

NOTICE OF THE 17TH EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 17th Extra Ordinary General Meeting of the Members of **PRAYAAN CAPITAL PRIVATE LIMITED** will be held on Thursday, 19th February 2026, at 04:00 PM (IST) at the Registered Office situated at Minerva Building, II Floor, No. 97, Santhome High Road, Santhome, Chennai 600 028 with an option to participate through VC / OAVM, to transact the following businesses at **Shorter Notice**:

SPECIAL BUSINESS

1. ALTERATION OF ARTICLES 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 Sections 5, 14 and other applicable provisions of the Companies Act, 2013 (the **“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 Share Subscription Agreement dated 30th January, 2026 and the amended and restated Shareholders’ Agreement dated 30th January 2026, the consent of the members of the Company be and is hereby accorded to amended and restate the Articles of Association (**“Restated Articles”**).*

***RESOLVED FURTHER THAT** the amended and restated Articles, a draft of which was placed before this meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved and adopted as the amended and restated Articles of the Company in substitution for, and to the entire exclusion of, the regulations contained in the existing Articles of Association of the Company.*

***RESOLVED FURTHER THAT** Mr. Rangarajan Krishnan, Managing Director, Mr. G Madhan Mohan, Whole-time Director, Mr. Akash S Chelvam, Whole-time Director and the Company Secretary of the Company be and is hereby severally authorized for and on behalf of the Company to file the amended and restated Articles 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. Rangarajan Krishnan, Managing Director, Mr. G. Madhan Mohan, Whole-time Director and Mr. Akash S Chelvam, Whole-time Director of the Company and the Company Secretary of the Company, be and is hereby 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 but not limited to filing the necessary forms with the Registrar of Companies such as Form MGT-14, providing copies of the aforesaid resolutions, certified as true, as may be required.”*



2. **APPOINTMENT OF MR. RAVI SHANKAR VENKATARAMAN GANAPATHY AGRAHARAM HAVING DIN: 02604007 AS THE NOMINEE DIRECTOR OF THE COMPANY REPRESENTING PEAK XV PARTNERS INVESTMENTS VIII**

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

***“RESOLVED THAT** pursuant to the provisions of Section 152 and 161, and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, the consent of the members be and is hereby accorded for appointment of Mr. Ravi Shankar Venkataraman Ganapathy Agraharam having DIN: 02604007, who was appointed as an Additional Director (Nominee) of the Company by the Board of Directors in its meeting dated 19th February 2026, with effect from 19th February 2026.*

***RESOLVED FURTHER THAT** any of the Directors of the Company and the Company Secretary of the Company be and is hereby authorized to report the regularization of her appointment to concerned regulatory authorities, issue certified true copy of this resolution and do all such other acts, deeds and things that are required to give effect to this resolution including filing the necessary e-Form DIR-12 with the Registrar of Companies to report the change in designation.*

***RESOLVED FURTHER THAT** the copies of the forgoing resolution, certified to be true by any of the Directors of the Company or the Company Secretary of the Company, may be furnished to any person(s) as may be required.”*

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

Date: 19.02.2026

Place: Chennai




**RANGARAJAN KRISHNAN
MANAGING DIRECTOR
DIN: 07289972**

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 19th February 2026 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. 03/2025 dated 22.09.2025 read with General Circular No. 09/2024 dated 19.09.2024 read with 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 further orders. 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 via email at srujana.k@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 Srujana.k@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 srujana.k@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 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. 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 srujana.k@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: ALTERATION OF ARTICLES OF ASSOCIATION**

The Company has entered into an amended and restated Shareholders' Agreement dated 30th January 2026 with Mr. Madhan Mohan Govindasamy, Mr. Akash S Chelvam and Mr. Rangarajan Krishnan, Other shareholders and Peak XV Partners Investments VIII. To give effect to the terms of this agreement, it is necessary to amend the Articles of Association. The proposed new set of Articles of Association incorporates the relevant provisions of the said agreement.

Section 14 of the Companies Act, 2013, permits a company to alter its Articles of Association by passing a Special Resolution. The Board of Directors considered and approved the proposed alteration at its meeting held on 19th February 2026 and recommends the resolution for the approval of the members.

A copy of the existing Memorandum of Association and Articles of Association, along with the restated articles, is available for inspection by the members at the registered office of the Company during business hours on any working day from the date of this notice up to the date of the Extraordinary General Meeting.

The members of the company are hereby requested to pass the resolution set out at Item No. 1 as a *Special Resolution*.

None of the Directors or the Key Managerial Personnel 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.

ITEM NO. 2: APPOINTMENT OF MR. RAVI SHANKAR VENKATARAMAN GANAPATHY AGRAHARAM HAVING DIN: 02604007 AS THE NOMINEE DIRECTOR OF THE COMPANY REPRESENTING PEAK XV PARTNERS INVESTMENTS VIII

The Board of Directors of the Company ("Board"), in its meeting held on 19th February 2026, appointed Mr. Ravi Shankar Venkataraman Ganapathy Agraharam having DIN: 02604007 as an additional director. This appointment was made pursuant to the authority granted to the Board under Section 161 of the Companies Act, 2013, and the Articles of Association of the Company.

Mr. Ravi Shankar Venkataraman Ganapathy Agraharam is being appointed as a Director representing Peak XV Partners Investments VIII. Mr. Ravi Shankar currently serves on the Boards of Finova Capital Private Limited, Rupeek Fintech Private Limited, Homevista Decor and Furnishings Private Limited, Pure and Sure Food Bites Private Limited, Homevista Decor and Furnishings Private Limited, and K12 Techno Services Private Limited. Prior to this, Mr. Ravi Shankar worked at McKinsey & Company, where he advised senior management of top Indian Companies on a variety of issues including business building, channel management and leadership development. He also had a prior stint with Wipro Technologies in their Embedded and Internet Access division.



The members of the company are hereby requested to pass the resolution set out at Item No.2 as an *Ordinary Resolution*.

None of the other Directors, Key Managerial Personnel of the Company, or their respective relatives are in any way concerned or interested, financially or otherwise, in this resolution as set out at the accompanying notice.

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

**Date: 19.02.2026
Place: Chennai**




**RANGARAJAN KRISHNAN
MANAGING DIRECTOR
DIN: 07289972**

**ROUTE MAP FOR THE VENUE OF THE 17TH EXTRA ORDINARY GENERAL MEETING OF
PRAYAAN CAPITAL PRIVATE LIMITED**

Registered Office at Minerva Building, II Floor, No 97,
Santhome High Road, Santhome, Chennai - 600028

