

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the 5th Extra-ordinary General Meeting of the Members of Prayaan Capital Private Limited (the "Company") will be held on Tuesday, 28th January, 2020, at 5.00 p.m. at the Registered office of the Company situated at No. 11, Pillayarkoil, 2nd Street, Krishna Nagar, Pammal, Chennai- 600075 to consider and transact the following business:

SPECIAL BUSINESS:**Item No.1:****To approve and adopt the restated and amended Memorandum of Association and Articles of Association of the Company**

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

"RESOLVED THAT pursuant to Section 4, 5, 13 and 14 and other applicable provisions of the Companies Act, 2013 read along with the rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the terms of the share subscription agreement and the shareholders' agreement dated 06.01.2020 entered into by the Company, the unanimous consent of the members of the Company be and is hereby accorded to adopt the amended and restated Memorandum of Association and the Articles of Association of the Company (drafts of which is placed before the members and initialed by the Chairman for the purpose of identification), in substitution of and to the exclusion of the existing Memorandum of Association and Articles of Association of the Company."

"RESOLVED FURTHER THAT Mr. G Madhan Mohan MD & CEO of the Company and Mr. Akash Chelvam, Chief Operating Officer of the Company be and is hereby jointly and severally authorized for and on behalf of the Company to file the amended and restated Memorandum of Association and Articles of Association of the Company and to sign and to file prescribed forms, returns, documents, applications, notifications, deeds and any other necessary documents with all authorities including the Registrar of Companies, Chennai along with payment of the requisite fees in respect of such adoption of the amended and restated Memorandum of Association and Articles of Association of the Company and to carry any amendments or modifications as may be directed by any statutory authority and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."



“RESOLVED FURTHER THAT Mr. G. Madhan Mohan, MD & CEO of the Company, Mr. Akash Chelvam, Chief Operating Officer of the Company and Mr. G. Alagarsamy, the Company Secretary of the Company, be and is hereby jointly and severally authorized to do all such acts, matters, deeds and things as may be necessary for the purpose of giving full effect to these resolutions including providing copies of the aforesaid resolutions, certified as true, as may be required.”

**By Order of the Board of Directors
For Prayaan capital Private Limited**



Place: Chennai
Date: 27th January, 2020



**G MADHAN MOHAN
MD & CEO
DIN: 05323914**

EXPLANATORY STATEMENT UNDER SECTION 102(2) OF THE COMPANIES ACT, 2013:

Item No. 1

As per the provisions of Shareholders' Agreement dated January 4, 2020 ("SHA") and Share Subscription Agreement dated January 4, 2020 ("SSA"), the articles of association of the Company needs to be altered to give effect to the various clauses of the SHA. As per the provisions of Sections 4, 5, 13 and 14 of the Companies Act, 2013, any alteration of the memorandum of association or articles of association by way of inserting new clauses or deleting existing clauses or amending existing articles requires special majority of the members of the Company by passing a resolution at a general meeting of the Company.

The directors recommend the resolution proposed vide item No. 1 of the notice be passed and approved by special majority of the members.

None of the directors or key managerial personnel of the Company or their relatives is/are in any way concerned or interested financially or otherwise in the proposed resolution, except as shareholders of the Company.

A copy of the altered and restated memorandum of association and articles of association will be available for inspection by the members at the registered office of the Company between 10:00 a.m. to 5:00 p.m. on all working days from the date hereof up to the date of the meeting.

**By order of the Board For and on behalf of
Prayaan capital Private Limited**



**G MADHAN MOHAN
MD & CEO
DIN: 05323914**

Place: Chennai
Date: 27th January, 2020