|-------|
| 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

|                            |            |
|----------------------------|------------|
| Name :                     | E-mail Id: |
| Address:                   |            |
| Signature , or failing him |            |
| Name :                     | E-mail Id: |
| Address:                   |            |
| Signature , or failing him |            |
| Name :                     | E-mail Id: |
| Address:                   |            |
| Signature , or failing him |            |

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1<sup>st</sup> Annual General Meeting of the Company, to be held on 22<sup>nd</sup> July, 2019 at 11.00 AM at the registered office of the company and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

| Sl. No.                   | Resolution(S)                                                                                                                                                                       | Vote |         |
|---------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|---------|
|                           |                                                                                                                                                                                     | For  | Against |
| <b>Ordinary Business:</b> |                                                                                                                                                                                     |      |         |
| 1.                        | To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 <sup>st</sup> march 2020 and the reports of Board of Directors and Auditors thereon |      |         |
| 2.                        | Re-appointment of Statutory Auditors                                                                                                                                                |      |         |

\*Applicable for investors holding shares in Electronic form.

Signed this \_\_\_\_day of \_\_\_\_20\_\_

|                         |
|-------------------------|
| Affix Revenue<br>Stamps |
|-------------------------|

Signature of Shareholder

Signature of Proxy holder

**Note:**

1. 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.
2. The proxy need not be a member of the company