

**NOTICE OF 2<sup>ND</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 2<sup>nd</sup> Annual General Meeting of the Members of **PRAYAAN CAPITAL PRIVATE LIMITED** will be held on Friday, 26<sup>th</sup> June, 2020 at 6.30 PM (IST) at at the Registered Office of the Company at 11, Pillayar Koil 2nd Cross Street, Krishna Nagar, Pammal, Chennai - 600075 to transact the following businesses:

**ORDINARY BUSINESS**

1. To receive, consider and adopt:  
(a) the Audited Financial Statements of the Company for the financial year ended March 31, 2020 comprising of the Audited Balance Sheet as at March 31, 2020, Statement of Profit & Loss for the year ended 31<sup>st</sup> March, 2020 along with Schedules and the Reports of the Board of Directors and Auditors thereon.

**SPECIAL BUSINESS****1. APPROVAL OF EMPLOYEES STOCK OPTION POLICY OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof), and in accordance with the provisions of Memorandum and Articles of Association of the Company and subject to such co, the consent of the Members of the Company be and is hereby accorded to approve and adopt the Employees Stock Option Plan Policy (**ESOP Policy**) and authorize the Board to create, offer and grant from time to time, up to **4,47,052** (Four Lakhs Forty Seven Thousand and Fifty Two) Employee Stock Options (**“ESOPs”**) being not exceeding 5 % of the paid-up share capital on a fully diluted basis existing on the passing of this resolution, to the Eligible Employees as may be decided by the Board under the ESOP Policy, exercisable into not more than 4,47,052 fully paid-up Equity Shares of the Company having face value of Rs. 10/- each, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board from time to time, in accordance with the provision of the ESOP Policy, the Companies Act, 2013 and rules framed thereunder and in due compliance with other applicable laws and regulations.”



**“RESOLVED FURTHER THAT** all actions taken by the Board in connection with the above be and are hereby specifically approved and ratified.”

**“RESOLVED FURTHER THAT** the Board be and is hereby further authorized to issue and allot equity shares upon exercise of ESOPs from time to time in accordance with the Scheme and such equity shares shall rank pari passu in all respects with the then existing equity shares of the Company.”

**“RESOLVED FURTHER THAT** the number of ESOPs that may be granted to the Employee(s), in any financial year and in aggregate under the Plan shall be less than 1% of the issued equity share capital of the Company.”

**“RESOLVED FURTHER THAT** the Board be and is hereby also authorized at any time to modify, change, vary, alter, amend, suspend or terminate the “ESOP Policy”, subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the “ESOP Policy” and to do all other things incidental and ancillary thereof.”

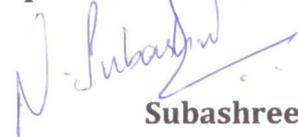
**“RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the Act and Rule made there under and any other applicable laws and regulations to the extent relevant and applicable to the “ESOP Policy”.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion may deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”



“RESOLVED FURTHER THAT any of the Directors or Company Secretary be and are hereby authorized to issue certified true copies of this resolution as and when required.”

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



**Subashree.N  
(Mem No. 55579)  
Company Secretary**

**Date:** 03.06.2020

**Place:** Chennai

**Compliances as per the General Circular No. 14/2020 and 20/2020 of Ministry of Corporate Affairs - Participation of Members through Other Audio-Visual Means in the Annual General Meeting of the Company**

The Company, in addition to the physical meeting, is providing electronic facility through other audio-visual means for participation of Members in the 2<sup>nd</sup> Annual General Meeting of the Company:

1. Convenience of different persons positioned in different time zone is considered while fixing the timing of the Meeting.
2. The Members will receive the notice along with financial statements and reports through the e-mail address registered with the Company.
3. The Members will receive the meeting user ID and Password through the e-mail address registered with the Company along with instructions to participate in the meeting.
4. The Members will be allowed to participate in the meeting on first-come and first-served basis. This is not applicable to shareholders holding 2% or more shareholding, Key-Managerial Personnel, Statutory Auditors, Directors and Promoters.
5. The facility to participate in the meeting will be kept open for 15 minutes [from 06.15 PM (IST)] before the time scheduled for the meeting i.e., 06.30 PM (IST) and shall be closed once the meeting has started at the scheduled time.



6. Attendance of Members through OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Voting on the resolutions shall be conducted show of hands unless a demand for poll is made in accordance with Section 109 of the Companies Act, 2013. When poll is demanded, the Members are requested to convey their vote for each resolution mentioned in the Notice through their e-mail address registered with the Company to [subashree.n@prayaancapital.com](mailto:subashree.n@prayaancapital.com)
8. The Members may contact Mrs. Tharashree, Head of Technology on +91 9884163647 for any technology assistance required before or during the meeting.
9. The copy of the Notice will be available in the website of the Company - [www.prayaancapital.com](http://www.prayaancapital.com).

**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, 2020
  - Auditor's report for the year ended 31<sup>st</sup> March, 2020
  - Director's report and its annexures
  - Draft Employees Stock Option Plan Policy

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

**Special Business - No. 1**

**APPROVAL OF EMPLOYEES STOCK OPTION PLAN POLICY**

With a view to attract, reward, motivate and retain Company's employees for improving the individual performance and to improve the financial and overall performance of the Company, which will ultimately contribute to the success of the Company, the Board of Directors of the Company at its meeting held on 29<sup>th</sup> May, 2020 decided to offer grant of options to the employees of the Company under the ESOP Policy thereby allowing employees to subscribe the shares and making them part owners of the Company.

The following table is laid down pursuant to Rule 12(2) of the Companies (Share Capital and Debentures) Rules, 2014:

<b>Particulars</b>	<b>Remarks</b>
The total number of stock options to be granted	4,47,052 (Four Lakhs Forty-Seven Thousand Fifty-Two) Options to be granted to the Eligible Employees in accordance with the ESOP Policy.
Identification of classes of employees entitled to participate in the Employees Stock Option Scheme	An Employee who qualifies for issue of Options under this Policy and who fulfills the conditions as decided in the appraisal



	process by the Board and who is otherwise nominated by the Board as being eligible for issue of Options.
The appraisal process for determining the eligibility of employees to the Employees Stock Option Scheme	Appraisal process for determining the eligibility to participate in the Policy, shall be decided by the Board, considering various aspects like qualification, designation, present grade of employee, experience, period of service of employee, present grade and compensation structure of employee, performance levels (past and current), exceptional contribution made by the employee, integrity and behavior of the employee and such other parameters as it may decide.
Requirements of vesting and period of vesting	The Options shall vest in accordance to the terms and conditions stipulated in the Policy.
Maximum period within which the options shall be vested	Options granted under ESOP Policy would vest subject to maximum period of 4 years from the date of grant of such Options.
The exercise price or the formula for arriving at the same	Unless otherwise stated in the Grant Letter, the Exercise Price of the vested Option shall be the Fair Market Value of the Shares on the date of Grant.
The exercise period and process of exercise	Options vested shall be eligible to be Exercised within 7 (Seven) days from the expiry of 60 (Sixty) months from the Vesting Date or upon the occurrence of a Corporate Action.  The vested Option shall be exercisable by the employees by a written application to the Company expressing his/ her desire to exercise such options in such manner and on such format as may be prescribed by the Board from time to time. The options shall lapse if not exercised within the specified exercise period.

Lock-in period, if any	No lock-in period for the shares allotted under this Policy.
The maximum number of options to be granted per employee and in aggregate	The maximum number of options that may be granted to any one employee; may be equal to or not exceeding 1% of the issued capital of the Company at the time of grant of such options.
Method which the company shall use to value its options	The method for valuation of options shall be determined by the Board from time to time in accordance with provisions of applicable laws and accounting standards.
Conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct	The options shall lapse as per the conditions specified in the ESOP Policy
Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	The options shall vest as per the conditions stipulated in the ESOP Policy.
Statement to the effect that the company shall comply with the applicable accounting standards	The Company shall follow the relevant accounting standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

In terms of provisions of Section 62(1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 consent of the Shareholders is being sought by way of Ordinary Resolution set out at Item No. 1 of this Notice.

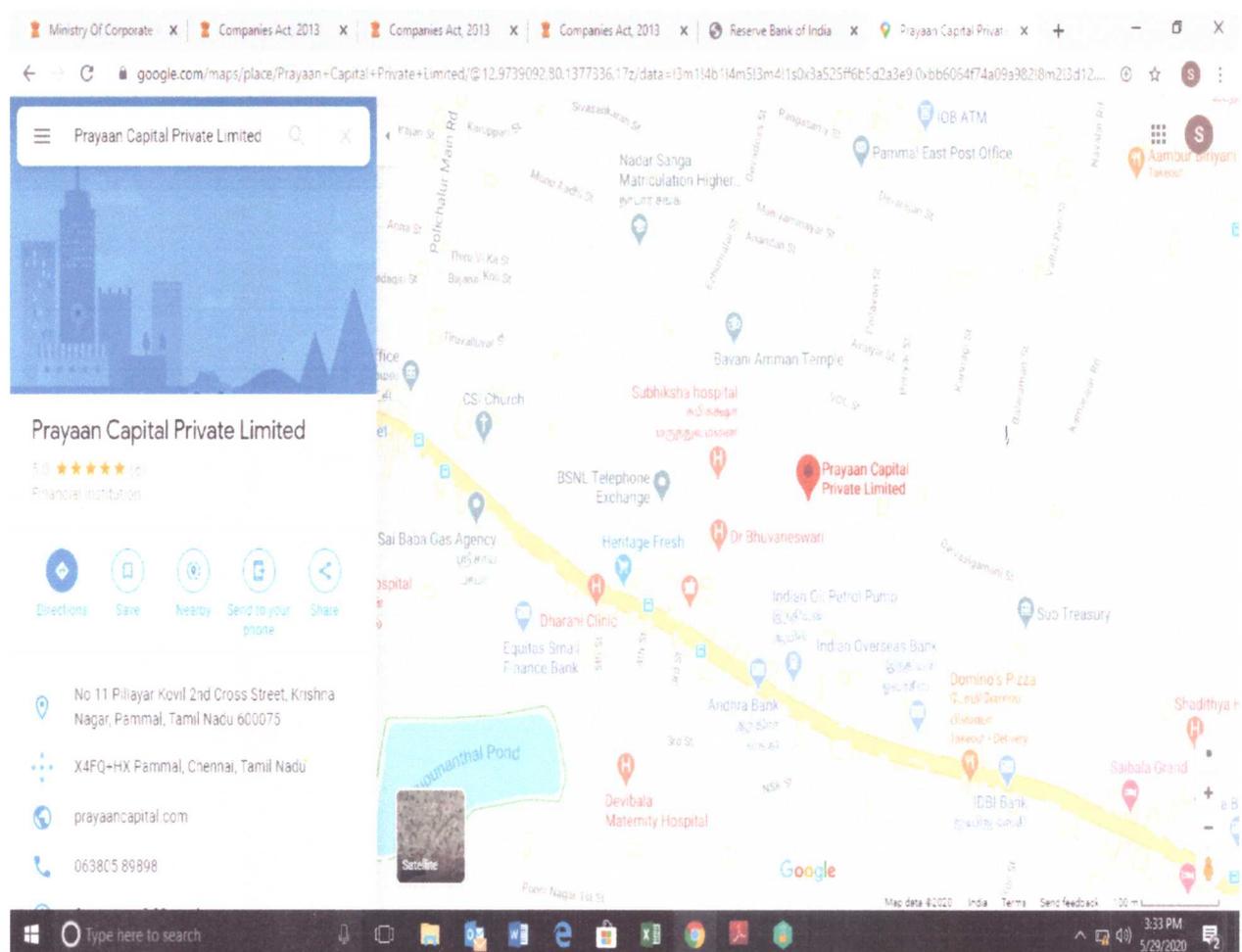
A copy of the draft ESOP Policy will be available for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and holidays, during business hours up to the date of the Meeting.



None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned in the aforesaid Resolution, except to the extent of their entitlements, if any, under the Plan. Your Directors recommend the Ordinary Resolution proposed at Item No. 1 of this Notice for your approval.

## ROUTE MAP

Venue of 2<sup>nd</sup> Annual General Meeting of **PRAYAAN CAPITAL PRIVATE LIMITED** to be held on Friday, 26<sup>th</sup> June, 2020 at the Registered Office of the Company at 06.30 PM (IST)



**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 - 600075

Email Id: [subashree.n@prayaancapital.com](mailto:subashree.n@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 2<sup>nd</sup> Annual General Meeting of the Company, to be held on 26<sup>th</sup> June, 2020 at 06.30 PM (IST) at the registered office of the company and at any adjournment thereof in respect of such resolutions as are indicated below:



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		
<b>Special Business</b>			
1.	Approval of ESOP Policy		

\*Applicable for investors holding shares in Electronic form.

Signed this \_\_\_\_ day of June, 2020

Affix Revenue  
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.



**ATTENDANCE SLIP**

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional attendance slips on request. (Folio Nos., DP ID\*, Client ID\* & Name of the Shareholder / authorized representative / Proxy in BLOCK LETTERS to be furnished below).

<b>Shareholder/proxy holder/ Authorized representative (Name &amp; Address)</b>	<b>DP ID*</b>	<b>Client ID*</b>	<b>Folio</b>	<b>No of shares held</b>

I hereby record my presence at the 2<sup>nd</sup> Annual General Meeting of the Company, held on Friday, 26<sup>th</sup> June, 2020 at the registered office of the Company.

SIGNATURE OF THE SHAREHOLDER OR PROXY OR AUTHORIZED REPRESENTATIVE:

NOTES:

(1) Shareholders / Proxy holders are requested to bring the Attendance Slip with them when they come to the Meeting and hand it over at the gate after affixing their signature on it.

