

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 13th Extra-Ordinary General Meeting (“EOGM/ Meeting”) of the members of Finova Capital Private Limited will be held on **Monday, the 18th day of October, 2021 at 11:00 A.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: APPOINTMENT OF STATUTORY AUDITOR IN CASUAL VACANCY

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 139 (8), 141, 142 and other applicable provisions (if any) of the Companies Act, 2013 (“**the Act**”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of Articles of Association of the Company and the RBI notification Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated 27th April, 2021 on “**Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)**”, consent of the members of the company be and is hereby accorded to appoint M/s. S. N. Dhawan & Co. LLP (FRN: 000050N/N500045) as Statutory Auditor of the company to fill up the casual vacancy caused due to the resignation of M/s S.R. Batliboi & Associates LLP to hold office until the conclusion of next Annual General Meeting of the company for auditing the accounts of the Company for the Financial Year 2021-22 and at the remuneration as may be determined by the Board of Directors.

RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorised to do all such acts, matters, things and deeds and take all such necessary steps as may be required to give effect to the aforesaid resolution.”

DATE: 24.09.2021

PLACE: JAIPUR

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

**SUNITA SAHNEY
WHOLE TIME DIRECTOR
DIN: 02395354**

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

FINOVA CAPITAL PRIVATE LIMITED

CIN: U65993RJ2015PTC048340

Regd. Office: 702, 7th Floor, Unique Aspire, Plot No. 13-14 Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur -302021

Corp. Office: 4th Floor, Unique Aspire, Plot No. 13-14 Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur -302021

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

NOTES:

1. The Company has taken all the preventive/precautionary measures while making arrangement for this Extra-Ordinary General Meeting to ensure the safety of all its shareholders, employees and other stakeholders participating in the Extra-Ordinary General Meeting 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 due to the outbreak of pandemic COVID-19:

- 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.
2. Explanatory statement pursuant to section 102 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 not less than forty-eight hours 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 Companies Act, 2013 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

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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, between 11.00 A.M. to 1.00 P.M. from the date hereof upto the date of the Meeting.
8. With reference to SS-2 for the convenience of recipients of notice, the Route Map to the venue of Extra Ordinary General Meeting of the Company attached below.

DATE: 24.09.2021

PLACE: JAIPUR

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

**SUNITA SAHNEY
WHOLE TIME DIRECTOR
DIN: 02395354**

**ADD.: 702, Seventh Floor, Unique Aspire, Plot No. 13-14
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FINOVA CAPITAL PRIVATE LIMITED

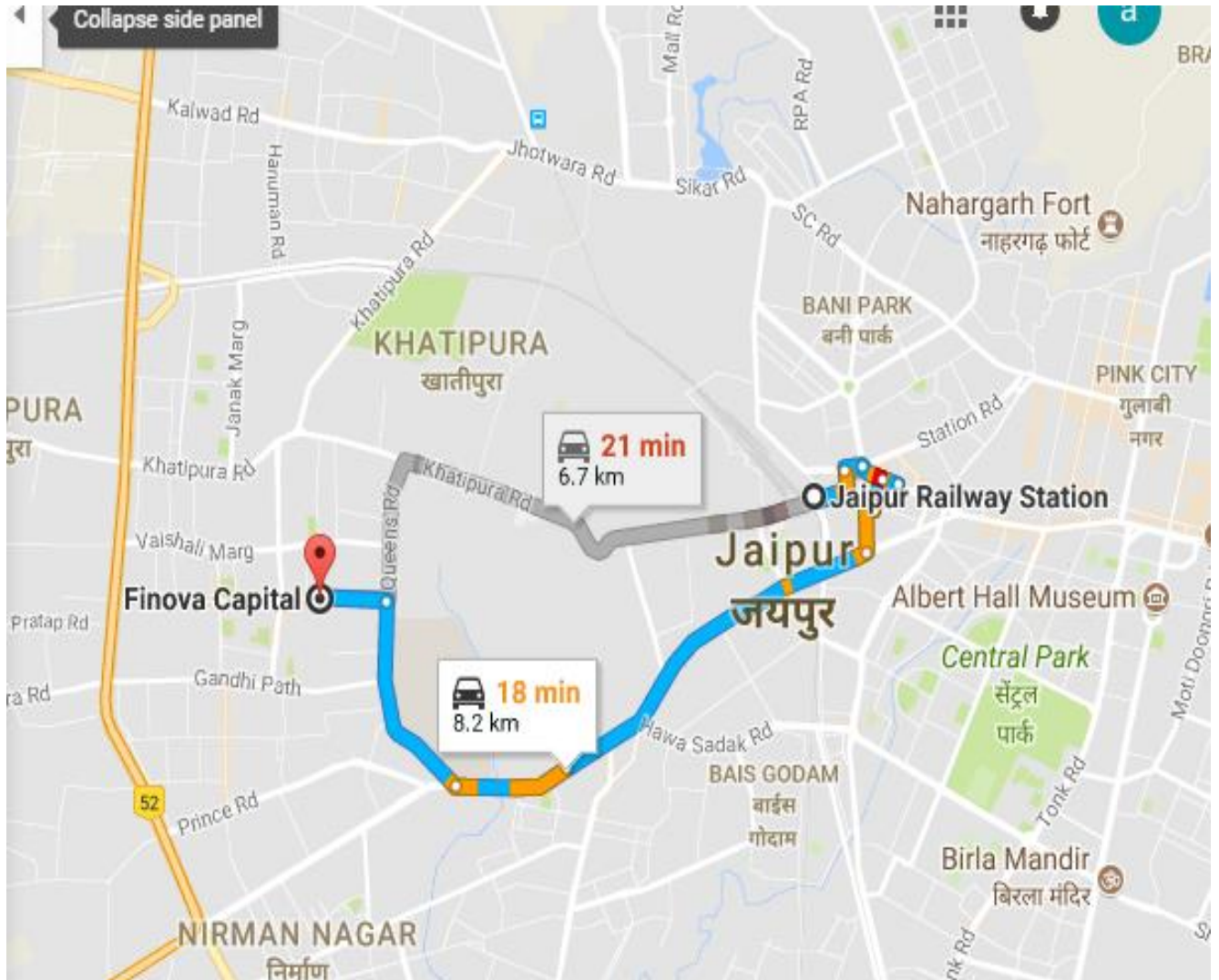
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ROUTE MAP TO THE VENUE OF THE MEETING



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EXPLANATORY STATEMENT PURSUANT TO SECTION 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

It is hereby informed to the members of the company that the company had earlier appointed **M/s S.R. Batliboi & Associates LLP** (Chartered Accountants) as the statutory auditors of the company in its 3rd Annual General Meeting (“AGM”) held on July 17, 2018 to hold office for a period of 5 years i.e. from Financial year 2018-19 till the financial year 2022-23.

They have conducted the audit for a continuous period of three years as statutory auditor of the Company i.e. till the Financial Year 2020-21.

Further, the RBI vide notification Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated 27th April, 2021 has issued “**Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)**” wherein it has restricted the tenure of an audit firm upto 3 years and also the number of NBFCs, an Audit Firm can take up for statutory audit.

Hence, as a consequence of restrictions imposed by RBI vide aforesaid RBI guidelines, **M/s S.R. Batliboi & Associates LLP** have expressed their inability to continue as statutory auditors of the company after completing period of three years and have resigned from the office of statutory auditors of the company as per Section 140 of the Companies Act, 2013 vide their resignation letter dated 16th September, 2021.

Further, due to the aforesaid resignation of M/s S.R. Batliboi & Associates LLP, from the office of statutory auditors, the casual vacancy has occurred and in order to fill up the said casual vacancy, it is proposed to appoint **M/s. S. N. Dhawan & Co. LLP (FRN: 00050N/N500045)**, Chartered Accountants as the Statutory auditors to conduct the audit of the Company for the Financial year 2021-22 and to hold office upto the conclusion of the next Annual General Meeting.

Furthermore, in terms of the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditor) Rules, 2014, the appointment of Statutory Auditor in place of existing Statutory Auditors of the Company requires the approval of shareholders in General Meeting by way of Ordinary Resolution.

Therefore, the Board of directors at their meeting held on 24th September, 2021 have approved the appointment of M/s. S. N. Dhawan & Co. LLP to hold office of the statutory Auditor of the Company till the conclusion of the ensuing Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with the newly appointed Statutory Auditors of the Company and recommends passing an **Ordinary Resolution** for approval of the members.

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The company has received the consent and eligibility letter dated 16th September, 2021 from M/s. S. N. Dhawan & Co. LLP for their appointment as statutory auditors.

A copy of resignation letter tendered by the Auditors and eligibility letter as referred are available for inspection of the members at the Registered Office of the Company on all working days, between 11.00 A.M. to 1.00 P.M. from the date hereof upto the date of the Meeting.

Your directors recommend the above resolution set out at item no. 1 for your approval.

None of the Director or Key Managerial Personnel of the company, or their relatives are, directly or indirectly, financially or otherwise, concerned or interested in said resolution.

DATE: 24.09.2021
PLACE: JAIPUR

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

SUNITA SAHNEY
WHOLE TIME DIRECTOR
DIN: 02395354
ADD.: 702, Seventh Floor , Unique Aspire ,Plot No. 13-14
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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

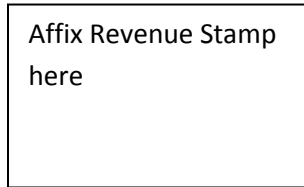
2. **Name:** _____ **Address:** _____
 _____ **E-mail Id:** _____
 _____ **Signature:** _____
 _____, or failing him/her

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 13thEOGM of the Company, to be held on **Monday, the 18th Day of October, 2021 at 11:00 A.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. Appointment of Statutory Auditor in Casual Vacancy



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, before the forty-eight hours of 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 13thEOGM of the Company, on **Monday, the 18th Day of October, 2021 at 11:00 A.M.** at its corporate office situated 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.

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