

**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that the 15<sup>th</sup> Extra-Ordinary General Meeting ("EOGM/ Meeting") of the Members of Finova Capital Private Limited will be held on Wednesday, the 23<sup>rd</sup> day of March, 2022 at 05:00 P.M. at the corporate office of the Company situated at Fourth Floor, Unique Aspire, Plot No. 13-14, Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur -302021 (Rajasthan) to transact the following business:

**SPECIAL BUSINESS:**

**ITEM NO. 1: APPROVAL OF THE ISSUE OF FULLY PAID-UP SECURITIES ON PREFERENTIAL BASIS**

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

"RESOLVED THAT pursuant to the provisions of Section 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force), the share subscription agreement proposed to be executed by and between the Company, Norwest Capital, LLC, Maj Invest Financial Inclusion Fund III K/S, Faering India Evolution Fund II, Faering India Evolution Fund III (hereinafter collectively referred to as "Investors"), Mr. Mohit Sahney ("Promoter I") and Mrs. Sunita Sahney ("Promoter II"), and enabling provisions in the memorandum and Articles of Association of the Company and all other applicable rules, laws and acts (if any) including the Foreign Exchange Management Act, 1999, Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 and Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, the consent of members of the Company be and is hereby accorded to offer, issue and allot 65,300 (Sixty Five Thousand Three Hundred) equity shares having face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 1,533.82/- (Rupees One Thousand Five Hundred Thirty Three and Eighty Two Paise Only) which includes premium of Rs. 1,523.82/- (Rupees One Thousand Five Hundred Twenty Three and Eighty Two Paise Only) per share and 28,68,551 (Twenty Eight Lakhs Sixty Eight Thousand Five Hundred Fifty One) 0.0001% Series D compulsorily convertible cumulative preference shares ("0.0001% Series D CCCPS") having face value of Rs. 100/- (Rupees One Hundred Only) each at a price of Rs. 1,533.82/- (Rupees One Thousand Five Hundred Thirty Three and Eighty Two Paise Only) which includes premium of Rs. 1,433.82/- (Rupees One Thousand Four Hundred Thirty Three and Eighty Two Paise Only) per share on a preferential basis through private placement offer to the following persons who have shown their desire to subscribe the abovementioned securities and to issue such number of equity shares as may be required upon conversion of such 0.0001% Series D CCCPS in accordance with the terms of the offerings:

S. No.	Name of Proposed Allottees	Number of Securities	Consideration (In Rs.)
1.	M/s. Norwest Capital, LLC	65,200 Equity Shares 18,15,726 0.0001% Series D CCCPS	2,88,50,01,917.32
2.	M/s. Maj Invest Financial Inclusion Fund III K/S	100 Equity Shares 9,28,952 0.0001% Series D CCCPS	1,42,49,98,538.64
3.	M/s. Faering Capital India Evolving Fund II	78,845 0.0001% Series D CCCPS	12,09,34,037.90
4.	M/s. Faering Capital India Evolving Fund III	45,028 0.0001% Series D CCCPS	6,90,64,846.96
	<b>Total</b>	<b>65,300 Equity Shares 28,68,551 0.0001% Series D CCCPS</b>	<b>4,49,99,99,340.82</b>

**FINOVA CAPITAL PVT. LTD.**

CIN : U65993RJ2015PTCO48340

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**RESOLVED FURTHER THAT** In accordance with the provisions of Section 55 of the Act read with Rule 9 of The Companies (Share Capital and Debentures) Rules 2014, following are the terms and conditions of the 0.0001% Series D CCCPS:

a.	Summary of 0.0001% Series D CCCPS	The terms mentioned herein are only a summary of the terms of the 0.0001% Series D CCCPS. Other terms as agreed to under the shareholders' agreement ("SHA") proposed to be executed by and between the Company, the Investors, SCI Investments V, SCI Growth Investments III Promoter I Promoter II and certain other shareholders, shall be deemed to form part of the terms of the 0.0001% Series D CCCPS. Terms used but not defined herein shall have the meaning ascribed to them under the SHA.
b.	the priority with respect to payment of dividend or repayment of capital vis-a-vis Equity Shares	Each holder of 0.0001% Series D CCCPS is entitled to receive dividend in priority to the holders of the Equity Shares of the Company and on a cumulative basis, an amount of dividend at a rate of 0.0001 per cent per annum.
c.	the participation in surplus fund	In addition to and after payment of the Series D Preferential Dividend, each 0.0001% Series D CCCPS would be entitled to participate pari-passu in any cash or non-cash dividends paid to the holders of shares of all other classes (including Equity Shares) or series on a pro rata, as-if-converted basis.
d.	the participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid	The holders of the 0.0001% Series D CCCPS shall be entitled to receive, prior to and in preference to any distribution of proceeds of a Liquidity Event to other Shareholders, the higher of the following amounts: <ul style="list-style-type: none"> <li>the aggregate amount invested by each Investor for subscribing to Equity Securities of the Company, which would result in the total amount originally invested by each Investor in the Company towards subscription to Equity Securities being distributed back to such Investor along with any arrears of declared and accrued but unpaid dividends on such Equity Securities calculated to the date of such payment; or</li> <li>an amount from the Liquidation Proceeds pro rata to the Investor's shareholding in the Share Capital on a Fully Diluted Basis.</li> </ul>
e.	the payment of dividend on cumulative or non-cumulative basis	Cumulative basis
f.	the conversion of Preference Shares into Equity Shares	Each 0.0001% Series D CCCPS may be converted into Equity Shares at any time at the option of the holder of the 0.0001% Series D CCCPS. Each 0.0001% Series D CCCPS shall be converted into 1 (One) Equity Share.  Each 0.0001% Series D CCCPS is compulsorily convertible into Equity Shares of the Company upon the earlier of (i) 1 (one) day prior to the expiry of 20 (twenty) years from the Closing Date; or (ii) in connection with an IPO, prior to the filing of a prospectus (or equivalent document, by whatever name called) by the Company with the competent authority or such later date as may be permitted under Law.
g.	the voting rights	Each holder of 0.0001% Series D CCCPS shall have 1 (one) vote for each 0.0001% Series D CCCPS held and subject to the applicable laws, the holders of the 0.0001% Series D CCCPS shall be entitled to receive notice of and vote on all matters that are submitted to the vote of the shareholders of the Company (including the holders of Equity Shares).
h.	the redemption of Preference Shares	Not applicable
i.	Anti-dilution	Unless otherwise agreed elsewhere, if any future issuance by the Company of

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		Equity Shares or other securities convertible/ exchangeable/ exercisable into Equity Shares is made at a price per Equity Share which is less than the subscription price of such 0.0001% Series D CCCPS, the 0.0001% Series D CCCPS shall be subject to anti-dilution protection on a broad-based weighted average basis.
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**RESOLVED FURTHER THAT** the Equity Shares to be issued on conversion of the 0.0001% Series D CCCPS shall rank pari-passu in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company, be and are hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as may be deemed 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 offer, issue and allotment of the said equity shares and 0.0001% Series D CCCPS and to finalize and execute all documents, papers, agreement, deeds and writings as may be necessary and desirable.

**RESOLVED FURTHER THAT** monies received by the Company from Norwest Capital, LLC, Maj Invest Financial Inclusion Fund III K/S, Faering Capital India Evolving Fund II and Faering Capital India Evolving Fund III as share application monies for the issuance of securities on preferential basis shall be kept by the Company in a separate bank account of the Company and shall be utilized by the Company in accordance with Section 42 of the Act.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to make all the required filings, submissions and intimations to any appropriate authority as may be required under the applicable statutes, laws and regulations with respect to the proposed allotment of Equity Shares and 0.0001% Series D CCCPS."

**DATE: MARCH 23, 2022**  
**PLACE: JAIPUR**

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR FINOVA CAPITAL PRIVATE LIMITED**



*(Signature)*  
**JAIKISHAN PREMANI**  
**COMPANY SECRETARY &**  
**COMPLIANCE OFFICER**  
**M. NO.: A42043**

**Regd. Office: 702, Seventh Floor, Unique Aspire,  
Plot No. 13-14, Cosmo Colony, Amrapali Marg,  
Vaishali Nagar, Jaipur-302021**

**FINOVA CAPITAL PVT. LTD.**

**CIN : U65993RJ2015PTC048340**

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**Notes:**

1. The Company has taken all the preventive/precautionary measures while making arrangement for this EOGM to ensure the safety of all its shareholders, employees and other stakeholders participating in the EOGM in accordance with the guidelines on Preventive Measures to contain spread of COVID-19 issued by Ministry of Health and Family Welfare, Government of India.

Kindly note the following precautions to be undertaken while attending the EOGM in person:

- Members are requested to wear mask at the entry and at all time during the Meeting;
  - Members are requested to follow the disinfectant process and make themselves subject to temperature check available at the venue of the Meeting before entering into the office premises and to sanitize their hands frequently throughout the Meeting;
  - Members are requested to maintain physical distance of at least 6 feet (about 2 arm's length);
  - Members are requested to cover their mouth and nose with a disposable tissue while coughing or sneezing and use the nearest waste receptacle to dispose of the tissue after use.
  - Any member displaying symptoms of illness or being part of a risk group is specifically requested not to attend the EOGM.
2. Explanatory statement pursuant to section 102 (1) of the Companies Act, 2013 setting out all the material facts concerning the special business to be transacted at the meeting is enclosed herewith.
  3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF SUCH MEMBER AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN AGGREGATE NOT MORE THAN 10% (TEN PERCENT) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% (TEN PERCENT) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
  4. The duly stamped, filled and signed instrument appointing the proxy should, be deposited at the Registered Office of the Company before the commencement of the meeting.
  5. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Act are requested to send to the Company, a certified copy of the relevant Board Resolution/Authorization together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting. The said Resolution/Authorization should be sent either physically at the corporate office of the company at Fourth Floor, Unique Aspire, Plot No. 13-14, Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur-302021, (Raj.) or electronically through their registered email address to the Company Secretary at [cs@finova.in](mailto:cs@finova.in).
  6. Members and Proxies attending the Meeting should bring the attendance slip duly filled in for attending the meeting.
  7. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered office of the Company on all working days, during business hours from the date hereof upto the date of the Meeting.
  8. With reference to SS-2 for the convenience of recipients of notice, Route Map to the venue of Extra Ordinary General Meeting of the Company is as under:

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**Venue of the meeting:** Fourth Floor, Unique Aspire, Plot No. 13-14 Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur -302021 (Raj.)

**Landmark:** Amrapali Circle


**Route Map:** The Mark indicating the venue of EOGM

**DATE:** MARCH 23, 2022

**PLACE:** JAIPUR

BY ORDER OF THE BOARD OF DIRECTORS  
FOR FINOVA CAPITAL PRIVATE LIMITED



  
**JAIKISHAN PREMANI**  
COMPANY SECRETARY &  
COMPLIANCE OFFICER  
M. NO.: A42043

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**FINOVA CAPITAL PVT. LTD.**

CIN : U65993RJ2015PTC048340

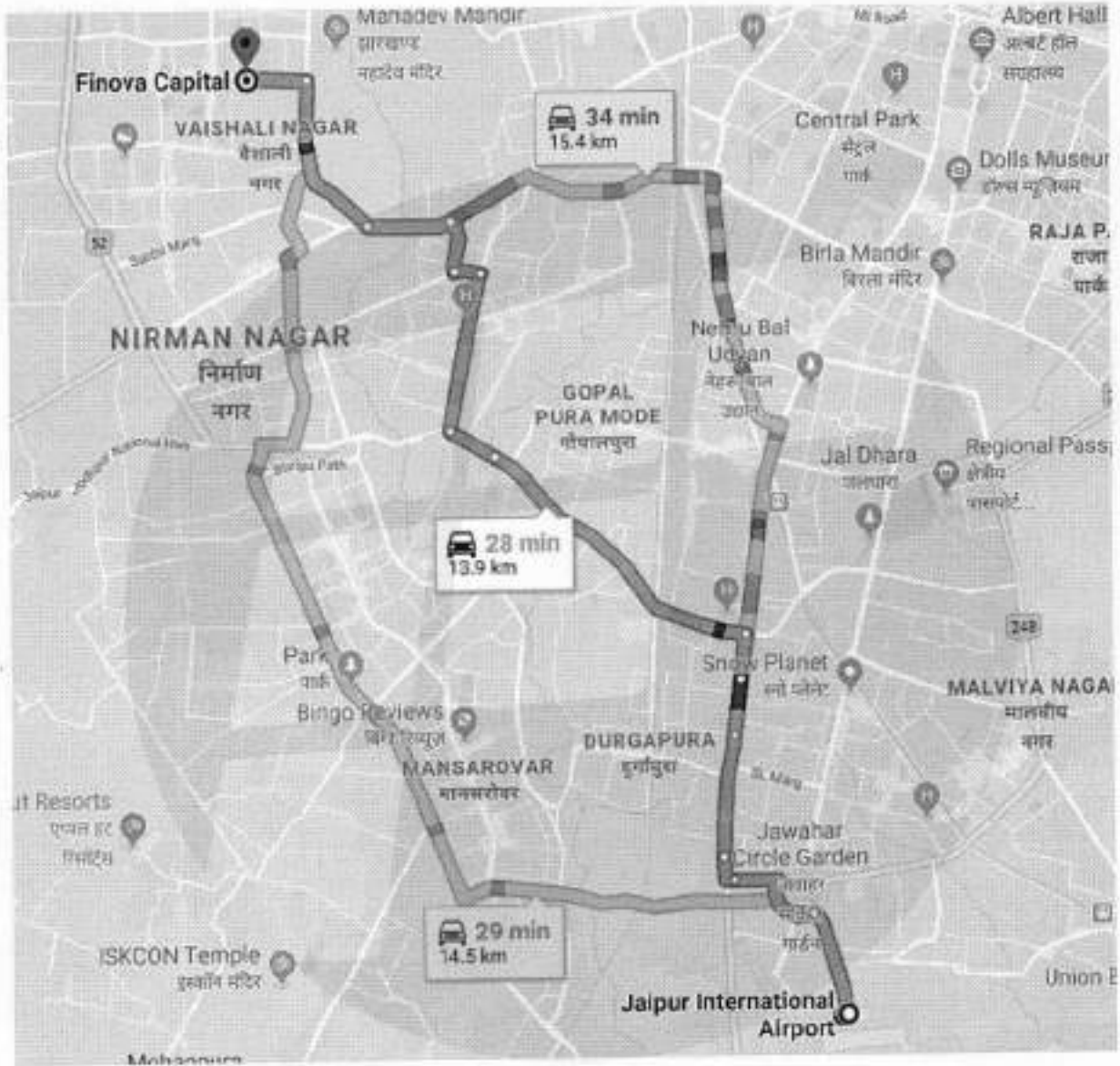
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**ROUTE MAP TO THE VENUE OF THE MEETING**

**Venue of the meeting:** Fourth Floor, Unique Aspire, Plot No. 13-14 Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur -302021 (Ra.)



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**EXPLANATORY STATEMENT PURSUANT TO SEC. 102 OF THE COMPANIES ACT, 2013:**

The following statement sets out the material facts concerning the special business mentioned in the accompanying notice to be transacted at the Meeting.

**ITEM NO. 1**

The Board of Directors of the Company has been exploring various fund raising options in order to augment the resources of the Company (whether in one or multiple tranches) and accordingly, the Board of Directors at its meeting held on March 23, 2022, had approved the offer and issuance of 65,300 (Sixty Five Thousand Three Hundred) equity shares having face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 1,533.82/- (Rupees One Thousand Five Hundred Thirty Three and Eighty Two Paise Only) which includes premium of Rs. 1,523.82/- (Rupees One Thousand Five Hundred Twenty Three and Eighty Two Paise Only) per share and 28,68,551 (Twenty Eight Lakhs Sixty Eight Thousand Five Hundred Fifty One) 0.0001% Series D compulsorily convertible cumulative preference shares ("0.0001% Series D CCCPS") having face value of Rs. 100/- (Rupees One Hundred Only) each at a price of Rs. 1,533.82/- (Rupees One Thousand Five Hundred Thirty Three and Eighty Two Paise Only) which includes premium of Rs. 1,433.82/- (Rupees One Thousand Four Hundred Thirty Three and Eighty Two Paise Only) per share in terms of Section 42, 55, 62(1)(c) and other applicable provisions of the Companies Act, 2013 as well as the relevant rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

Section 62 of the Companies Act, 2013 provides inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, etc., such further shares shall be offered to the existing shareholders of the Company in the manner laid down in the Section unless the shareholders in general meeting decide otherwise by passing a special resolution. Therefore, consent of the shareholders by way of Special Resolution is being sought pursuant to the provisions of Sections 42 & 62(1)(c) and all other applicable provisions of the Companies Act, 2013 including rules framed thereunder.

The Disclosures as required under Rule 14 of The Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 9 and 13 of The Companies (Share Capital and Debentures) Rules, 2014 are as under:

- i. **The object of the Issue:** To fund the growth and working capital requirements of the Company.
- ii. **Size of the issue and the total number of shares or other securities to be issued:** 65,300 (Sixty Five Thousand Three Hundred) equity shares and 28,68,551 (Twenty Eight Lakhs Sixty Eight Thousand Five Hundred Fifty One) 0.0001% Series D compulsorily convertible cumulative preference shares ("0.0001% Series D CCCPS").
- iii. **Amount which the company intends to raise by way of such securities:** The Company intends to raise Rs. 4,49,99,99,340.82 (Rupees Four Hundred and Forty Nine Crores Ninety Nine Lakh, Ninety Nine Thousand Three Hundred Forty Only and Eighty Two paise) by way of issue of securities.
- iv. **Principle terms of assets charged as securities:** Not Applicable
- v. **Material terms of raising such securities:** Material terms and conditions of 0.0001% Series D CCCPS are set out in Annexure A.
- vi. **The price or price band at/within which the allotment is proposed:** The issue price of the Equity Share shall be Rs. 1,533.82/- (Rupees One Thousand Five Hundred Thirty Three and Eighty Two Paise Only) which includes nominal value of Rs. 10/- (Rupees Ten Only) and Rs. 1,523.82/- (Rupees One Thousand Five Hundred Twenty Three and Eighty Two Paise Only) per share as premium and the issue price of 0.0001% Series D CCCPS shall be Rs. 1,533.82/- (Rupees One Thousand Five Hundred Thirty Three and Eighty Two Paise Only) which includes nominal value of Rs. 100/- (Rupees One Hundred Only) and Rs. 1,433.82/- (Rupees One Thousand Four Hundred Thirty Three and Eighty Two Paise Only) per share as premium.

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- vii. **Basis on which the price has been arrived at along with report of the registered valuer and its address:** The 0.0001% Series D CCCPS and Equity Shares ("Securities") are being offered at Rs. 1,533.82/- (Rupees One Thousand Five Hundred Thirty Three and Eighty Two Paise Only). The Copy of Valuation Reports dated March 19, 2022 is attached as **Annexure B** as received from M/s. Capital Square Advisors Private Limited, Merchant Banker having its office at 208, Aarpee Centre, CTS 70, MIDC Road no. 11, Andheri (East), Mumbai-400093 and Mr. Bhavesh M Rathod, Registered Valuer, having its office at A/101, Shelter CHSL, CSC Road, Dehisar East, Mumbai-400068 has been taken as basis for arriving at the negotiated price, on which the securities are being offered. Since the Company is in the growth phase, therefore price has been arrived on the basis of Discounted Free Cash Flow Method. These valuation reports will also be open for inspection by the Members during the EOGM.
- viii. **Relevant Date with reference to which the price has been arrived at:** The relevant date on the basis of which calculation/ valuation has been arrived is January 31, 2022. Further in terms of rule (13) sub rule (2) clause (h) of the Companies (Share Capital and Debentures) Rules, 2014 the conversion price and terms and condition for the conversion are set out in **Annexure A**.
- ix. **The Class or Classes of persons to whom the allotment is proposed to be made:** This preferential issue of shares is being made to the following:

Class of shares	Shares To Be allotted to	Class of Person	Shares to be allotted	Fully Paid-up/Partly Paid-Up
Equity	Norwest Capital, LLC	Venture and Growth Equity Investment Firm	65,200	Fully Paid-up
Preference	Norwest Capital, LLC	Venture and Growth Equity Investment Firm	18,15,726	Fully Paid-up
Equity	Maj Invest Financial Inclusion Fund III K/S	Asset Management Company	100	Fully Paid-up
Preference	Maj Invest Financial Inclusion Fund III K/S	Asset Management Company	9,28,952	Fully Paid-up
Preference	Faering Capital India Evolving Fund II	Alternative Investment Fund	78,845	Fully Paid-up
Preference	Faering Capital India Evolving Fund III	Alternative Investment Fund	45,028	Fully Paid-up

- x. **Date of passing of Board Resolution:** March 23, 2022.
- xi. **Intention of promoters, Directors or Key Managerial Personnel to subscribe to the offer and contribution being made by the promoters or directors either as part of the offer:** None of the promoters, Directors or Key managerial personnel (KMP) are intended to participate/subscribe to the offer.
- xii. **The proposed time within which the allotment shall be completed:** The Company will complete the issue & allotment of the 0.0001% Series D CCCPS within a period of 60 days from the date of receipt of application money. If not so allotted, the Company should repay application money within 15 days thereafter, failing which it shall be repaid along with an interest at 12% p.a. from the expiry of the sixtieth day. The allotment of securities on a preferential basis made pursuant to this special resolution will be completed within a period of twelve months from the date of passing of the special resolution. In the event all securities are not allotted within a period of twelve months from the date of passing of the special resolution, a fresh shareholders approval shall be obtained prior to allotment of remaining securities.

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- xiii. The names of the proposed allottee (s) and percentage of post preferential offer capital that may be held by them:

Sr. No.	Name of the proposed Allottee	Percentage of post private placement capital (on fully diluted basis)
1.	Norwest Capital, LLC	10.12%
2.	Maj Invest Financial Inclusion Fund III K/S	5.00%
3.	Faering Capital India Evolving Fund II	8.34%
4.	Faering Capital India Evolving Fund III	4.76%

- xiv. The change in Control if any, in the Company that would occur consequent to the preferential offer: None

- xv. The 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:

S. No.	Category	Name of the Allottee	Kinds of Securities	Number of Securities as well as price		
				No. of securities issued	Issue Price per Security	Total Value (In Rs.)
1.	Promoter (Individual)	Mr. Mohit Sahney	CCCP5	1,19,554	743.50/-	8,88,88,399/-
2.	Promoter (Individual)	Mrs. Sunita Sahney	CCCP5	1,19,554	743.50/-	8,88,88,399/-

- xvi. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of registered valuer: N.A.

- xvii. The pre issue and post issue shareholding pattern of the Company:

S. No.	Category	Pre issue		Post issue (on fully diluted basis)	
		No. of shares	% of shareholding	No. of shares	% of shareholding
<b>A</b>	<b>Promoters' holding:</b>				
1.	Indian:				
	Individual	36,73,120	23.46%	36,73,120	19.76%
	Bodies Corporate	--	--	--	--
	<b>Sub Total</b>	<b>36,73,120</b>	<b>23.46%</b>	<b>36,73,120</b>	<b>19.76%</b>
2.	Foreign Promoter+s	--	--	--	--
	<b>Sub Total (A)</b>	<b>36,73,120</b>	<b>23.46%</b>	<b>36,73,120</b>	<b>19.76%</b>
<b>B</b>	<b>Non- Promoters' holding:</b>				
1.	Institutional Investors	23,13,021	14.77%	24,36,894	13.11%
2.	Non-Institution:				
	Private Corporate Bodies	73,52,095	46.96%	1,01,62,073	54.66%
	Directors and Relatives	80,000	0.51%	80,000	0.43%

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Indian Public	18,50,000	11.82%	18,50,000	9.95%
Others (Including NRIs)	--	--	--	--
Provision for ESOP	3,89,204	2.49%	3,89,204	2.09%
<b>Sub Total (B)</b>	<b>1,19,84,320</b>	<b>76.54%</b>	<b>1,49,18,171</b>	<b>80.24%</b>
<b>Grand Total</b>	<b>1,56,57,440</b>	<b>100.00%</b>	<b>1,85,91,291</b>	<b>100.00%</b>

- xviii. **the nature of such shares:** The 0.0001% Series D CCCPS are cumulative, participating, compulsorily convertible preference shares.
- xix. **the manner of issue of shares:** Private Placement through Preferential basis
- xx. **the terms of issue, including terms and rate of dividend on each share, etc.:**
- **Face value:** The 0.0001% Series D CCCPS issued shall have a face value of Rs. 100/- per CCCPS.
  - **Coupon/Dividend:** The terms of the 0.0001% Series D CCCPS confer the holders thereof a right to a preferential cumulative dividend of 0.0001% per annum.
  - **Issue and allotment period:** The Securities will be allotted within 60 days from the date of application by the shareholders of the Company.
  - **Voting Rights:** Each 0.0001% Series D CCCPS shall have 1 (one) vote for each 0.0001% Series D CCCPS held and subject to the applicable laws, the holders of the 0.0001% Series D CCCPS shall be entitled to receive notice of and vote on all matters that are submitted to the vote of the shareholders of the Company (including the holders of Equity Shares).
- xxi. **The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion:** Not applicable since each 0.0001% Series D CCCPS is compulsorily convertible into Equity Shares of the Company.
- xxii. **The manner and modes of redemption:** Not applicable
- xxiii. **Expected dilution in equity share capital upon conversion of preference shares:** Dilution impact upon conversion of 0.0001% Series D CCCPS, assuming entire conversion is as indicated in the above-mentioned table as set out under s.no.(xvii).

The members are, therefore, requested to accord their approval authorizing the Board to go for the proposed Preferential Issues as set out in the resolution proposed as Item no. 1 of this Notice.

The issue of the 0.0001% Series D CCCPS is in accordance with the provisions of the articles of association of the Company.

The Board of Directors believe that the issue of Securities to above mentioned investors is in the best interest of the Company and therefore recommends the resolution for your approval.

Save and except, Mr. Aditya Deepak Parekh (being Nominee Director representing Faering Capital India Evolving Fund II & Faering Capital India Evolving Fund III), being proposed allottees, none of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested in the Resolution set out at Item no. 1 of this Notice except to the extent of their shareholding, if any, in the Company.



**FINOVA CAPITAL PVT. LTD.**

CIN : U65993RJ2015PTC048340

Regd. Office : 702, Seventh Floor, Unique Aspire, Plot No.13-14, Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur - 302021

Corp. Office : Fourth Floor, Unique Aspire, Plot No. 13-14, Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur - 302021

Tel.: 0141-4118202, www.finovaltd.com, E-mail : info@finovaltd.com

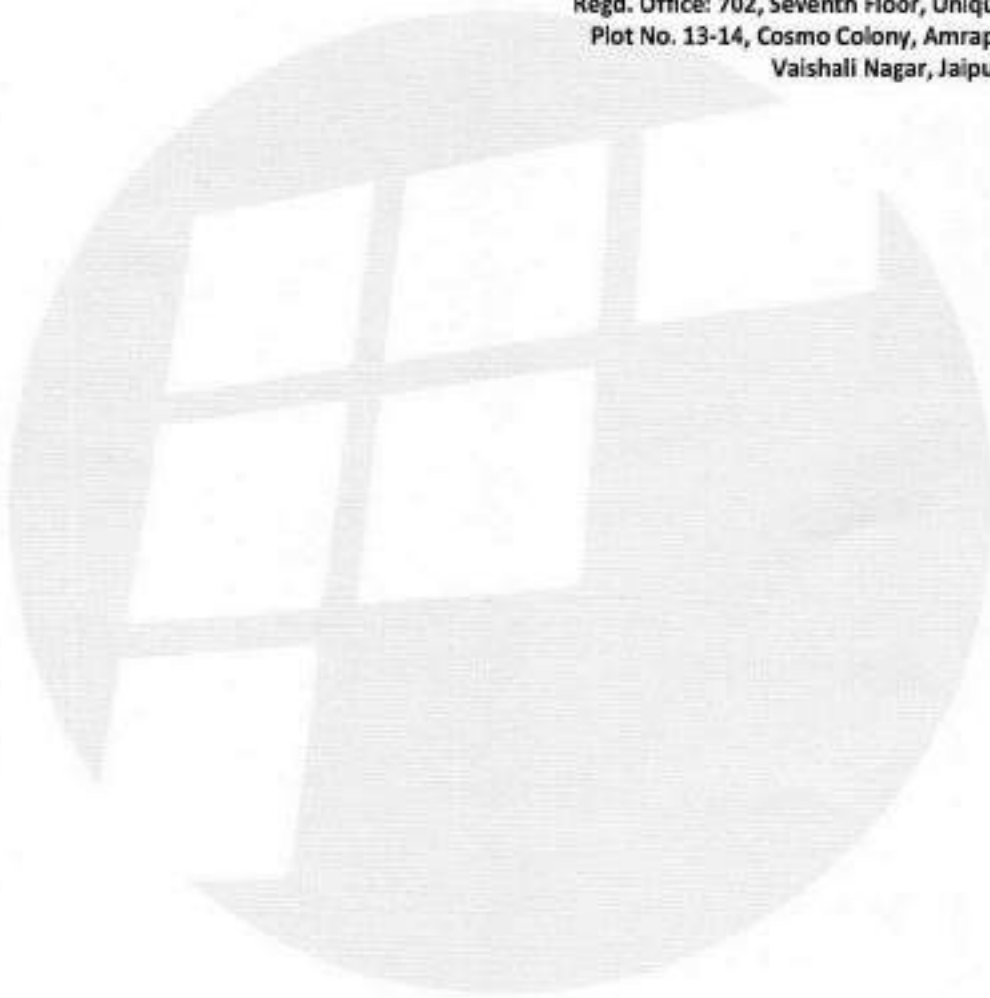
DATE: MARCH 23, 2022  
PLACE: JAIPUR

BY ORDER OF THE BOARD OF DIRECTORS  
FOR FINOVA CAPITAL PRIVATE LIMITED



JAIKISHAN PREMANI  
COMPANY SECRETARY &  
COMPLIANCE OFFICER  
M. NO.: A42043

Regd. Office: 702, Seventh Floor, Unique Aspire,  
Plot No. 13-14, Cosmo Colony, Amrapali Marg,  
Vaishali Nagar, Jaipur-302021



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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:** U65993RJ2015PTC048340

**Name of the Company:** Finova Capital Private Limited

**Registered Office:** 702, Seventh Floor, Unique Aspire, Plot No. 13-14 Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur -302021 (Raj.)

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 mentioned Company, hereby appoint:

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him/her

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him/her

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 16<sup>th</sup> EOGM of the Company, to be held on Wednesday, the 23<sup>rd</sup> day of March, 2022 at 05:00 P.M. at its corporate office situated at Fourth Floor, Unique Aspire, Plot No. 13-14 Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur-302021 (Raj.) and at any adjournment thereof in respect of such resolutions as are indicated below:

S. NO.	Resolution	For	Against
1.	Approval for further issue of fully paid-up securities on preferential basis.		

Signed this \_\_\_\_\_ day of March, 2022

Signature of Shareholder

Signature of Proxy Holder (s)

Affix Revenue Stamp here



**FINOVA CAPITAL PVT. LTD.**

CIN : U65993RJ2015PTC048340

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Corp. Office : Fourth Floor, Unique Aspire, Plot No. 13-14, Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur - 302021

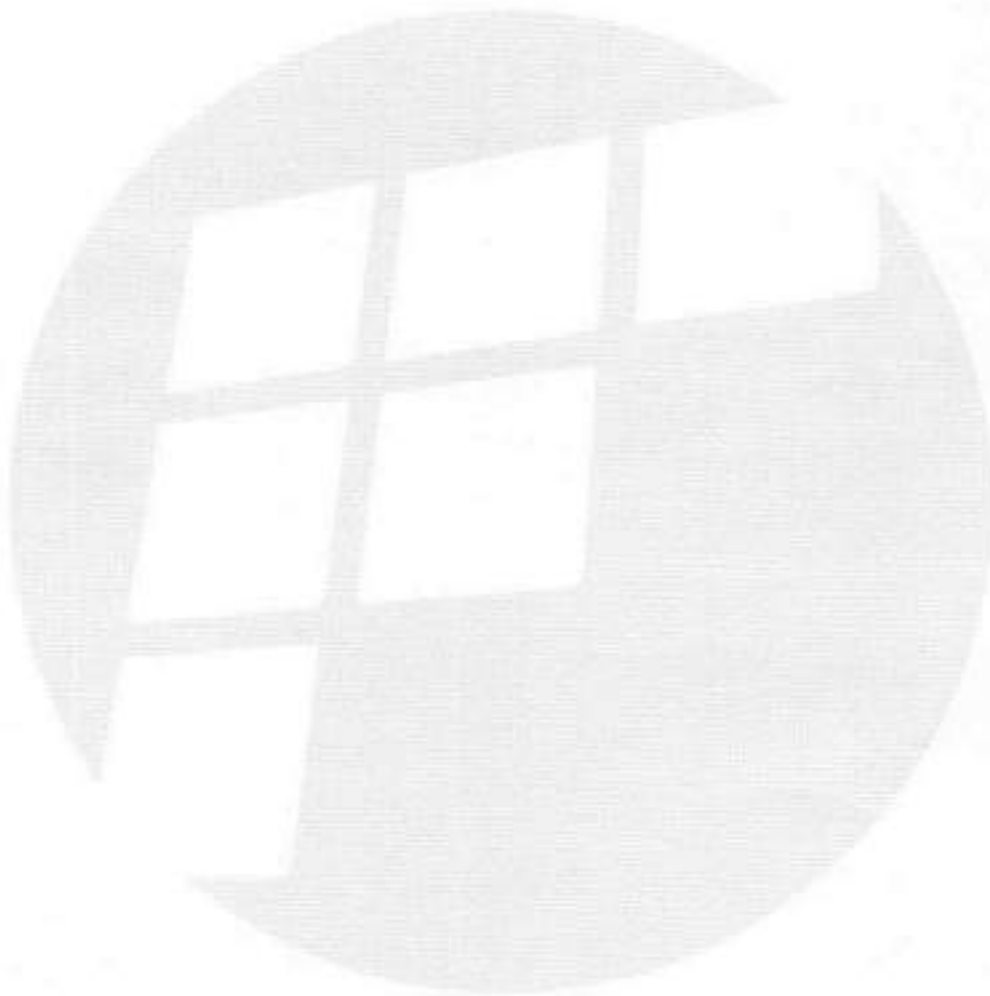
Tel.: 0141-4118202, www.finova.in, E-mail : info@finova.in





**FINOVA CAPITAL**  
FINANCING DREAMS

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, before the commencement of the Meeting.



**FINOVA CAPITAL PVT. LTD.**

CIN : U65993RJ2015PTC048340

Regd. Office : 702, Seventh Floor, Unique Aspire, Plot No.13-14, Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur - 302021

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Tel.: 0141-4118202, www.finova.in, E-mail : info@finova.in

**ATTENDANCE SLIP**

Registered Folio no./DP ID no./ Client ID No.

Number of shares held

I certify that I am a member /proxy/authorised representative for the member of the company. I hereby record my presence at the 16<sup>th</sup> EOGM of the Company, to be held on Wednesday, the 23<sup>rd</sup> day of March, 2022 at 05:00 P.M. at its corporate office at Fourth Floor, Unique Aspire, Plot No. 13-14 Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur -302021 (Raj.)

-----  
Name of the member/proxy  
(In Block Letters)-----  
Signature of the member/proxy

Note: Please fill up the attendance slip and hand it over at the entrance of the meeting.

**FINOVA CAPITAL PVT. LTD.**

CIN : U65993RJ2015PTC048340

Regd. Office : 702, Seventh Floor, Unique Aspire, Plot No.13-14, Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur - 302021

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