

FINOVA CAPITAL PRIVATE LIMITED

CIN: U65993RJ2015PTC048340

**Reg. Office: 702, SEVENTH FLOOR, UNIQUE ASPIRE, PLOT NO. 13-14 COSMO COLONY,
AMRAPALIMARG, VAISHALI NAGAR, JAIPUR -302021 (RAJ.)**

Tel. NO 0141-4118202 Website:www.finova.in Email Id: info@finova.in

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 07th Extra-Ordinary General Meeting ("EOGM/ Meeting") of the members of Finova Capital Private Limited will be held at a shorter notice on Thursday, the 21st Day of February, 2019 at 2.00 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 FOR INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE CONTAINED IN THE MEMORANDUM OF ASSOCIATION

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 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company from Rs. 40,00,00,000/- (Rupees Forty Crores Only) divided into 60,00,000 (Sixty lakh) Equity shares of Rs. 10/- (Rupees Ten Only) each and 34,00,000 (Thirty-Four Lakh) Preference Shares of Rs. 100/- (Rupees One Hundred only) each to Rs. 71,00,00,000/- (Rupees Seventy-One Crores Only) divided into 60,00,000 (Sixty lakh) Equity shares of Rs.10/- (Rupees Ten only) each and 65,00,000 (Sixty-Five Lakh) Preference Shares of Rs. 100/- (Rupees One Hundred only) each.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company relating to share capital be and is hereby altered by deleting the same and substituting in place thereof, of the following new clause V:

- V. The Authorized Share Capital of the company is Rs. 71,00, 00,000/- (Rupees Seventy-One Crores Only) divided into 60,00,000 (Sixty lakh) Equity shares of Rs. 10/- (Rupees Ten only) each and 65,00,000 (Sixty-Five Lakh) Preference shares of Rs.100/- (Rupees One Hundred Only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the above resolution or otherwise considered by them to be in the best interests of the Company."

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ITEM NO. 2: APPROVAL FOR FURTHER ISSUE OF 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 The Companies (Share Capital and Debentures) Rules, 2014 and 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) and enabling provisions in the Memorandum and Articles of the Association of the Company and the rules, regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such terms, conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee thereof or any other person(s) for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, consent of the members be and is hereby accorded to offer, issue and allot 10 (Ten) Equity Shares having face value of Rs. 10/- (Rupees Ten only) each issued at a premium of Rs. 350.97/- (Rupees Three Hundred Fifty and Ninety-Seven Paise only) per Share aggregating upto Rs. 360.97/- (Rupees Three Hundred Fifty and Ninety-Seven Paise only) per share and 29,55,915 (Twenty-Nine Lakhs Fifty-Five Thousand Nine Hundred and Fifteen) Series B Compulsorily Convertible Cumulative Preference Shares ("Series B CCCPS") having face value of Rs. 100/- (Rupees One Hundred only) each issued at a premium of Rs. 260.97/- (Rupees Two Hundred Sixty and Ninety-Seven Paise Only) per share aggregating upto Rs. 360.97/- (Rupees Three Hundred Sixty and Ninety-Seven Paise only) per share on a preferential basis through private placement offer to the following person 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 Series B CCCPS or as may be necessary in accordance with the terms of the offerings.

S. No.	Name of Proposed Allottees	Number of Securities	Consideration (In Rupees)	Whether fully paid up or Partly paid up
1.	M/s. SCI Investments V	10,85,963 Series B CCCPS	39,20,00,064.11	Fully Paid up
2.	M/s. Faering Capital India Evolving Fund II	6 Equity Shares and 11,02,059 Series B CCCPS	39,78,12,403.1	Fully Paid up
3.	M/s. Faering Capital India Evolving Fund III	4 Equity Shares and 6,29,377 Series B CCCPS	22,71,87,659.6	Fully Paid up

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4.	Mr. Mohit Sahney	69,258 Series B CCCPS	2,50,00,060.26 (Rs. 69,258/- to be received as Share Application money and balance Rs. 2,49,30,802.26/- to be received in tranches)	Partly Paid up
5.	Mrs. Sunita Sahney	69,258 Series B CCCPS	2,50,00,060.26 (Rs. 69,258/- received as Share Application money and balance Rs. 2,49,30,802.26/- to be received in tranches)	Partly Paid up
	Total	29,55,925	1,06,70,00,247.33	

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 Series B CCCPS:

a)	the priority with respect to payment of dividend or repayment of capital vis-a-vis Equity Shares	Each holder of Series B 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.
b)	the participation in surplus fund	In addition to and after payment of the Series B Preferential Dividend, each Series B 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.
c)	the participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid	In case of winding up, the total proceeds from such liquidity event shall be paid or distributed as follows: i. In case the total Liquidation Proceeds are less than or equal to the total investment amount invested by Investors, Promoters and Other Shareholders, then each of the Investors, Promoters and Other Shareholders shall be entitled to an amount out of

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		<p>the Liquidation Proceeds in proportion to the amount invested by such shareholder.</p> <p>ii. In case the total Liquidation Proceeds are more than the amounts invested by Investors, Promoters and Other Shareholders, then Liquidation Proceeds shall be distributed in the following manner amongst the Investors such that each Investor receives, prior and in preference to any payment or distribution to any other Shareholder, but pari passu with the other Investor, an amount which is the higher of:</p> <ul style="list-style-type: none"> 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 <p>an amount from the Liquidation Proceeds pro rata to the Investor's shareholding in the Share Capital on a Fully Diluted Basis.</p>
d)	the payment of dividend on cumulative or non-cumulative basis	Cumulative basis
e)	the conversion of Preference Shares into Equity Shares	Each Series B CCCPS may be converted into Equity Shares at any time at the option of the holder of Series B CCCPS. Each Series B CCCPS shall be converted into 1 (one) Equity Shares subject to anti-dilution protection available to the Series B CCCPS holder. Each Series B CCCPS shall automatically 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 date of issuance; 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.

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f)	the voting rights	Each Series B CCCPS shall have 1 (one) vote for each Series B CCCPS held and subject to the applicable laws, the holders of the Series B 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).
g)	the redemption of Preference Shares	Not applicable

RESOLVED FURTHER THAT the resultant Equity Shares to be allotted on conversion of Series B CCCPS shall rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT an amount of Re.1/- (Rupee one) per Series B CCCPS shall be payable by Mr. Mohit Sahney and Mrs. Sunita Sahney ("the Promoters") on or before the date of allotment of the Series B CCCPS as the Series B CCCPS application money and the balance amount for Series B CCCPS be payable in one or more tranches within a period of 5(five) years from the date of receiving application money.

RESOLVED FURTHER THAT the 29,55,915 Series B CCCPS will be converted into the Equity shares of the Company in one or more tranches as per the schedule mentioned in the explanatory statement.

RESOLVED FURTHER THAT the private placement offer in Form PAS 4 ("Private Placement Offer Cum Application Letter") be and is hereby approved and Mr. Mohit Sahney, Managing Director & CEO, Mrs. Sunita Sahney, Whole Time Director and Ms. Garima Jhamnani, Company Secretary of the Company, be and are hereby severally authorized to issue Private Placement Cum Application Letter to the above mentioned persons.

RESOLVED FURTHER THAT in the event partly paid Series B CCCPS holder does not pay the balance consideration when called for by the Board and thus unable to exercise their right to convert the allotted Series B CCCPS, the Series B CCCPS shall lapse and the amount paid shall stand forfeited by the Company.

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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such 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 to finalize and execute all documents, papers, agreement, deeds and writings as may be necessary and desirable.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to make all the required filings, submissions and intimations to any appropriate authority and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the above resolution."

ITEM NO. 3: APPROVE FOR APPOINTMENT OF MR. ARJUN DAN RATNOO AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to section 149, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) Mr. Arjun Dan Ratnoo (DIN:00802613) who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 24th November, 2018 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting, be and is hereby appointed as a Director (Independent) of the Company to hold office for a term of 5 (five) years commencing from 24th November, 2018 to 23rd November, 2023, whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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ITEM NO. 4: RATIFICATION OF REMUNERATION PAID TO MR. RAHUL SAHNEY (RELATED PARTY)

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

"RESOLVED THAT pursuant to Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the consent of the members of the Company, be and is hereby accorded to confirm, ratify and approve the appointment and remuneration of Mr. Rahul Sahney, (being relative of Mr. Mohit Sahney, Managing Director and CEO of the company), appointed as Chief Operating Officer ("COO") in office or place of profit at a remuneration of Rs. 2,60,000/- per month (inclusive of all benefits) w.e.f. 01st April, 2018.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to sign, execute and file all the papers, documents etc. as may be required and to do all such acts, deeds, matters and things and take all the steps as may be necessary or desirable to give effect to this resolution and to give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in this regard."

DATE: 21.02.2019

PLACE: JAIPUR

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



A handwritten signature in black ink, appearing to read "Garima Jhamnani".

**GARIMA JHAMNANI
COMPANY SECRETARY
M. NO.: A43137**

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Notes:

1. 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.
2. **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.**
3. 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, in order to be effective.
4. Members and Proxies attending the Meeting should bring the attendance slip duly filled in for attending the meeting.
5. Members seeking any information with regard to the resolutions as proposed to be passed in the meeting are requested to write to the Company in advance, so as to enable the Management to keep the information ready at the meeting.
6. 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.
7. Corporate Members intending to send their authorised representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
8. Brief resume of the Director those proposed to be appointed and other details as stipulated under Secretarial Standard on General Meetings ('SS-2') is provided in the Annexure A to the notice.

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9. 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:

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: 21.02.2019

PLACE: JAIPUR

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



A handwritten signature in black ink, appearing to read "Garima Jhamnani".

**GARIMA JHAMNANI
COMPANY SECRETARY
M. NO.: A43137**

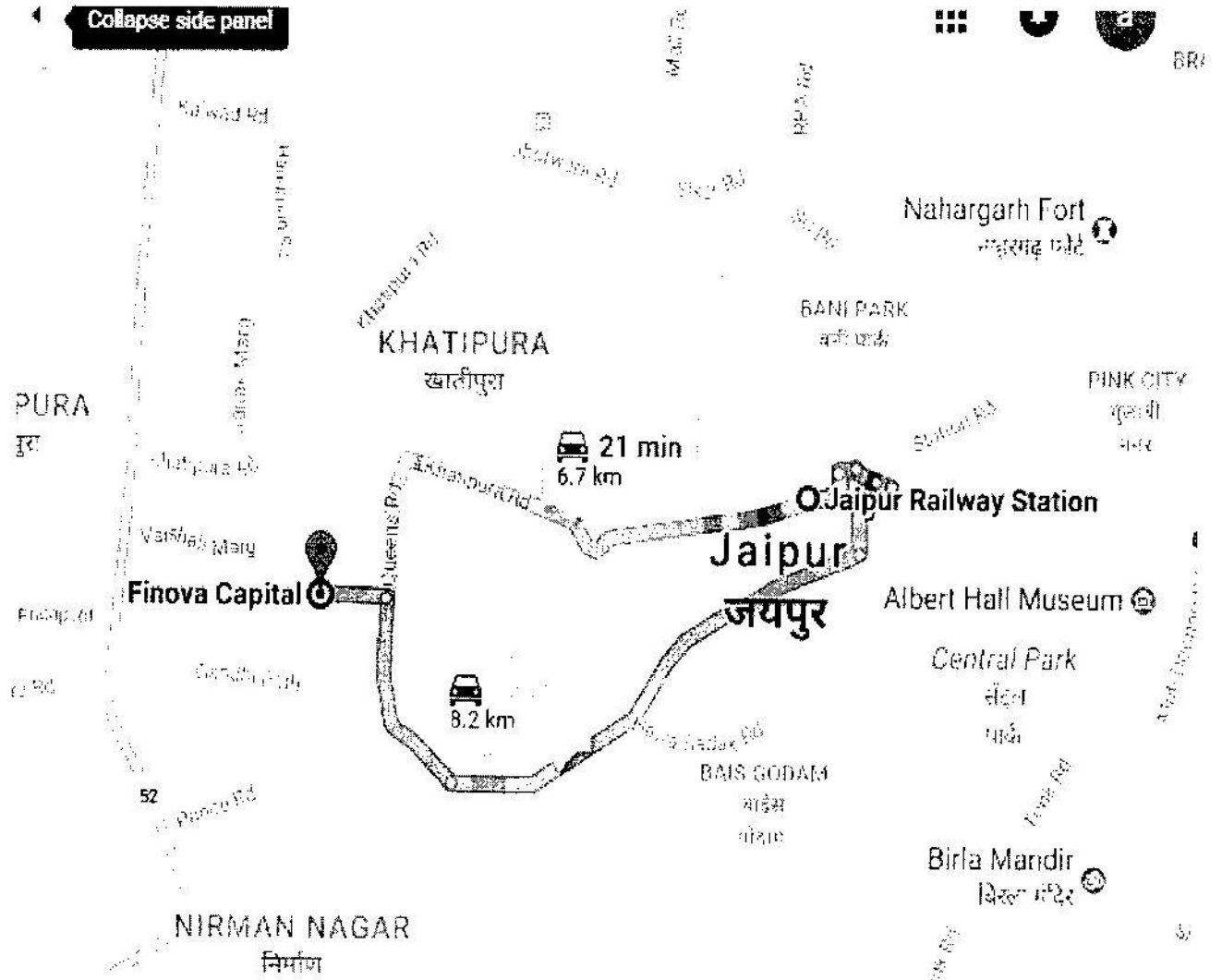
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ROUTE MAP TO THE VENUE OF THE MEETING



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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 existing Authorized Share capital of the Company is 40,00,00,00,000 (Rupees Forty Crores only) divided into divided into 60,00,000 (Sixty lakh) Equity shares of Rs. 10/- (Rupees Ten Only) each and 34,00,000 (Thirty-Four Lakh) Preference Shares of Rs. 100/- (Rupees One Hundred only) each.

In order to raise additional capital, it is necessary to have adequate provision in the Authorized Share Capital and accordingly, it is proposed to increase the Authorised Share Capital of the Company to Rs. 71,00,00,000/- (Rupees Seventy-One Crores Only) divided into 60,00,000 (Sixty lakh) Equity shares of Rs.10/- (Rupees Ten only) each and 65,00,000 (Sixty-Five Lakh) Preference Shares of Rs. 100/- (Rupees One Hundred only) each, by creating additional 31,00,000 (Thirty-One Lakhs) Preference Shares of 100/- (Rupees Hundred only) each. Consequent upon the increase in the Authorised Share Capital, as proposed, the existing Clause V of the Memorandum of Association of the Company will also have to be replaced. The draft amended Memorandum of Association will be available for inspection by the Members at the Registered Office and/or Corporate Office of the Company.

As per provisions of the Companies Act, 2013, any increase in Authorized Share Capital and consequent amendment in Memorandum of Association of the Company requires consent and approval of the Members of the Company by way of an Ordinary Resolution.

The Board of Directors recommends the resolution set out at item no. 1 of the Notice for the approval by the members as Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 2

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 21st February, 2019, had approved the offer and issuance of 29,55,915 (Twenty-Nine Lakhs Fifty-Five Thousand Nine Hundred and Fifteen) Series B Compulsorily Convertible Cumulative Preference Shares ("Series B CCCPS") at an issue price of Rs. 360.97/- (Rupees Three Hundred Sixty and Ninety-Seven Paise only) per Series B CCCPS [Rs. 100/- (Rupees One Hundred only) as nominal

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value and Rs. 260.97/- (Rupees Two Hundred Sixty and Ninety-Seven Paise only) as premium] and 10 (Ten) Equity Shares at an issue price of Rs. 360.97/- (Rupees. Three Hundred Sixty and Ninety-Seven Paise Only) per Equity Share [Rs. 10/- (Rupees Ten only) as nominal value and Rs. 350.97/- (Rupees Three Hundred Fifty and Ninety-Seven Paise Only) as premium] 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 working capital requirements of the Company.
- ii. The total number of shares or other securities to be issued:** 10 (Ten) Equity Shares and 29,55,915 (Twenty-Nine Lakhs Fifty-Five Thousand Nine Hundred and Fifteen) Series B CCCPS to be issued.
- iii. The price or price band at/within which the allotment is proposed:**

The issue price of the Series B CCCPS shall be Rs. 360.97 /- (Rupees Three Hundred Sixty and Ninety-Seven Paise only) per Series B CCCPS [Rs. 100/- (Rupees One Hundred only) as nominal value and Rs. 260.97/- (Rupees Two Hundred Sixty and Ninety-Seven Paise only) as premium] and the issue price of Equity Share shall be Rs. 360.97/- (Rupees Three Hundred Sixty and Ninety-Seven Paise only) per Equity Share [Rs. 10/- (Rupees Ten only) as nominal value and Rs. 350.97/- (Rupees Three Hundred Fifty and Ninety-Seven Paise only) as premium].

- iv. Name and address of the valuer and the basis on which the price has been arrived at along with report of the registered valuer:**

Since the Company is in the growth phase, therefore price has been arrived on the basis of Discounted Free Cash Flow Method. A copy of the valuation certificate from registered valuer, M/s. Capital Advisors Private Limited, registered valuer, having registered office at 208, Aarpee Centre, CTS 70, MIDC Road no. 11, Andheri (East), Mumbai-400093, certifying the fair market value of the shares of the Company shall

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be placed before the Members of the Company at the Extra-Ordinary General Meeting and will also be open for inspection by the Members.

v.Amount which the Company intends to raise by way of issue of securities:

vi.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 15th January, 2019.

vii.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
Preference	SCI Investments V	Body Corporate	10,85,963
Preference	Faering Capital Fund III	Body Corporate	6,29,377
Preference	Faering Capital Fund II	Body Corporate	11,02,059
Preference	Mohit Sahney	Individual	69,258
Preference	Sunita Sahney	Individual	69,258
Equity	Faering Capital Fund II	Body Corporate	6
Equity	Faering Capital Fund III	Body Corporate	4

viii.Intention of promoters, Directors or Key Managerial Personnel to subscribe to the offer: Mr. Mohit Sahney and Mrs. Sunita Sahney ("Promoters") of the Company have intended to participate/subscribe to the present offer.

ix.The proposed time within which the allotment shall be completed:

The Company will complete the issue & allotment of Series B CCCPS and the Equity Shares 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.

FINOVA CAPITAL PRIVATE LIMITED**CIN: U65993RJ2015PTC048340****Reg. Office: 702, SEVENTH FLOOR, UNIQUE ASPIRE, PLOT NO. 13-14 COSMO COLONY,
AMRAPALIMARG, VAISHALI NAGAR, JAIPUR -302021 (RAJ.)****Tel. NO 0141-4118202 Website:www.finova.in Email Id: info@finova.in****x.The names of the proposed allottee(s) and percentage of post preferential offer capital that may be held by them:**

S. no.	Category	Name of the proposed Allottee	Kinds of Securities	Shareholding (on fully diluted basis)	
				Shares to be issued	% of shareholding
1.	Individual	Mr. Mohit Sahney	CCCPS	69,258	23.59%
2.	Individual	Mrs. Sunita Sahney	CCCPS	69,258	5.47%
3.	Body Corporate	SCI Investments V	CCCPS	10,85,963	39.03%
4.	Body Corporate	Faering Capital Fund II	CCCPS	11,02,059	9.74%
			Equity	6	
5	Body Corporate	Faering Capital Fund III	CCCPS	6,29,377	5.56%
			Equity	4	

xi. The change in Control if any, in the Company that would occur consequent to the preferential offer:
None**xii.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		
				Shares issued	Value per share	Total Value
1.	Individual	Rahul Sahney	CCCPS	28,000	175/- (Rs. 100/- as nominal value and Rs. 75/- as premium)	49,00,000/-
2.	Body Corporate	SCI Investments V	CCCPS	19,39,131	115/- (Rs. 100/- as nominal value and Rs. 15/- as premium)	22,30,00,065/-

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

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

S.n o.	Category	Pre Issue(on fully diluted basis)		Post issue (on fully diluted basis)	
		No. of shares	% of shareholding	No. of shares	% of shareholding
A	Promoters' holding:				
1.	Indian:				
	Individual	31,50,000	37.69%	32,88,516	29.06%
	Bodies Corporate	--	--	--	--
	Sub Total	31,50,000	37.69%	32,88,516	29.06%
2.	Foreign Promoters	--	--	--	--
	Sub Total (A)	31,50,000	37.69%	32,88,516	29.06%
B	Non- Promoters' holding:				
1.	Institutional Investors	--	--	17,31,446	15.30%
2.	Non-Institution:				
	Private Corporate Bodies	33,30,435	39.85%	44,16,398	39.03%
	Directors and Relatives	28,000	0.33%	28,000	0.25%
	Indian Public	18,50,000	22.13%	18,50,000	16.35%

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	Others (Including NRIs)	--	--	--	--
	Sub Total (B)	52,08,435	62.31%	80,25,844	70.94%
	Grand Total	83,58,435	100.00%	1,13,14,360	100.00%

- xv. Conversion price where convertible securities are offered on a preferential basis with an option to apply for and get equity shares allotted:**

The initial Series B Conversion Price for the Series B CCCPS shall be the Series B CCCPS Subscription Price and shall be subject to adjustment from time to time as provided herein.

- xvi. the nature of such shares:**

Compulsorily Convertible Cumulative Preference Shares which are non-participating in the surplus funds; and

The dividend on such shares shall be payable on a Cumulative basis

- xvii. the manner of issue of shares: Private Placement through Preferential basis**

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xviii. the terms of issue, including terms and rate of dividend on each share, etc.:

a)	the priority with respect to payment of dividend or repayment of capital vis-a-vis Equity Shares	Each holder of Series B 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.
b)	the participation in surplus fund	In addition to and after payment of the Series B Preferential Dividend, each Series B 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.
c)	the participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid	<p>In case of winding up, the total proceeds from such liquidity event shall be paid or distributed as follows:</p> <p>iii. In case the total Liquidation Proceeds are less than or equal to the total investment amount invested by Investors, Promoters and Other Shareholders, then each of the Investors, Promoters and Other Shareholders shall be entitled to an amount out of the Liquidation Proceeds in proportion to the amount invested by such shareholder.</p> <p>iv. In case the total Liquidation Proceeds are more than the amounts invested by Investors, Promoters and Other Shareholders, then Liquidation Proceeds shall be distributed in the following manner amongst the Investors such that each Investor receives, prior and in preference to any payment or distribution to any other Shareholder, but pari passu with the other Investor, an amount which is the higher of:</p> <ul style="list-style-type: none">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

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		an amount from the Liquidation Proceeds pro rata to the Investor's shareholding in the Share Capital on a Fully Diluted Basis.
d)	the payment of dividend on cumulative or non-cumulative basis	Cumulative basis
e)	the conversion of Preference Shares into Equity Shares	Each Series B CCCPS may be converted into Equity Shares at any time at the option of the holder of Series B CCCPS. Each Series B CCCPS shall be converted into 1 (one) Equity Shares subject to anti-dilution protection available to the Series B CCCPS holder. Each Series B CCCPS shall automatically 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 date of issuance; 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.
f)	the voting rights	Each Series B CCCPS shall have 1 (one) vote for each Series B CCCPS held and subject to the applicable laws, the holders of the Series B 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).
g)	the redemption of Preference Shares	Not applicable

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- **Face value:** The Series B CCCPS issued shall have a face value of Rs. 100 per CCCPS.
 - **Coupon/Dividend:** The Series B CCCPS shall be subject to the provisions of the Articles of Association of the Company and the Companies Act, 2013 confer the holders thereof a right to a preferential Cumulative dividend of 0.0001% per annum payable annually on a proportionate basis of the paid-up value of the Series B CCCPS, out of profits of the Company after providing for depreciation and at the discretion of the Board of Directors of the Company and if profits are available for such payment, subject to deduction of taxes at source if applicable.
 - **Issue and allotment period:** Will be allotted within 60 days from the date of approval by the shareholders of the Company.
 - **Voting Rights:** Each Series B CCCPS shall have 1 (one) vote for each Series B CCCPS held and subject to the applicable laws, the holders of the Series B 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).
 - **Taxation:** All payments in respect of the CCCPS shall be made less any deductions or withholding for or on account of any present or future taxes or duties as required under Applicable Laws.
 - **Winding up:** In the event of winding up of the Company, the holders of the Series B CCCPS shall have a right to receive of the paid up capital and arrears of dividend, declared upto the commencement of winding up, in priority to any paid up capital on the equity shares out of the surplus but shall not have any further rights to participate in the profits of the assets of the Company.
- xix. 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:**
Series B CCCPS will be converted into equity shares of face value of Rs. 10/- each in one or more tranches and such Conversion may be in one or more tranches at the Option of the Series B CCCPS holder and further such conversion shall not be later than twenty years from the date of Each Series B 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.
- xx. The manner and modes of redemption:** Not applicable

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xxi. Expected dilution in equity share capital upon conversion of preference shares:

Dilution impact upon conversion of preference shares, assuming entire conversion of Series A, Series A-1 CCCPS and Series B into equity shares, is indicated in the above-mentioned table.

The members are, therefore, requested to accord their approval authorizing the Board for the proposed Preferential Issues as set out in the resolution proposed as Item no. 2 of this Notice.

The issue of the Series B 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 investors and Promoters of the Company is in the interest of the Company and therefore recommends the resolution for your approval.

Save and except, Mr. Mohit Sahney and Mrs. Sunita Sahney, being proposed allottees and Mr. Ishaan Mittal and Mr. G.V. Ravishankar, (being Nominee Directors representing SCI investments V, Proposed Allottee) 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. 2 of this Notice except to the extent of their shareholding, if any, in the Company.

ITEM NO. 3

The Board at its meeting held on 24th November, 2018 approved the appointment of Mr. Arjun Dan Ratnoo as an Additional Director under Independent Category in terms of Section 161 of the Companies Act, 2013 and who shall hold office as Director up to the date of the forthcoming Annual General Meeting.

Mr. Arjun Dan Ratnoo has given a declaration to the Board that he meets criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and also a declaration under Section 164 of the Act confirming that he is not disqualified to be appointed as Director. Keeping in view his rich knowledge and experience, which could be utilized to put appropriate strategies for growth of business activities of the Company, it was thought fit to appoint Mr. Arjun Dan Ratnoo as an Independent Director on the Board.

In the opinion of the Board, Mr. Arjun Dan Ratnoo fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder for appointment as an Independent Director and he is independent of Management and possess skills, experience and knowledge inter alia, in the field of Finance and Banking Sector. Brief resume and other details of Mr. Arjun Dan Ratnoo as stipulated under the relevant provisions of SS-2 are provided in the Annexure A to the notice of the Annual general Meeting

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In compliance with the provision of Section 149 read with Schedule IV of the Companies Act, 2013, appointment of Mr. Arjun Dan Ratnoo as an Independent Director is required to be placed before the members at a General Meeting for their approval. Copy of the draft letter of appointment which includes terms and conditions of appointment of Mr. Arjun Dan Ratnoo will be available for inspection without any fee by the shareholders at the registered office of the Company during normal business hours on any working day.

In view of above, approval of members is being obtained at the Extra-Ordinary General Meeting for appointment of Mr. Arjun Dan Ratnoo as an Independent Director for a period of five (5) years w.e.f. 24th November, 2018.

The Board recommends the resolution set out in item no. 3 of the Notice for your approval.

None of the directors, managers or key managerial personnel of the Company or the relatives thereof, except Mr. Arjun Dan Ratnoo (i.e., Director proposed for appointment), is interested in this resolution, financially or otherwise.

ITEM NO. 4

Pursuant to the provisions of Section 188 of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("The Rules"), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of Ordinary Resolution in case Related Party Transactions exceed such as specified in the Rules.

The Company had entered into employment agreement with Mr. Rahul Sahney (Brother of Mr. Mohit Sahney, Managing Director & CEO), Chief Operating Officer ("COO") for office or place of profit and has paid remuneration to Mr. Rahul Sahney in excess of Rs. 2,50,000/- per month w.e.f 01st April, 2018 which requires to be ratified with the consent of members of the Company.

The details of transaction with Mr. Rahul Sahney (Related party) is given below:

Name of Related Party	Nature of Relationship	The nature, particulars of the contract or arrangement and The material terms of the contract or	Duration of the contract	Any advance paid or received for the contract or arrangement, if any	The manner of determining the pricing and other commercial terms both included as part of contract	Whether all factors relevant to the contract have been considered, if not, the details of	Any other information relevant or important for the Board to take a decision on the
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		arrangement including the value, if any:			and not considered as part of the contract	factors not considered with the rationale for not considering those factors	proposed transaction
Rahul Sahney	Brother of Mr. Mohit Sahney (Managing Director & CEO of the Company)	Ratification of appointment of Mr. Rahul Sahney in Office or place of profit w.e.f. 01 st April 2018, at a remuneration of Rs. 2,60,000/- p.m.	Regular	N.A.	The payment of remuneration to Mr. Rahul Sahney, COO of the Company is as per the industry norms and standards.	Yes	Nil

The transaction entered into Mr. Rahul Sahney is at arm's length price. The Board of Directors of the Company have considered the ratification of the remuneration at their respective meeting held on 21st February, 2019 and ratified and approved the Employment agreement with Mr. Rahul Sahney (Related Party).

The Board of Directors recommends the resolution set out at item no. 4 of the Notice for the approval by the members as Ordinary Resolution.

Save and except, Mr. Mohit Sahney, being relative of the appointee, none of the Directors or their relatives, is anyway, concerned or interested, financially or otherwise, in the aforesaid resolution.

DATE: 21.02.2019

PLACE: JAIPUR

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



Garima
**GARIMA JHAMNANI
COMPANY SECRETARY
M. NO.: A43137**

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Details of Directors seeking appointment pursuant to the provisions of Secretarial Standards on General Meeting

Name of the Director	Arjun Dan Ratnoo
DIN	00208613
Age	64 years
Designation	Independent Director
Qualification	EMBA (Finance)
Experience	Retired Chief General Manager of NABARD with over 30 years of experience in financial and banking sector.
Terms and Conditions of appointment/re-appointment	As per the resolution at item no. 3 of the Notice convening Extra Ordinary General Meeting on 21.02.2019 read with explanatory statement thereto, Mr. Arjun Dan Ratnoo is proposed to be appointed as an Independent Director.
Remuneration last drawn	N.A.
Remuneration proposed to be paid	Sitting fees only
Date of first appointment on the Board	24 th November, 2018
No. of Meetings of Board attended during the year F.Y. 2017-18	NIL
No. of shares held in Company as on March 31, 2018	NIL
Director/Member/Chairman of the Committees of the Board of other Listed Companies as on March 31, 2018	NIL
Relationships with other Directors, Manager and other Key Managerial Personnel of the company	N.A.

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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:

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

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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 07thEOGM of the Company, to be held on Thursday, the 21st day of February, 2019 at 2.00 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:

Resolution No.

1. Approval of ratification of remuneration paid to Mr. Rahul Sahney
2. Approval for increase in authorized share capital of the company and alteration of the capital clause contained in the Memorandum of Association
3. Approval for further issue of securities on preferential basis.
4. Approve for appointment of Mr. Arjun Dan Ratnoo as independent director of the company

Signed this _____ day of _____, 2019

Affix Revenue Stamp
here

Signature of Shareholder

Signature of Proxy Holder (s)

Note: 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.

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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 07th EOGM of the Company, held on Wednesday, the 21st day of February, 2019, at 2.00 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

Signature of the member/proxy

(In Block Letters)

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