

NOTICE OF 4TH ANNUAL GENERAL MEETING

Notice is hereby given that the 4th Annual General Meeting of the Members of **PRAYAAN CAPITAL PRIVATE LIMITED** will be held Friday, 24th June, 2022 at 10.30 AM (IST) at the Corporate Office of the Company at New No.71 A/Old No.29, 2nd Floor, Burkit Road, T.Nagar, Chennai - 600017 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, 2022 comprising of the Audited Balance Sheet as at March 31, 2022, Statement of Profit & Loss for the year ended 31st March, 2022 along with Schedules and the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS

1. Appointment of Mr. Akash S Chelvam as Director 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 Section 149, 152 of the Companies Act, 2013 and relevant Rules framed thereunder, Mr. Akash S Chelvam (DIN: 09268805), who was appointed as Additional Director on 01st October, 2021, be and is hereby appointed as Director of the Company."

"RESOLVED FURTHER THAT any of the Directors or Company Secretary be and is hereby authorized to report the regularization of her appointment to concerned regulatory authorities, issue certified true copy of this resolution and do all such other acts, deeds and things that are required to give effect to this resolution."

2. Appointment of Mr. Ishan Pramodkumar Mishra as Director 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 Section 149, 152 of the Companies Act, 2013 and relevant Rules framed thereunder, Mr. Ishan Pramod Kumar Mishra (DIN: 08312434), who was appointed as Additional Director on 12th April, 2022, be and is hereby appointed as Director of the Company."

“RESOLVED FURTHER THAT any of the Directors or Company Secretary be and is hereby authorized to report the regularization of her appointment to concerned regulatory authorities, issue certified true copy of this resolution and do all such other acts, deeds and things that are required to give effect to this resolution.”

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

A handwritten signature in blue ink, appearing to read "Madhanmohan Govindasamy".

**Madhanmohan Govindasamy
Managing Director (05323914)**

Date: 01.06.2022

Place: Chennai

Compliances as per the General Circular No. 14/2020, 20/2020, 2/2022 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 4th 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 10.15 AM (IST)] before the time scheduled for the meeting i.e., 10.30 AM (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
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.




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

Item No. 1

The Board of Directors of the Company at its meeting held on 01st October, 2021 has appointed Mr. Akash S Chelvam as Additional Director of the Company who office is valid till the conclusion of next Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for regularization of Mr. Akash S Chelvam as Director of the Company

Brief profile Mr. Akash S Chelvam is given below for reference of the Members:

Akash Chelvam has an extensive experience of over 15 years in the Banking and Insurance space with a domain expertise in Human Resources and Learning & Development. He has been part of the core teams to setup new geographies and business lines. In his last assignment with RBL Bank he was initially responsible for the Talent Acquisition & Business Partnering for the Agri & Inclusive Banking, taking care of Pan India hiring strategy and execution, also setup Small Business Banking vertical. He has also worked in the Organization Development team, primarily heading the Future Leadership Hiring initiatives for the Bank, along with various other projects spanning Pan India, post which he was seconded to RBL Finserve (erstwhile SwadhaarFinserve) as Head – Human Resources to grow the organization and to develop a robust structure in terms of governance. Having a comprehensive and strategic understanding of Human Resources, business requirements and organizational change he devised and implement coherent HR strategies along with improving internal process & procedures within a demanding environment. For Prayaan, Akash is leading Human Resources, Learning & Development, Administration, Operations, Tele calling and IT Infrastructure.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Akash S Chelvam is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no.1 to be passed as Ordinary Resolution by the Members of the Company.

Item No. 2

The Board of Directors of the Company through circular resolution has appointed Mr. Ishan Pramodkumar Mishra as Additional Director of the Company who office is valid till the conclusion of next Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for regularization of Mr. Ishan as Director of the Company

Brief profile Mr. Ishan is given below for reference of the Members:

Ishan Mishra is the Principal Investment Officer of South Asia for Accion Venture Lab, LP, Accion's seed-stage impact investment initiative in fintech for the underserved. Ishan leads all aspects of Venture Lab's investments work in India, including deal sourcing, due diligence, transaction process management, post-investment support, and industry building. Ishan has more than 15 years of experience across technology product management in the BFSI domain and venture investing across consumer-tech, agriculture, healthcare, and fintech sectors in India, Indonesia, Sri Lanka, and Bangladesh. Prior to joining Accion, Ishan worked at Acumen Fund as a Portfolio Manager focused on driving investments and managing portfolio companies across diverse sectors in India. Prior to Acumen, Ishan brings venture capital investment experience from his time with Brand Capital, the corporate VC arm of India's largest media house, Bennet and Coleman Company Limited as well as Aavishkaar, India's pioneering impact investment fund. He has a degree in Engineering in Information Technology from Sardar Patel College of Engineering and PGP in Management from the Indian School of Business, Hyderabad.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Ishan is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no.2 to be passed as Ordinary Resolution by the Members of the Company.



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.

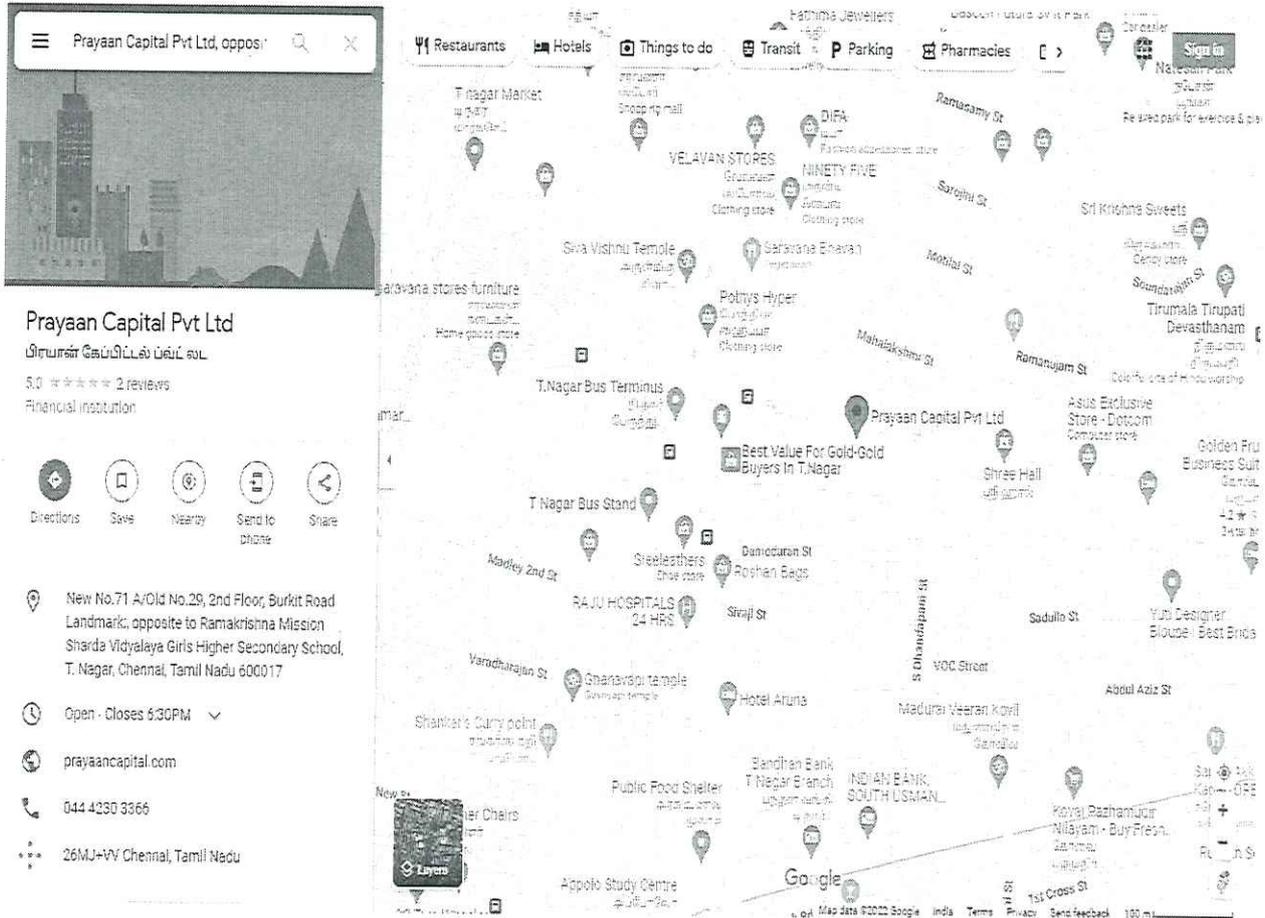
The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting. A Proxy form enclosed herewith. Proxies submitted on behalf of Companies, societies etc., must be supported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

2. Corporate Members are requested to send a duly certified copy of Board Resolution/Authorisation Letter 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 31st March, 2022
 - Auditor's report for the year ended 31st March, 2022
 - Director's report and its annexures



ROUTE MAP

Venue of 4th Annual General Meeting of **PRAYAAN CAPITAL PRIVATE LIMITED** to be held on Friday, 24th June, 2022 at the Corporate Office of the Company at 10.30 AM (IST)



Jadhav

