

NOTICE OF 7th EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 7th Extra-ordinary General Meeting of the Members of **PRAYAAN CAPITAL PRIVATE LIMITED** will be held **Thursday, 28th October, 2021** at **5:30 PM (IST)** at the Corporate office of the Company situated at 52/8, 3rd Floor, North Boag Road, Opp: Singapore Embassy, T Nagar, Chennai-600017 to transact the following businesses:

SPECIAL BUSINESSES**1. ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY**

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

“RESOLVED THAT pursuant to Sections 5, 14 and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the terms of the amended Share Subscription Agreement dated 24th August, 2021 and amended Shareholders’ Agreement dated 24th August, 2021, the consent of the Shareholders of the Company be and hereby accorded to alter the Articles of Association of the Company and approve the restated Articles of Association as placed before the meeting in substitution of and in exclusion of the existing articles of association of the Company.”


“RESOLVED FURTHER THAT any of the directors of the Company and Company Secretary be and is hereby jointly and severally authorized for and on behalf of the Company to file the amended and restated 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 articles of association of the Company.”



“RESOLVED FURTHER THAT Mr. G. Madhan Mohan, MD &CEO of the Company, Mr. Akash Chelvam, Chief Operating Officer of the Company and the Company Secretary of the Company, be and is/are 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 the order of board
For Prayaan Capital Private Limited**




Madhan Mohan Govindasamy
Managing Director & CEO
DIN: 05323914

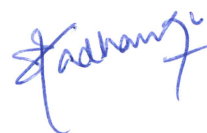
Date: 05.10.2021

Place: Chennai

Compliances as per the General Circular No. 14, 17, 22, 33 and 39 of 2020 and 10/2021 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 6th 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-Managerial Personnel, Statutory Auditors, Directors and Promoters.
5. The facility to participate in the meeting will be kept open for 15 minutes [from 5:15 PM (IST)] before the time scheduled for the meeting i.e., 5:30 PM (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 subashree.n@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 "Subashree".

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

Item No. 1 – Alteration of Articles of Association of the Company

The Board of Directors in its meeting held on 01st October, 2021 discussed and decided to alter the Articles of Association in accordance with the Amended Share Subscription Agreement and Amended Shareholders Agreement dated 24th August, 2021 executed with Accion Venture Lab, LP and Accion Africa-Asia Investment Company and accorded its consent for the restated Articles of Association of the Company.

Accordingly, consent of Members is sought for passing **Special Resolution** as set out at Item No.1 of the Notice.

None of the directors and their relatives in any way, concerned or interested, financially or otherwise, in the resolution set at item No.1 of the Notice.

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. Corporate Members are requested to send a duly certified copy of 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

A handwritten signature in blue ink, appearing to read "Sadhana".

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:
 - Restated Articles of Association



Radhanzi

ROUTE MAP

Venue of 7th Extra-ordinary General Meeting of **PRAYAAN CAPITAL PRIVATE LIMITED** to be held on Thursday, 28th October, 2021 at the Corporate Office of the Company at 5:30 PM (IST)



Prayaan Capital Pvt Ltd
 பிராயான் கேப்பிடல் ப்ரైவட் லிட்
 5.0 ★★★★★ 2 reviews
 Financial institution

52/8, Third Floor, N Boag Rd, T. Nagar, Chennai, Tamil Nadu 600017

Open now: 9:30am–6:30pm

prayaancapital.com

044 4230 3366

26WW+P2 Chennai, Tamil Nadu

Suggest an edit

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Suggest an edit



Jadhavji

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: subashree.n@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 _____ Equity 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 7th Extra-ordinary General Meeting of the Company, to be held on Thursday, 28th October, 2021 at 5:30 PM (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.



Subashree N

Sl. No.	Resolution(S)	Vote	
		For	Against
Special Business:			
1.	Alteration of Articles of Association		

Signed this ____ day of _____ 2021

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.



Radhanzi