

NOTICE TO MEMBERS

Notice is hereby given that the 1st Extra-Ordinary General Meeting of **PRAYAAN CAPITAL PRIVATE LIMITED** will be held on **Saturday, 15th December, 2018 at 04.00 PM** at the Registered Office of the Company situated at No. 11, Pillayar Koil 2nd Cross Street, Krishna Nagar, Pammal, Chennai – 600 075, to transact the following business:

SPECIAL BUSINESS

1. INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, pass the following resolution as a **Special Resolution** with or without modifications:

“RESOLVED THAT pursuant to the provisions of Section 13 sub-section (1), read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) 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.10,00,000/- (Rupees Ten Lakhs) divided into 1,00,000 (One Lakh) Equity Shares of face value of Rs. 10/- (Rupees Ten) each to Rs.3,00,00,000/- (Rupees Three Crores only) divided into 30,00,000 (Thirty Lakhs) Equity Shares 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.3,00,00,000/- (Rupees Three Crores only) divided into 30,00,000 (Thirty Lakhs) Equity Shares 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.

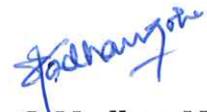


But the Company shall have power to increase or reduce its capital; and to divide the shares in the capital for the time being into several classes, and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be permissible by law and as 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 for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby severally authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate."

By the order of Board

For Prayaan Capital Private Limited



G. Madhan Mohan
Director
(DIN: 05323914)

Date : 13.12.2018

Place: Chennai

Important 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. Intimation of any change of address should be given to the Company immediately.
3. 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.
4. 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.
5. 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.
6. Relevant documents referred to the accompanying notice are open for inspection by the Members at the registered office of the Company.
7. This meeting is convened at shorter notice. The consent of the members as stipulated under Companies Act, 2013 have been duly obtained by the Company.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) sets out all material facts relating to the Special business of the accompanying Notice dated

Item No.1: Increase in the Authorised Share Capital and alteration of Capital Clause in the Memorandum of Association of the Company

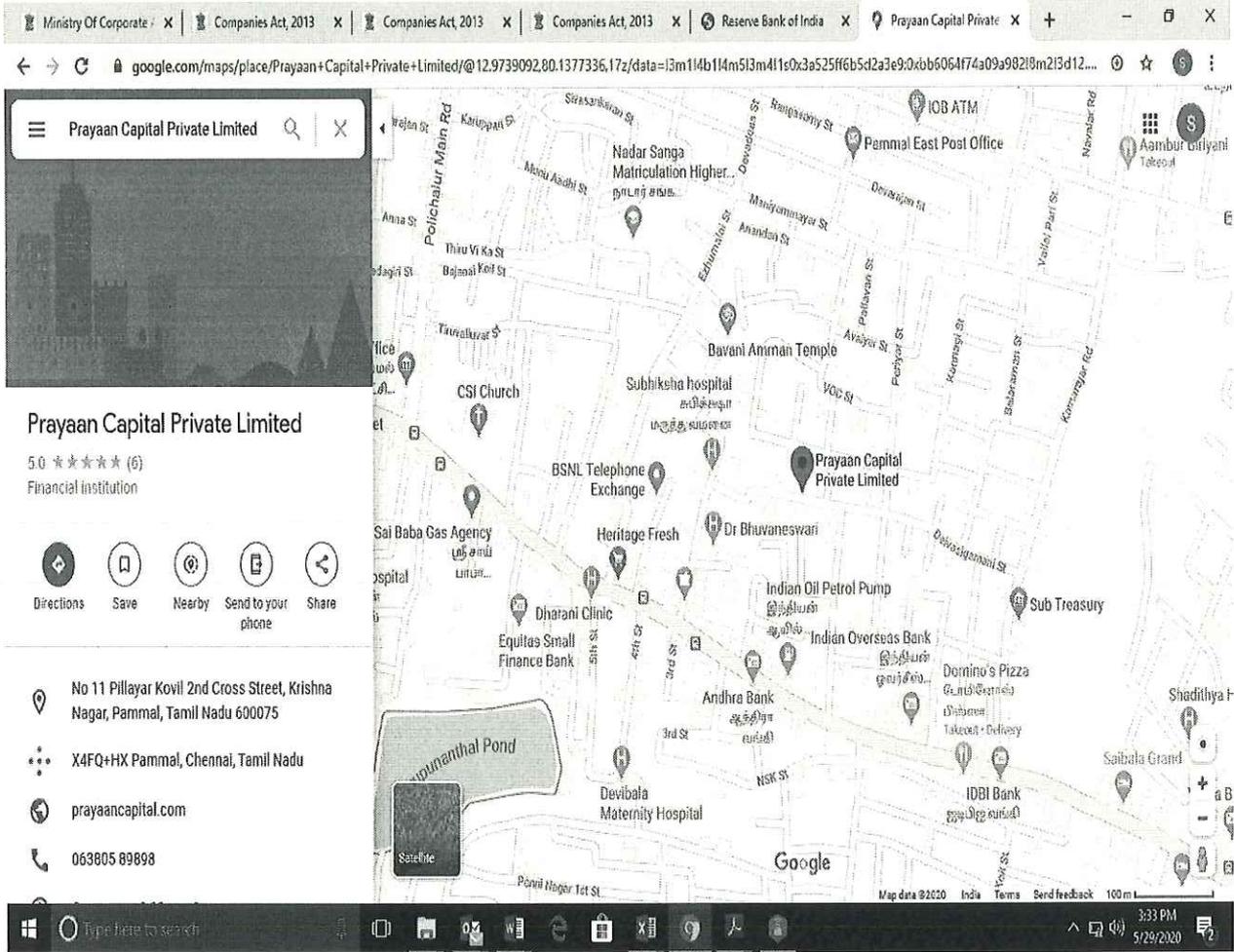
It is proposed to increase the Authorised Share Capital from existing Rs. 10,00,000/- (Rupees Ten Lakhs) divided into 1,00,000 (One lakh) Equity Shares of face value of Rs. 10/- (Rupees Ten) each to Rs. 3,00,00,000/- (Rupees Three Crores only) divided into 30,00,000 (Thirty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

The resolution seeks approval of Members to increase the Share Capital and to amend the said Clause.

The Board of Directors recommends the passing of this Resolution by ordinary resolution.

None of the Directors of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution.

Venue of Extra-Ordinary General Meeting of the **PRAYAAN CAPITAL PRIVATE LIMITED** to be held on Saturday, 15th December, 2018 at 04.00 PM at the Registered Office of the company.



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 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 1st Extra-ordinary General Meeting of the Company, to be held on 15th December, 2018 at 04.00 PM 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
Special Business:			
1.	Increase in the Authorised Share Capital and alteration of Capital Clause in the Memorandum of Association of the Company		

*Applicable for investors holding shares in Electronic form.

Signed this ____ day of December, 2018

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.