

NOTICE OF THE 11TH EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 11th Extra Ordinary General Meeting of the Members of **PRAYAAN CAPITAL PRIVATE LIMITED** will be held on **Monday, November 20, 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)** with an option to participate through VC / OAVM, to transact the following businesses at Shorter Notice:

SPECIAL BUSINESS**1. To approve the alteration of Objects Clause of the Memorandum of Association**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) and subject to the approvals of the the Registrar of Companies, Chennai, the consent of the members be and is hereby accorded to amend the Memorandum of Association of the Company as below:

Clause III (A) – Main Objects Clause, is amended by inserting the below sub-clause (2) after the existing sub-clause (1)

(2) To act as Corporate Agent by having tie up with Insurance Companies for servicing, soliciting and distributing of Composite Insurance Products

RESOLVED FURTHER THAT the Company Secretary and Directors of the Company are severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies, Chennai or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company”

By order of the Board
For Prayaan Capital Private Limited



Sindhuja A M
Sindhuja A M

Company Secretary & Compliance Officer

Date: 13-Nov-2023

Place: Chennai

NOTES:

- 1) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out the material facts concerning the business mentioned in the accompanying notice is annexed and forms part of this Notice. The Board of Directors of the Company at its meeting held on November 10, 2023 considered that the Special Business being considered unavoidable, be transacted at the EGM of the Company.
- 2) The Ministry of Corporate Affairs (MCA) vide General Circular No. 09/2023 dated 25.09.2023 read with General Circular No. 14/2020 dated 08.04.2020, 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 General Meetings through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till September 30, 2024. The Extra Ordinary General Meeting is being held physically at the Corporate Office of the Company, with an option given to the members to participate through Other Audit Visual Means (OAVM) in accordance with the said circulars of the MCA and applicable provisions of the Companies Act, 2013. **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 Mrs. Sindhuja AM, Company Secretary and Compliance Officer of the Company at Sindhuja.a@prayaancapital.com. Based on your request the link for participating in the meeting through VC / OAVM shall be shared via email.**
- 3) Since the facility to participate through OAVM is being provided to this EGM, the facility for appointment of proxy by the members will not be available and hence the Proxy Form is not annexed to this Notice. Attendance of members participating through OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act;
- 4) Corporate Members intending to authorize their representative(s) to attend the Extra Ordinary General Meeting are requested to send a certified copy of Board Resolution or authorization letter, authorizing their representative to attend and vote at the Extra Ordinary General Meeting, either to the Company in advance or submit the same at the venue of the General Meeting;
- 5) Convenience of different persons positioned in different time zone is considered while fixing the timing of the Meeting.
- 6) In accordance with the above said General Circulars of the MCA, owing to the difficulties involved in dispatching of physical copies of the Notice of EGM, the same is being sent in electronic mode to Members whose e-mail address is registered with the Company.
- 7) 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;

- 8) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which directors are interested maintained under Section 189 of the Act will be available for inspection by members physically at the Corporate Office and electronically during the time of EGM.
- 9) Route Map of the Venue (Corporate Office) is provided along with this Notice for the convenience of the members who intend to attend this meeting physically.

PROCEDURE FOR JOINING THE EGM THROUGH VC / OAVM:

1. Facility to attend the EGM through VC / OAVM via Zoom platform shall be provided to the members based on their prior request. The Members may join the meeting using their registered email address through a meeting invite which will be sent to them in advance based on their request;
2. 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;
3. The Members may contact Mr. Senthil, Assistant Manager - IT, on +91 9445124179 / itadmin@prayaancapital.com for any technology assistance required before or during the meeting;
4. 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;
5. Voting on the resolutions shall be conducted on poll unless otherwise agreed upon by the Investor (Sub-K) in accordance with the Articles of Association. In case of Poll, the Members participating through VC / OAVM 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.
6. 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:**

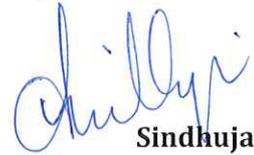
It is proposed by the Company to also carry on the business of servicing, soliciting and distributing composite insurance products by having tie up with insurance Companies and act as Corporate Insurance Agent. In the 44th Board Meeting held on 17-Aug-2023, approval of the Board was accorded to carry on the said insurance business. To facilitate the above, in the 45th Board Meeting held on 10-Nov-2023 approval of the Board was accorded to amend the Main Objects Clause of the Memorandum of Association by including sub-clause (2) under the existing sub-clause (1) of Clause III (A), as mentioned in the resolution in Item No. 1

In terms of Section 4 and 13 of the Act, the consent of the members by way of Special Resolution is required for change in objects clause of the Memorandum of Association of the Company. The Board recommends passing of the resolution set out at Item No. 1 as a Special Resolution.

None of the Directors or the Key Managerial Persons of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution as set out at the accompanying Notice except to the extent of their shareholding.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members at the Corporate Office of the Company situated at New No.71 A/Old No.29, 2nd Floor, Burkit Road, T.Nagar, Chennai – 600017, during the business hours i.e., between 9.30 AM to 6.30 PM on all working days (except Sunday)

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



Sindhuja A M

Company Secretary & Compliance Officer

Date: 13-Nov-2023

Place: Chennai

ROUTE MAP FOR THE VENUE OF THE 11TH EXTRA ORDINARY 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)

