

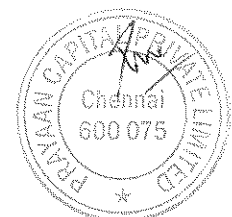
**NOTICE OF 9<sup>TH</sup> EXTRA-ORDINARY GENERAL MEETING AT SHORTER NOTICE**

Notice is hereby given that the 9<sup>th</sup> Extra-ordinary General Meeting of the Members of **PRAYAAN CAPITAL PRIVATE LIMITED (“Company”)** will be held on Thursday, 16<sup>th</sup> March, 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. APPROVAL FOR ISSUE AND OFFER OF 100 (ONE HUNDRED) EQUITY SHARES AND 31,13,077 (THIRTY ONE LAKH THIRTEEN THOUSAND AND SEVENTY SEVEN) COMPULSORILY CONVERTIBLE CUMULATIVE PREFERENCE SHARES ON A PRIVATE PLACEMENT BASIS:**

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

**“RESOLVED THAT** pursuant to (i) section 42 and 55 of the Companies Act, 2013 (**“the Act”**), Companies (Prospectus and Allotment) Rules, 2014 and Companies (Share Capital and Debenture) Rules, 2014, as amended from time to time; (ii) all applicable rules, regulations and guidelines issued by the Reserve Bank of India under the Foreign Exchange Management Act, 1999; (iii) all other laws as may be applicable from time to time, if any; and (iv) the articles of association of the Company, the consent of the shareholders of the Company be and is hereby accorded to offer and issue of (a) **100 (One Hundred) Equity Shares** of face value **INR 10 (Indian Rupees Ten only)** each at a premium of **INR 51.32/- (Indian Rupees Fifty One and Thirty Two paise only)** per share, at a per share issue price of **INR 61.32 /- (Indian Rupees Sixty One and Thirty Two paise only)**; and (b) **31,13,077 (Thirty One Lakh Thirteen Thousand and Seventy Seven) Compulsorily Convertible Cumulative Preference Shares** of face value **INR 10/- (Indian Rupees Ten only)** each at a premium of **INR 51.32/- (Indian Rupees Fifty One and Thirty Two paise only)** per share, at a per share issue price of **INR 61.32 /- (Indian Rupees Sixty One and Thirty Two paise only)** (**“CCPS”**), to below mentioned identified person on a private placement basis (**“Proposed Offer”**):

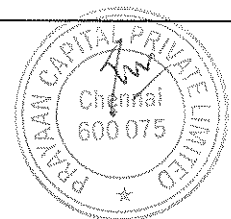


Name and address of the Proposed Offeree	No. of Shares	Consideration (in INR)
Sub-K Impact Solutions Limited: 3rd Floor, Surabhi Arcade, Troop Bazar, Bank Street, Koti Hyderabad - 500001	100 Equity Shares	6,132
	31,13,077 CCPS	19,08,93,882
<b>Total</b>	<b>100</b>	<b>19,09,00,014</b>

**RESOLVED FURTHER THAT** the terms of the Equity Shares and CCPS to be issued shall be as set out in the shareholders' agreement of the Company dated March 9, 2023 ("SHA"), as placed before the members and initialed by the chairman for the purpose of identification, including the following terms that applies to the CCPS;

Sl. No.	Characteristics	Terms of CCPS
<i>Capitalized terms in this table, unless specifically defined herein, shall have the same meaning as set out in the SHA.</i>		
1	<b>Priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares</b>	The dividends with respect to the CCPS shall be paid by the Company in preference to the holders of Equity Shares. In the event that any dividend payable in respect of the CCPS is accrued but unpaid, then no dividend may be paid in respect of equity shares of the Company until all such accrued but unpaid dividends in respect of the CCPS are paid in full.
2	<b>Participation in surplus fund</b>	Not applicable. As per Clause 16 of the SHA, following the payment of the Liquidation Preference Amount and subject to Applicable Law, the remaining Total Liquidation Proceeds from the Liquidation Event shall be available for distribution to the other Shareholders holding Preference Shares and Equity Shares of the Company, in proportion to their shareholding in the Company on a Fully Diluted Basis.
3	<b>Participation in surplus assets and profits, on</b>	Same as above.

	winding-up which may remain after the entire capital has been repaid	
4	Payment of dividend on cumulative or non-cumulative basis.	The CCPS shall carry a preferential cumulative dividend of 0.001% (zero point zero zero one percent) per annum (the “Dividend Rate”)
5	Conversion of preference shares into equity shares	<p><b>Optional Conversion:</b></p> <p>At any time, the holder of the CCPS shall have the right but not the obligation to convert all or any of the CCPS held by them, as the case may be, into fully paid Equity Shares of the Company, at a conversion price that equals to the subscription price per CCPS paid (“Investor Conversion Price”), subject to certain adjustments as set out under the SHA. Accordingly, the holders of the CCPS shall be entitled to convert each CCPS into 1 (One) Equity Share of the Company (“Investor Conversion Ratio”). The option to convert can be exercised by giving written notice of 30 (Thirty) days to the Company prior to the anticipated conversion date, conveying its intention to convert and requesting the Company to take the necessary steps to effect conversion.</p> <p><b>Mandatory Conversion:</b></p> <p>The CCPS outstanding on the Mandatory Conversion Date shall be mandatorily and automatically converted to fully paid-up Equity Shares at the Investor Conversion Price.</p>
6	Voting rights	Subject to Applicable Laws and except as provided in the SHA, the holders of the CCPS shall be entitled to the same voting rights as Equity Shares on an as if converted basis.
7	Redemption of preference shares.	Nil.
8	Additional Rights	As per the terms of the SHA

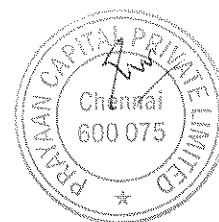


**RESOLVED FURTHER THAT** the draft of the private placement offer letter in Form PAS - 4 as prepared in accordance with the provisions of the Act and any other rules enacted thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, along with other relevant annexures, application forms and documents in relation to the Proposed Offer (“**Offer Letter**”), as placed before the members and initialed by the Chairman for the purpose of identification to be issued to the Proposed Offeree, be and is hereby approved for issuance to the Proposed Offeree; and a record of private placement offer in the format PAS-5 in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014 as placed before the members and initialed by the Chairman for the purpose of identification, be and is hereby approved and adopted, and Mr. Madhan Mohan Govindasamy, Managing Director and CEO and Mr. Akash S Chelvam, Director of the Company (“**Authorised Persons**”) be and are hereby severally authorized to issue the same to the above said Proposed Offeree.

**RESOLVED FURTHER THAT** the entire amount representing the value of the securities to be allotted pursuant to the Proposed Offer shall be payable at the time of subscription to the abovementioned CCPS and Equity Shares (as the case may be), making the securities fully paid up at the time of allotment. Pursuant to Section 42(6) of the Act and rules made thereunder, the investment amount shall be kept in a separate bank account.

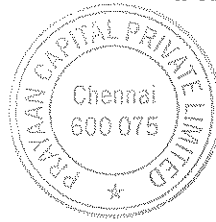
**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Authorised Persons be and are hereby severally authorized to take all such steps and to do all such other acts, deeds, matters and things as may be necessary including and to accept any alteration(s) or amendment(s) or correction (s) or modification(s) in the relevant documents as he may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to issue and offer the said securities.

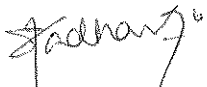
**RESOLVED FURTHER THAT** the Authorised Persons be and are hereby severally authorized to (a) sign and file all the necessary forms and other necessary documents as may be required by the statutory authorities including the relevant forms to the Registrar of Companies (“**ROC**”), (b) sign, issue and deliver the Offer Letter to the Proposed Offeree whose name is identified herein above in relation to the Proposed Offer, (c) to sign the Form PAS-5 recording the details of the Proposed Offer, (d) and to do such acts and deeds that may be required or deemed expedient by them, for the purpose of giving effect to this resolution, including but not restricted to make such representations as required and also file necessary forms, files, documents with the relevant statutory authorities in this regard, accept any alteration(s) or amendment(s) or correction (s) or modification(s) as he may deem fit and appropriate and give such directions/instructions as may be necessary to respond, address and settle any question, difficulty or doubt that may arise in regard to the Proposed Offer.



**RESOLVED FURTHER THAT** the copies of the foregoing resolutions, certified to be true may be furnished to any person(s) as required by any of the Authorised Persons.”

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



  
**Madhan Mohan Govindasamy**  
**Managing Director & CEO**  
**DIN: 05323914**

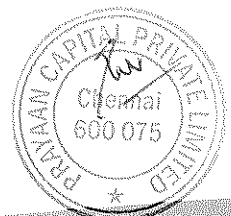
**Date: 13<sup>th</sup> March, 2023**

**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 9<sup>th</sup> 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 Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of Special Businesses is annexed hereto.
3. The Members will receive the notice along with financial statements and reports through the e-mail address registered with the Company.
4. 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.
5. 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.
6. 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.
7. Attendance of Members through OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. 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](mailto:madhan.mohan@prayaancapital.com).
9. The Members may contact Mrs. Tharashree, Head of Technology on +91 9884163647 for any technology assistance required before or during the meeting.



10. The copy of the Notice will be available in the website of the Company – [www.prayaancapital.com](http://www.prayaancapital.com).

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

**Item No. 1 – Approval for issue and offer of 100 (One Hundred) Equity Shares and 31,13,077 (Thirty one Lakh Thirteen Thousand And Seventy Seven) Compulsorily Convertible Cumulative Preference Shares on a Private Placement Basis**

- 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 Monday, 13<sup>th</sup> March, 2023 approved the offer and issuance of 100 (One Hundred) Equity Shares and 31,13,077 [Thirty One Lakh Thirteen Thousand and Seventy Seven] (0.001%) Compulsorily Convertible Cumulative Preference Shares on a private placement basis in accordance with the terms of the Share Subscription Agreement dated March 9, 2023 executed *inter alia* between the Company and Sub-K Impact Solutions Limited (“Sub-K”) and the valuation reports received by the Company, determining fair market value of the equity shares of the Company on a fully dilutive basis.

Pursuant to sections 42, 55 and all other applicable provisions of the Companies Act, 2013, the proposed offer and issue of 100 (One Hundred) Equity Shares and 31,13,077 [Thirty One Lakh Thirteen Thousand and Seventy Seven] (0.001%) Compulsorily Convertible Cumulative Preference Shares of the Company to Sub-K on a private placement basis, requires the shareholders’ approval by way of a special resolution.

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

None of the

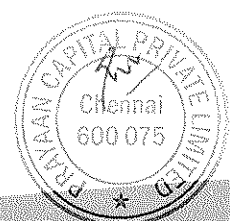
i. Director

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.

- c) Any other information and facts that may enable members to understand the meaning, scope and implication of the items of business to take decision thereon. – *As below*



**DISCLOSURES AS REQUIRED UNDER SUB-RULE (3) OF RULE 9 OF COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014 FOR ISSUE OF COMPULSORILY CONVERTIBLE CUMULATIVE PREFERENCE SHARES (“CCPS”)**

Size of issue	INR 19,08,93,882/- towards subscription to the CCPS
Number of CCPS to be issued	31,13,077 [Thirty One Lakh Thirteen Thousand and Seventy Seven] (0.001%) Compulsorily Convertible Cumulative Preference Shares
Nominal Value of each share	INR 10/- (Rupees Ten only)
The nature of such shares i.e. cumulative or non - cumulative, participating or non - participating, convertible or non - convertible	<b>(0.001%) (zero point zero zero one percent) Compulsorily Convertible Cumulative Preference Shares</b>
Objective of issue	To meet general operating, working capital requirements, Capital expenditure and to expand the business operations
Manner of issue	Private placement under section 42, 55, and other applicable provisions of Companies Act, 2013 to selected and identified investor.
Price at which such shares are proposed to be issued	Issue price of INR 61.32 /- (Indian Rupees Sixty One and Thirty Two paise only)
Basis on which prices has been arrived at	Valuation report dated March 7, 2023, issued by SPA Valuation Advisors Private Limited (IBBI Reg. No. IBBI/RV-E/05/2021/148) and with the approval of the board of directors of the company.  Basis: Discounted Cash Flow Method
Terms of Issue, including terms and rate of dividend on each share, etc.	Table – A
The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference	Table – A

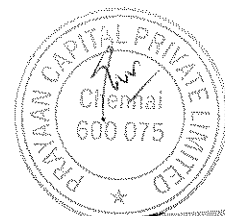


shares are convertible, the terms of conversion	
The manner and modes of redemption	NA
The Current Shareholding pattern of company	Table – B
The expected dilution in equity share capital upon conversion of preference shares	Table – C

**DISCLOSURE AS REQUIRED UNDER RULE 13 OF COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014 AND RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT) RULES, 2014 FOR ISSUE OF COMPULSORILY CONVERTIBLE CUMULATIVE PREFERENCE SHARES AND EQUITY SHARES**

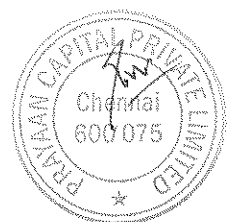
Amount which the company intends to raise by way of such securities	<b>INR 19,09,00,014/-</b> (Indian Rupees Nineteen Crore Nine Lakh Fourteen only): <b>(a)</b> INR 19,08,93,882/- towards subscription to the CCPS; and <b>(b)</b> INR 6,132/- towards subscription to Equity Shares.
Kinds of Securities Offered	1. (0.001%) Compulsorily Convertible Cumulative Preference Shares; and 2. Equity Shares
Particulars of the offer including date of passing of Board resolution	Board Resolution <b>13<sup>th</sup> March, 2023</b> (Date of BM) and Shareholders resolution on <b>16<sup>th</sup> March, 2023</b> (Proposed date of EGM)
Objects of the issue	To meet general operating, working capital requirements, Capital expenditure and to expand the business operations
Total number of shares or other securities to be issued	31,13,077 [Thirty One Lakh Thirteen Thousand and Seventy Seven] (0.001%) Compulsorily Convertible Cumulative Preference Shares and 100 [One Hundred] Equity Shares

Price at which the allotment is proposed to be made	<p>1. <b>(0.001%) Compulsorily Convertible Cumulative Preference Shares:</b> Issue price of INR 61.32 /- (Indian Rupees Sixty One and Thirty Two paise only); and</p> <p>2. <b>Equity Shares:</b> Issue price of INR 61.32 /- (Indian Rupees Sixty One and Thirty Two paise only)</p>
Basis on which the price has been arrived at	<p>Valuation report dated March 7, 2023, issued by SPA Valuation Advisors Private Limited (IBBI Reg. No. IBBI/RV-E/05/2021/148) and with the approval of the board of directors of the company.</p> <p>Basis: Discounted Cash Flow Method</p>
Name and address of the valuer who performed valuation	<p>SPA Valuation Advisors Private Limited (IBBI Reg. No. IBBI/RV-E/05/2021/148) having registered office at 25, C - Block, Community Centre, Janak Puri, New Delhi-110058.</p>
Valuation Report	Enclosed herewith
Relevant date with preference to which the price has been arrived at	<p>Valuation report dated <b>March 7, 2023</b> and Board Meeting dated <b>March 13<sup>th</sup>, 2023 (Date of Board Meeting)</b></p> <p><b>Valuation has been done as on January 31, 2023</b></p>
The class or classes of persons to whom the allotment is proposed to being made	Persons other than Promoters, Directors or Key Managerial Personnel and existing shareholders.
Intention of promoters, directors or key managerial personnel to subscribe to the offer / Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	None of the promoters, directors or key managerial personnel will be offered shares and nor will they participate in the offer.
Proposed time within which the allotment shall be completed	Within 60 days of receipt of subscription money.



Names of the proposed allottees and the percentage of the post preferential offer capital that may be held by them	Table – D
Change in control, if any, in the company that would occur consequent to the preferential offer	NIL
Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	NIL
Justification for allotment proposed to be made for consideration other than cash together with valuation report of registered valuer	Not applicable
Material terms of raising such securities	Terms as set out in Table – A
Principle terms of assets charged as securities	Not applicable
Pre and post issue shareholding pattern of the company in the following format	Table – E

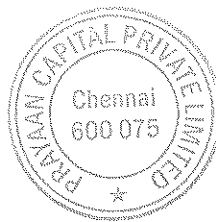
Your directors have accordingly recommended the Resolution in Item No.1 as a **Special Resolution** for your approval.



**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.
2. 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.
3. 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.
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. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the company.

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



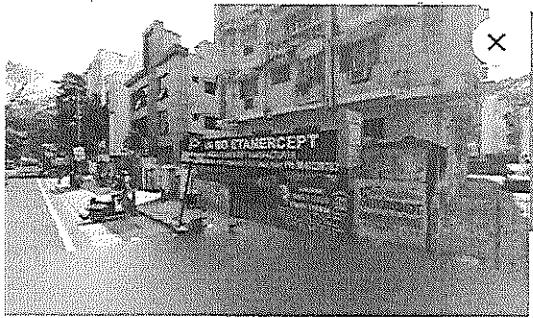
**Madhan Mohan Govindasamy  
Managing Director & CEO  
DIN: 05323914**

**Date: 13.03.2023**

**Place: Chennai**

**ROUTE MAP**

Venue of 9<sup>th</sup> Extra-ordinary General Meeting of **PRAYAAN CAPITAL PRIVATE LIMITED** to be held on **Thursday, 16<sup>th</sup> March, 2023** at the Corporate Office of the Company at **10:30 AM (IST)**



**Prayaan Capital Pvt Ltd**

பிராயான் கேப்பிடல் ப்ரீவட் ல்ட்

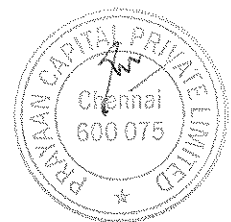
5.0 ★★★★★ 2 reviews

Financial Institution

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Directions
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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



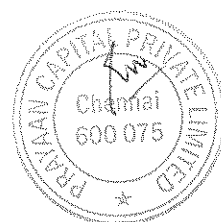
**TABLE – A**  
**TERMS OF ISSUE OF COMPULSORILY CONVERTIBLE PREFERENCE SHARES**

Sl. No.	Characteristics	Terms of CCPS
<i>Capitalized terms in this table, unless specifically defined herein, shall have the same meaning as set out in the SHA.</i>		
1	<b>Priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares</b>	The dividends with respect to the CCPS shall be paid by the Company in preference to the holders of Equity Shares. In the event that any dividend payable in respect of the CCPS is accrued but unpaid, then no dividend may be paid in respect of equity shares of the Company until all such accrued but unpaid dividends in respect of the CCPS are paid in full.
2	<b>Participation in surplus fund</b>	Not applicable. As per Clause 16 of the SHA, following the payment of the Liquidation Preference Amount and subject to Applicable Law, the remaining Total Liquidation Proceeds from the Liquidation Event shall be available for distribution to the other Shareholders holding Preference Shares and Equity Shares of the Company, in proportion to their shareholding in the Company on a Fully Diluted Basis.
3	<b>Participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid</b>	Same as above.
4	<b>Payment of dividend on cumulative or non-cumulative basis.</b>	The CCPS shall carry a preferential cumulative dividend of 0.001% (zero point zero zero one percent) per annum (the “Dividend Rate”)
5	<b>Conversion of preference shares into equity shares</b>	<b>Optional Conversion:</b>  At any time, the holder of the CCPS shall have the right but not the obligation to convert all or any of the CCPS held by them, as the case may be, into fully paid Equity Shares of

		<p>the Company, at a conversion price that equals to the subscription price per CCPS paid (“<b>Investor Conversion Price</b>”), subject to certain adjustments as set out under the SHA. Accordingly, the holders of the CCPS shall be entitled to convert each CCPS into 1 (One) Equity Share of the Company (“<b>Investor Conversion Ratio</b>”). The option to convert can be exercised by giving written notice of 30 (Thirty) days to the Company prior to the anticipated conversion date, conveying its intention to convert and requesting the Company to take the necessary steps to effect conversion.</p> <p><b>Mandatory Conversion:</b></p> <p>The CCPS outstanding on the Mandatory Conversion Date shall be mandatorily and automatically converted to fully paid-up Equity Shares at the Investor Conversion Price.</p>
6	<b>Voting rights</b>	Subject to Applicable Laws and except as provided in the SHA, the holders of the CCPS shall be entitled to the same voting rights as Equity Shares on an as if converted basis.
7	<b>Redemption of preference shares.</b>	Nil.
8	<b>Additional Rights</b>	As per the terms of the SHA

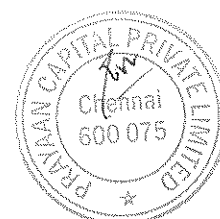
**TABLE – B**  
**THE CURRENT SHAREHOLDING PATTERN OF COMPANY**

<b>EQUITY SHARE CAPITAL</b>		
<b>Name</b>	<b>Number of Shares</b>	<b>% of Share Capital on fully diluted basis</b>
Madhan Mohan Govindasamy	34,35,000	35.53%
Sujatha Madhan Mohan	1,25,000	1.29%
Akash Chelvam	14,00,000	14.48%
Sivaprakash	1,25,000	1.29%
Madanagopal	2,50,000	2.59%
Satish	6,25,000	6.46%
Ratnaprabha	75,000	0.78%
Ponnamal	75,000	0.78%
Venkataraman	1,25,000	1.29%
Manoj Agarwal	2,50,000	2.59%
Sanjuli Agarwal	2,50,000	1.29%
Lakshmi Balaraman	1,25,000	2.59%
Hyder Zaman Siddiq	1,00,000	1.03%
Subramanian	75,000	0.78%
Mahaveer	75,000	0.78%
Srinivasavarathan	1,20,000	1.24%
Kamlkanth	1,00,000	1.03%
Tharashree Amarnath	50,000	0.52%
Accion Africa-Asia Investment Company	100	0.001%
Accion Venture Lab, LP	100	0.001%
<b>TOTAL (A)</b>	<b>73,80,200</b>	<b>76.33%</b>





<b>PREFERENCE SHARE CAPITAL</b> <i>(0.01% Cumulative Compulsorily Convertible Preference Shares)</i>		
<b>Name</b>	<b>Number of Shares</b>	<b>% of Share Capital on fully diluted basis</b>
Accion Africa-Asia Investment Company	5,95,398	6.16%
Accion Venture Lab, LP	11,05,997	11.44%
Renu Grover	1,14,600	1.19%
Rangarajan Krishnan	28,700	0.30%
S N Harikrishnan	43,000	0.44%
Sibin Mohan	71,600	0.74%
72 Degrees Consultancy Services LLP	1,43,200	1.48%
Dheeshjith G Vattaparambil	71,600	0.74%
Patrick Dominic Jayaseelan Kulandaisamy	14,400	0.15%
Krishnakumar Pooloth	14,400	0.15%
Madhu K Iyengar	14,400	0.15%
Bhupendra Singh Kotwal	21,500	0.22%
Sachin Ramesh Hirani	21,500	0.22%
Ramya Jyoti Koppuravuri	28,700	0.30%
<b>TOTAL (B)</b>	<b>22,88,995</b>	<b>23.67%</b>
<b>TOTAL (A+B)</b>	<b>96,69,195</b>	<b>100%</b>



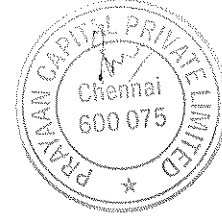
**TABLE-C**

**THE EXPECTED DILUTION IN EQUITY SHARE CAPITAL UPON CONVERSION OF PREFERENCE SHARES**

S.No	Name	Fully Diluted Shares	% Holding
1	Madhan Mohan	34,35,000	35.10%
2	Sujatha Madhanmohan	1,25,000	1.28%
3	Akash Chelvam	14,00,000	14.31%
4	G S Sivaprakash	1,25,000	1.28%
5	B Madanagopal	2,50,000	2.55%
6	R Satish	6,25,000	6.39%
7	M Rathna Praba	75,000	0.77%
8	S Ponnammal	75,000	0.77%
9	Venkatraman S	1,25,000	1.28%
10	Manoj Agarwal	2,50,000	2.55%
11	Lakshmi Balaraman	1,25,000	1.28%
12	Sanjuli Agarwal	2,50,000	2.55%
13	N Mahaveer	75,000	0.77%
14	K Subramani	75,000	0.77%
15	Srinivasa Varadhan	1,20,000	1.23%
16	Kamal Kanth Tummala	1,00,000	1.02%
17	Tharasree Amarnath	50,000	0.51%
18	Siddiq Zaman	1,00,000	1.02%
19	Accion Venture Lab	9,98,917	10.21%
20	Accion Africa Asia Investment Company	5,37,812	5.50%
21	Renu Grover	82,446	0.84%
22	Rangarajan Krishnan	20,647	0.21%
23	S N Harikrishnan	30,935	0.32%
24	Sibin Mohan	51,511	0.53%
25	72 Degrees Consultancy Services LLP	1,03,022	1.05%
26	Dheeshjith G Vattaparambil	51,511	0.53%
27	Patrick Dominic Jayaseelan Kulandaisamy	10,360	0.11%
28	Krishnakumar Pooloth	10,360	0.11%
29	Madhu Krishna Iyengar	10,360	0.11%
30	Bhupendra Singh Kotwal	15,468	0.16%
31	Sachin Ramesh Hirani	15,468	0.16%
32	Ramya Jyothi Koppuravuri	20,647	0.21%

S.No	Name	Fully Diluted Shares	% Holding
33	ESOP Pool	4,47,052	4.57%
<b>TOTAL</b>		<b>97,86,515</b>	<b>100.00%</b>

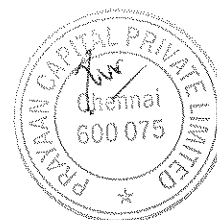
Is to be noted that the conversion ratio for Bridge Round CCPS would be 1.39 based on the agreed terms of the bridge round.



**NAMES OF THE PROPOSED ALLOTTEE AND THE PERCENTAGE OF THE POST  
PREFERENTIAL OFFER CAPITAL THAT MAY BE HELD BY THEM**

Sl. No.	Name of the Shareholder	Equity Shares	Preference Shares	Total No. of shares	Percentage*
1	Sub-K Impact Solutions Limited	100	31,13,077	31,13,177	24.13%

*(\*the shareholding percentage is considered on fully diluted basis)*





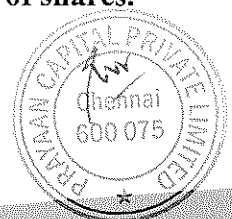
**PRAYAAN CAPITAL** <sup>®</sup> **TABLE – E**  
**PRE-& POST SHAREHOLDING PATTERN**

(As per sub clause (xiii) of clause (d) sub-rule 2 of rule 13 of Companies (Share capital and Debentures) Rules, 2014

Sl. No.	Category	Pre-Issue		Post Issue	
		No. of Shares held	% of shares held	No. of Shares held	% of shares held
<b>A</b>	<b>Promoter's Holding</b>				
1	Indian:				
	Individual	4960000	51.30%	4960000	38.80%
	Bodies Corporate	-	-	-	-
	<b>Subtotal</b>	-	-	-	-
2	Foreign Promoters	-	-	-	-
	<b>Sub Total (A)</b>	<b>4960000</b>	<b>51.30%</b>	<b>4960000</b>	<b>38.80%</b>
<b>B</b>	<b>Non-Promoters holding:</b>				
1.	Institutional Investors	-	-	-	-
2.	Non-Institution:				
	Private Corporate Bodies	143200	1.48%	3256377	25.48%
	Directors and Relatives	-	-	-	-
	Indian Public	2749800	28.44%	2749800	21.51%
	Others (Including NRIs)	1816195	18.78%	1816195	14.21%
	Trusts	-	-	-	-
	ESOP Pool*	4,47,052	-	4,47,052	-
	<b>Sub Total (B)</b>	<b>4709195</b>	<b>48.70%</b>	<b>7822372</b>	<b>61.20%</b>
	<b>GRAND TOTAL</b>	<b>9669195</b>	<b>100.00%</b>	<b>12782372</b>	<b>100.00%</b>

\* Note: ESOP Pool is Options/Vesting and not calculated for total number of shares.

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*

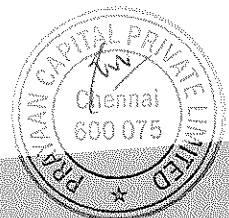
I/We, being the member(s) of \_\_\_\_\_ shares of the above-named company. Hereby appoint

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 9<sup>th</sup> Extraordinary General Meeting of the Company, to be held on Thursday, 16<sup>th</sup> March, 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.

Sl. No.	Resolution(S)	Vote	
		For	Against



Special Business:			
1.	Approval for issue and offer of 100 (One Hundred) Equity Shares And 31,13,077 (Thirty one Lakh Thirteen Thousand And Seventy Seven) Compulsorily Convertible Cumulative Preference Shares on a Private Placement Basis		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Affix Revenue Stamps
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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.

