

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 18th Extra-Ordinary General Meeting (“EOGM”/“Meeting”) of the members of **Finova Capital Private Limited** will be held on **Thursday, February 29, 2024 at 11:00 A.M. (IST)** at the Registered Office of the Company situated at 702, Seventh 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: TO APPROVE THE VARIATION IN TERMS OF PARTLY PAID-UP 0.0001% SERIES B, SERIES C AND SERIES C-2 COMPULSORILY CONVERTIBLE CUMULATIVE PREFERENCE SHARES OF THE COMPANY

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 48, 55 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable rules, laws and acts (if any) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the consents in writing of the holders of not less than three-fourth of the issued shares of 0.0001% Series B, Series C and Series C-2 Compulsorily Convertible Cumulative Preference Shares (“**CCCPS**”), respectively, as a separate class and subject to such other consents/approvals as may be required in connection thereto, the consent of the Members of the Company be and is hereby accorded for variation in the existing terms of partly paid up 0.0001% Series B, Series C and Series C-2 CCCPS of the Company, by altering the period of payment of balance subscription amount of such CCCPS, as detailed herein below, from the existing period of 5 (Five) years from the date of receiving application money by the Company to prior to the filing of a draft prospectus in connection with an initial public offer of the Company:

Sr. No.	Series	Name of Shareholder	No. of Shares	Issue Price Per Share (In Rs.)	Balance Subscription Amount Per Share (In Rs.)	Date of Allotment
1	Series B CCCPS	Mr. Mohit Sahney	69,258	360.97	359.97	25-Mar-19
2		Mrs. Sunita Sahney	69,258	360.97	359.97	25-Mar-19
1	Series C CCCPS	Mr. Mohit Sahney	69,258	703.40	702.40	27-Oct-20
2		Mrs. Sunita Sahney	69,258	703.40	702.40	27-Oct-20
1	Series C-2 CCCPS	Mr. Mohit Sahney	1,19,554	743.50	742.50	21-Mar-22
2		Mrs. Sunita Sahney	1,19,554	743.50	742.50	21-Mar-22

RESOLVED FURTHER THAT all other terms of issuance of Series B, Series C and Series C-2 CCCPS shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Date: January 30, 2024

Place: Jaipur

**By Order of the Board of Directors
For Finova Capital Private Limited**

**Sd/-
Jaikishan Premani
Company Secretary and Compliance Officer
M. No.: A42043**

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

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts relating to the Special Business to be transacted at the Meeting is annexed hereto.
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 HIMSELF/HERSELF AND THE 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. IF A PROXY IS APPOINTED FOR MORE THAN FIFTY MEMBERS, THE PROXY SHALL CHOOSE ANY FIFTY MEMBERS AND CONFIRM THE SAME TO THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. IN CASE, THE PROXY FAILS TO DO SO, ONLY THE FIRST FIFTY PROXIES RECEIVED BY THE COMPANY SHALL BE CONSIDERED AS VALID.**
3. The instrument appointing the proxy/proxies in order to be effective, should be duly stamped, filled, signed and must be deposited at the Registered Office of the Company not later than 48 (Forty-Eight) hours before the commencement of the Meeting. (Proxy Form is annexed to this notice).
4. During the period beginning 24 hours before the time fixed for the commencement of the EOGM and until the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged, during the business hours of the Company, provided that not less than 3 (Three) days of notice in writing is given to the Company.
5. Corporate Members/ Institutional 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/ Governing Body Resolution and Authorization letter together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. Members / Proxies / Authorized Representatives attending the Meeting are requested to bring the attendance slip, annexed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID / Folio No. for attending the meeting.
7. Members seeking any information/clarification about the matter to be placed at EOGM are requested to write to the Company at cs@finova.in at least 7 (Seven) days before the date of EOGM so as to enable the Management to keep the information ready at the meeting.
8. All 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 between 11:00 A.M. (IST) and 05:00 P.M (IST) on all working days (except Saturday(s), Sunday(s) and Public Holidays), up to the date of EOGM and during the continuance of EOGM.

9. The Notice of EOGM is being sent only through electronic mode to those entitled who have registered their e-mail addresses with the Company / their respective depository participant ('DP'). Further, in case any Member requires physical copy of the Notice of EOGM, the same shall be sent to registered postal address of Member upon receipt of request in this regard.
10. The Notice of EOGM is also available on the Company's website at <https://www.finoval.in/disclosures.php>.
11. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail. Members holding shares in Demat mode, who have not registered or updated their e-mail addresses are requested to register or update their e-mail addresses with their respective DP.
12. With reference to SS-2, Route Map to the venue of EOGM of the Company is annexed to this Notice.

Date: January 30, 2024
Place: Jaipur

By Order of the Board of Directors
For Finova Capital Private Limited

Sd/-
Jaikishan Premani
Company Secretary and Compliance Officer
M. No.: A42043

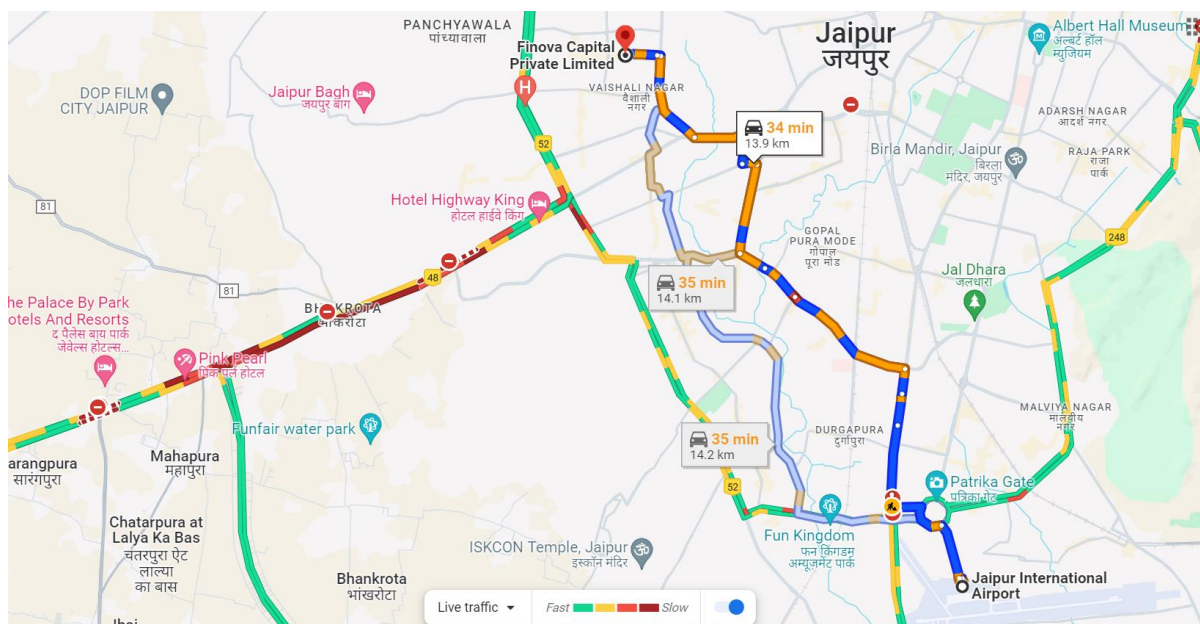
Registered Office: 702, Seventh Floor, Unique Aspire, Plot No. 13-14, Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur-302021 (Rajasthan)

Route Map to the Venue of the Meeting

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

Landmark: Amrapali Circle

Route Map: The Mark indicating the venue of EOGM



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

Your Company had issued and allotted partly paid up 0.0001% Compulsorily Convertible Cumulative Preference Shares (“CCCPS”) to the promoters of the Company i.e. Mr. Mohit Sahney and Mrs. Sunita Sahney, on Private Placement basis under Series B, Series C and Series C-2. The Details of such issuances are given hereunder:

Sr. No.	Series	Name of Shareholder	No. of Shares	Issue Price Per Share (In Rs.)	Balance Subscription Amount Per Share (In Rs.)	Date of Allotment
1	Series B CCCPS	Mr. Mohit Sahney	69,258	360.97	359.97	25-Mar-19
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2		Mrs. Sunita Sahney	1,19,554	743.50	742.50	21-Mar-22

According to the terms of issuance of the aforesaid CCCPS, Mr. Mohit Sahney and Mrs. Sunita Sahney had paid Re. 1.00/- (Rupee One Only) per CCCPS upfront as the application amount and the balance subscription amount on such CCCPS is payable by them within a period of 5 (Five) years from the date of receiving of application money by the Company.

The Board of Directors of the Company in its Meeting held on January 30, 2024 approved to vary the existing terms of issuance of aforementioned series of CCCPS in relation to the timeline for payment of the balance subscription amount by altering it from the existing period of 5 (Five) years from the date of receipt of application money by the Company to prior to the filing of a draft prospectus in connection with the initial public offer of the Company. The other terms of issuance of the said CCCPS shall remain unchanged.

Further, pursuant to the provisions of Section 48 of the Companies Act, 2013, the rights attached to the shares of any class may be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or by means of a special resolution passed at a separate meeting of the holders of the issued shares of that class and if such variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained. Accordingly, the Company shall obtain the written consent from Series B, Series C and Series C-2 CCCPS holders and all other Preference Shareholders of the Company to whom shares were issued and allotted under different series for aforementioned

variation in the existing terms of payment of the balance subscription amount of CCCPS subject to the approval of equity shareholders at this Meeting.

Therefore, the approval of Equity shareholders is sought by way of passing Special Resolution as set out at Item no. 1 of the Notice for variation in the existing terms of partly paid up 0.0001% Series B, Series C and Series C-2 CCCPS issued to Mr. Mohit Sahney and Mrs. Sunita Sahney, Promoters of the Company.

Save and except, Mr. Mohit Sahney, Managing Director and CEO, Mrs. Sunita Sahney, Executive Director, and Mr. Rahul Sahney being relative (brother) of Mr. Mohit Sahney, none of the Directors, Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item no. 1 of the Notice.

The Board of Directors recommends the Resolution set out at Item No. 1 of the Notice for the approval by the Members as a **Special Resolution**.

Date: January 30, 2024

Place: Jaipur

**By Order of the Board of Directors
For Finova Capital Private Limited**

**Sd/-
Jaikishan Premani
Company Secretary and Compliance Officer
M. No.: A42043**

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



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 (Rajasthan)

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 18th EOGM of the Company, to be held on Thursday, February 29, 2024 at 11:00 A.M. (IST) at its Registered Office situated at 702, Seventh Floor, Unique Aspire, Plot No. 13-14 Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur-302021 (Rajasthan) and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business:

1. To approve the variation in terms of Partly Paid up 0.0001% Series B, Series C and Series C-2 Compulsorily Convertible Cumulative Preference Shares of the Company

Signed this _____ day of February, 2024

Signature of Shareholder

Affix Revenue Stamp here

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 forty-eight hours, before the commencement of the Meeting.

ATTENDANCE SLIP

Registered Folio No.	
DP ID	
Client ID	
Number of Shares	

I hereby record my presence at the 18th Extra Ordinary General Meeting of the Company, held on Thursday, February 29, 2024 at 11:00 A.M. (IST) at its Registered Office situated at 702, Seventh Floor, Unique Aspire, Plot No. 13-14 Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur -302021 (Rajasthan)

**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.