

NOTICE OF 8th EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 8th Extra-ordinary General Meeting of the Members of **PRAYAAN CAPITAL PRIVATE LIMITED** will be held on Thursday, 23rd February, 2023 at 10:30 AM (IST) at the Corporate office of the Company situated at New No.71 A/Old No.29, 2nd Floor, Burkit Road, T. Nagar, Chennai-600017 to transact the following businesses:

SPECIAL BUSINESS**1. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CLAUSE 5 OF THE MEMORANDUM OF ASSOCIATION:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 61, 64 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder, as amended from time to time (including statutory modification or re-enactment thereof for the time being in force) read with Articles of Association of the Company, the consent of the shareholders of the Company, be and is hereby accorded to alter and increase the authorized share capital of the Company from INR 14,00,00,000/- (Indian Rupees Fourteen Crores Only) divided into 1,00,00,000 Equity Shares of face value of Rs.10/- each and 40,00,000 0.001% Compulsory Convertible Preference Shares of Rs. 10/- each to INR 15,50,00,000/- (Indian Rupees Fifteen Crores and Fifty Lakhs Only) divided into INR 10,00,00,000 /- (Indian Rupees Ten Crores Only) Equity Share Capital comprising 1,00,00,000 (One Crore) Equity Shares of face value of Rs.10/- each and INR 5,50,00,000 /- (Indian Rupees Five Crores and Fifty Lakhs Only) Preference Share Capital comprising 55,00,000, 0.001% Compulsory Convertible Preference Shares of Rs. 10/- each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby amended 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. 15,50,00,000/- (Rupees Fifteen Crores and Fifty Lakhs) divided into 1,00,00,000 (One Crore) Equity Shares of face value of Rs.10/- (Rupees Ten) each and 55,00,000 0.001% Compulsory Convertible Preference Share of Rs. 10/- 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 the Directors of the Company be and are hereby severally authorized to take such further steps, acts, deeds, matters and things as may be necessary to give effect to the resolutions and as are required for any of the transactions contemplated in the resolutions, and to ensure compliance with the relevant provisions of any statute, legislation, enactment or any rule or regulation and to sign such, affidavits, declarations, documents, forms, declarations or other papers that may be required.”

RESOLVED LASTLY THAT the Directors of the Company be and are hereby severally authorized to issue a certified true copy of this resolution.”

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

A handwritten signature in blue ink, appearing to read "Akash S Chelvam".

**Akash S Chelvam
Director & COO
DIN: 09268805**

Date: 17-02-2023

Place: Chennai

Compliances as per the General Circular No. 14, 17, 22, 33 and 39 of 2020 and 10/2021 and 11/2022 of Ministry of Corporate Affairs – Participation of Members through Other Audio-Visual Means in the Extra-ordinary 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 8th Extra-ordinary 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-Manageial 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 madhan.mohan@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.

A handwritten signature in blue ink, appearing to read "A. Chelvan", written over a horizontal line.

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

Item No. 1 – Increase in authorized share capital of the Company and Alteration of Clause 5 of the Memorandum of Association

a) Meaning, Scope & Implication of the items of the business:

In order to meet the funding requirements and to meet the strategic and business objectives of the Company, the Board of Directors of the Company at its meeting held on 17.02.2023 approved the proposal to alter and increase the existing Authorized Capital of the Company from INR 14,00,00,000/- (Indian Rupees Fourteen Crores Only) divided into 1,00,00,000 Equity Shares of face value of Rs.10/- each and 40,00,000 0.001% Compulsory Convertible Preference Shares of Rs. 10/- each to INR 15,50,00,000/- (Indian Rupees Fifteen Crores and Fifty Lakhs Only) divided into INR 10,00,00,000 /- (Indian Rupees Ten Crores Only) Equity Share Capital comprising 1,00,00,000 (One Crore) Equity Shares of face value of Rs.10/- each and INR 5,50,00,000 /- (Indian Rupees Five Crores and Fifty Lakhs Only) Preference Share Capital comprising 55,00,000, 0.001% Compulsory Convertible Preference Shares of Rs. 10/- each.

The Board of Directors recommends the passing of this resolution as an ordinary resolution.

In terms of Section 61 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, approval of the shareholders by way of an ordinary resolution is required for the said alteration in Capital clause of Memorandum of Association.

b) Interest of Director, Key Managerial Personnel and their relatives:

None of the

- i. Director
- ii. Key Managerial Personnel (CEO, CFO & CS)
- iii. Relatives of the persons mentioned in i & ii.

is interested in the above said resolution, except for the shareholding, if any, held by them in the Company.



Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member.
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 the 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 document is attached with the Notice:
 - Draft of Altered Memorandum of Association

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



**Akash S Chelvam
Director & COO
DIN: 09268805**

Date: 17.02.2023

Place: Chennai

ROUTE MAP

Venue of 8th Extra-ordinary General Meeting of **PRAYAAN CAPITAL PRIVATE LIMITED** to be held on Thursday, 23rd February, 2023 at the Corporate Office of the Company at 10:30 AM (IST)



Prayaan Capital Pvt Ltd

பிரயான் கேப்பிட்டல் ப்ரீவட் லிட்

5.0 ★★★★★ 2 reviews

Financial institution

- 
Directions
- 
Save
- 
Nearby
- 
Send to phone
- 
Share

📍 New No.71 A/Old No.29, 2nd Floor, Burkit Road
Landmark, opposite to Ramakrishna Mission
Sharda Vidyalaya Girls Higher Secondary School,
T. Nagar, Chennai, Tamil Nadu 600017

🕒 Open · Closes 6:30 pm ▾



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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 :	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 8th Extra-ordinary General Meeting of the Company, to be held on Thursday, 23rd February, 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.



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Sl. No.	Resolution(S)	Vote	
		For	Against
Special Business:			
1.	Increase in authorized share capital of the Company and Alteration of Clause 5 of the Memorandum of Association		

Signed this ____ day of _____ 2023

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.



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