

NOTICE OF THE 5TH ANNUAL GENERAL MEETING

Notice is hereby given that the 5th Annual General Meeting of the Members of **PRAYAAN CAPITAL PRIVATE LIMITED** will be held on **Friday, June 9, 2023** at the Corporate Office situated at New No.71 A/Old No.29, 2nd Floor, Burkit Road, T.Nagar, Chennai – 600017 **at 10.30 AM (IST)** to transact the following businesses:

ORDINARY BUSINESS**1. Adoption of audited financial statements:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 comprising of the Audited Balance Sheet, Statement of Profit & Loss and the Cash Flow Statement for the financial year ended March 31, 2023 along with Schedules and the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS**2. To increase the Borrowing Limits upto Rs. 100 Crores under section 180(1)(c) of the Companies Act, 2013 – to be passed as SPECIAL RESOLUTION**

“RESOLVED THAT in supersession of all the earlier resolution passed and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or re-enactment(s) thereof, the approval of the members be and is hereby accorded to the Board of Directors (including any Committee duly constituted by the Board or any authority as approved by the Board) to borrow money, as and when required from bank(s), financial institution(s) foreign lender(s), any body corporate entity(ies), authority(ies), through suppliers credit, through any other instruments either in Indian rupees or in such other foreign currencies as may be permitted under law from time to time, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, may exceed the aggregate of the paid-up share capital of the Company and its free-reserves (that is to



say reserves not set apart for any specific purpose) provided that the total amount so borrowed by the Board shall not at any time exceed of Rs. 100 Crores (Rupees One Hundred Crores Only) or limits so prescribed under Section 180(1)(c), as may be amended from time to time, whichever is higher.

RESOLVED FURTHER THAT Mr. G. Madhan Mohan, Managing Director & CEO (DIN: 05323914) of the Company be and is hereby authorized to negotiate limits with the Bankers for availing the funded and non-funded bank limits (including guarantee facilities), determine the terms and conditions including fixing the rate of interest, tenor, etc., for each borrowing and for such purpose create and place fixed deposits as collateral execute loan agreement, Demand Promissory Notes, Pledge / Hypothecation agreement, and other documents and deeds, receipts, acknowledgements and discharge in connection with the borrowings of the Company within the funded and non-funded borrowing limits as prescribed above.

RESOLVED FURTHER THAT the authority be and is hereby granted to issue short term and long term debt instruments of the Company, including by way of issue of Debentures or such other instruments like commercial papers etc., in one or more tranches, such that the total outstanding borrowing by way of issue of such instruments outstanding at any one point of time shall not exceed aforesaid limit

RESOLVED FURTHER THAT Mr. G. Madhan Mohan, Managing Director & CEO (DIN: 05323914) of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any other persons as he may deem fit subject to the provisions of the Companies Act, 2013”

3. To approve the creation of Charges / Mortgage properties of the Company under Section 180(1)(a) of the Companies Act, 2013 - to be passed as SPECIAL RESOLUTION

“RESOLVED THAT in supersession of all earlier resolutions passed in this regard and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and the rules made thereunder, including any statutory modifications thereof for the time being in force, the consent of the members be and is hereby accorded to the Board of Directors (including any Committee duly constituted by the Board or any authority as approved by the Board) for creation of charge /



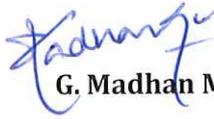
mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and / or non convertible debentures with or without detachable or nondetachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, subject to the maximum limit of **Rs. 115 Crores (Rupees One Hundred and Fifteen Crores Only)** at any point of time, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. G. Madhan Mohan, Managing Director & CEO (DIN: 05323914) of the Company be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as he may in his absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.



RESOLVED FURTHER THAT Mr. G. Madhan Mohan, Managing Director & CEO (DIN: 05323914) of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any other persons as he may deem fit subject to the provisions of the Companies Act, 2013”

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


G. Madhan Mohan

Managing Director & CEO

DIN: 05323914

Date: 17-May-2023

Place: Chennai

NOTES:

- 1) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) relating to Special Business to be transacted at the Annual General Meeting (“AGM”) is annexed hereto. The Board of Directors have considered and decided to include the Item No. 2 & 3 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature;
- 2) The Ministry of Corporate Affairs (MCA) vide General Circular No. 14/2020 dated 08.04.2020, General Circular 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 Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) till September 30, 2023. In accordance with the said circulars of the MCA and applicable provisions of the Companies Act, 2013, though the Annual General Meeting is being held physically at the Corporate Office of the Company, the option to participate through Other Audit Visual Means (OAVM) is also being provided. 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 to Mr. G. Madhan Mohan, Managing Director / Mrs. Sindhuja AM, Company Secretary and Compliance



Officer of the Company at their email address - Madhan.mohan@prayaancapital.com / Sindhuja.a@prayaancapital.com, respectively

- 3) Corporate Members intending to send their authorized representative(s) to attend the Annual General Meeting are requested to send a certified copy of Board Resolution or authorization letter, authorizing their representative to attend and vote at the Annual General Meeting, either to the Company in advance or submit the same at the venue of the General Meeting;
- 4) Copy of the Annual Report along with the AGM Notice is made available at the website of the Company - www.prayaancapital.com

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT

1. Convenience of different persons positioned in different time zone is considered while fixing the timing of the Meeting.
2. In accordance with the MCA's General Circular No. 20/2020 dated 05.05.2020 read with General Circular No. 10/2022 dated 28.12.2022, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company.
3. Members who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at Sindhuja.A@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 Sindhuja.A@prayaancapital.com / info@prayaancapital.com;



PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

4. Members will be provided with the facility to attend the AGM through VC / OAVM by Zoom platform. Members may join the meeting using their registered email address through a meeting invite which will be sent to them in advance;
5. 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;
6. The Members may contact Mrs. Tharashree, Head of Technology on +91 9884163647 / Tharasree.amarnath@prayaancapital.com for any technology assistance required before or during the meeting;
7. 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;
8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act
9. 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 Sindhuja.A@prayaancapital.com
10. 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. 2 & 3:**

The Company requires to borrow funds from time to time to meet both its short term and long terms business objectives, from various external agencies like banks, financial institutions, bodies corporate, individuals or other kind of lenders.

Currently the Company is having a borrowing limit of Rs. 36 Crores, which was approved by the members in the Extra Ordinary General Meeting of the Company held on October 22, 2019. To enhance the business operations, considering the business plans and the growing fund requirements of the company, it is proposed to increase the limits under Section 180(1)(c) upto Rs. 100 Crores and limits under Section 180(1)(a) upto Rs. 115 Crores.

The Ministry of Corporate Affairs (MCA) has exempted Section 180 of the Companies Act, 2013 to private companies vide its Notification No. G.S.R. 464(E) dated June 5, 2015 and Notification No. G.S.R. 583(E) dated June 13, 2017. Accordingly, though the company is exempt from the provisions of Section 180, as a good governance practice, it is proposed to obtain the approval of the shareholders at the forthcoming Annual General Meeting for increasing the limits as above. The board has accorded its approval for this increase in borrowing limits in its 42nd Meeting held on May 17, 2023 and proposes this resolution to the shareholders for their approval.

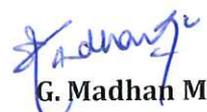
None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be concerned or interested financially or otherwise in the resolution set out at item no. 2 & 3 of this Notice except to the extent of their shareholding in the company, if any.

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



Date: 17-May-2023

Place: Chennai


G. Madhan Mohan
Managing Director & CEO
DIN: 05323914

ROUTE MAP FOR THE VENUE OF THE 5TH ANNUAL 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)



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: info@prayaancapital.com Telephone Number: +91 044-42303366

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 :	
Address:	
E-mail Id:	
Signature, or failing him	
Name :	
Address:	
E-mail Id:	
Signature , or failing him	
Name :	
Address:	
E-mail Id:	
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 5th Annual General Meeting of the Company, to be held on Friday, June 9, 2023 at 10.30 AM (IST) at the corporate office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

*Applicable for investors holding shares in Electronic form.



Sl. No.	Resolution(S)	Vote	
		For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 comprising of the Audited Balance Sheet, Statement of Profit & Loss and the Cash Flow Statement for the financial year ended March 31, 2023 along with Schedules and the Reports of the Board of Directors and Auditors thereon		
Special Business			
2.	To increase the Borrowing Limits upto Rs. 100 Crores under section 180(1)(c) of the Companies Act, 2013		
3.	To approve the creation of Charges / Mortgage properties of the Company under Section 180(1)(a) of the Companies Act, 2013		

Signed this _____ day of

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 in all respects 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.
3. A proxy shall not have the right to speak at such meeting and shall not be entitled to vote except on a poll
4. Please fill up all the details for the proxy to be considered valid;

