

NOTICE

Notice is hereby given that the 09th Annual General Meeting ('AGM'/ 'Meeting') of the Members of **Finova Capital Private Limited** will be held on **Saturday, June 15, 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:

Ordinary Business:

Item No. 1: To adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2024 together with the reports of the Board of Directors and Auditors thereon.

Item No. 2: To approve the appointment of M/s T. R. Chadha & Co. LLP, Chartered Accountants as Statutory Auditors 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 the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Guidelines for Appointment of Statutory Central Auditors (SCAs) /Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) bearing reference number RBI/2021-22/25 Ref. No. DoS.CO.ARG /SEC.01/08.91.001/2021-22 dated April 27, 2021 issued by the Reserve Bank of India (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Policy for appointment of Statutory Auditors and pursuant to relevant provision of Articles of Association of the Company and based on the recommendation of Audit Committee and Board of Directors, the consent of Members of the Company be and is hereby accorded to appoint M/s T. R. Chadha & Co. LLP, Chartered Accountants (Firm's Registration Number: 006711N/N500028) ('Firm') as Statutory Auditors of the Company to hold office for a period of 3 (Three) consecutive years from the conclusion of this 09th Annual General Meeting ('AGM') till the conclusion of 12th AGM to be held in the calendar year 2027, subject to the firm satisfying the eligibility norms each year at a remuneration as may be determined by the Board of Directors from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

Special Business:

Item No. 3: To approve the limit for issuance of Non-Convertible Debentures on private placement 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, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and all other applicable rules, regulations, directions, guidelines, circulars and notifications issued by the Reserve Bank of India in this regard (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the enabling provisions of Articles of Association of the Company, the consent of Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee of the Board, constituted / to be constituted / reconstituted including the powers conferred by this resolution) to offer, issue and allot in one or more series/tranches, Non-convertible Debentures ('NCDs'), whether secured or unsecured and/or listed or unlisted including but not limited to subordinate debentures, bonds, and/or other debt securities as per Section 2(30) of the Companies Act, 2013 on private placement basis, during the period of one year from the date of passing of the Special Resolution by the Members

for an amount not exceeding Rs. 500,00,00,000/- (Rupees Five Hundred Crores Only) on such terms and conditions and at such times at par or at such premium, as may be decided by the Board to such person(s), including to one or more Company(ies), body corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be or such other person(s) as the Board may decide so for onward lending business of the Company and general corporate purposes.

RESOLVED FURTHER THAT the aggregate amount of funds to be raised by issue of NCDs, subordinate debentures, bonds, and/or other debt securities etc. shall not exceed the overall borrowing limits of the Company, as approved by the Board from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

Item No. 4: To approve the amendment in Employees Stock Option Plan 2018

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

“**RESOLVED THAT** in partial modification to the resolution passed by the Members of the Company at the Extra Ordinary General Meeting held on October 26, 2018 and pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to enabling clause of Articles of Association of the Company and subject to such approval(s)/consent(s)/permission(s)/sanction(s), as may be required, from the appropriate regulatory authorities and further subject to such terms and conditions as may be prescribed while granting such approval(s)/consent(s)/permission(s)/sanction(s) which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include the Nomination and Remuneration Committee of the Board), the consent of Members of the Company be and is hereby accorded to amend Clause 7.2(a)(i) of Employees Stock Option Plan 2018 (‘ESOP 2018’) by extending the exercise period from the current maximum period of 5 (Five) years to a period of 10 (Ten) years from the date of respective vesting of the options.

RESOLVED FURTHER THAT for Clause 7.2(a)(i) of ESOP 2018, the following words shall be substituted:

7.2(a)(i) The Exercise Period shall not be more than 10 years from the date of respective vesting of options. The options granted may be exercised by the Grantee at one time or at various points of time within the exercise period as determined by the Board/Committee from time to time.

RESOLVED FURTHER THAT the other terms and conditions of ESOP 2018 and all subsisting consents, authorizations and approvals granted from time to time, including resolutions passed by the Members and/or the Board and/or any Committee of the Board, with regards to implementation and administration of the ESOP 2018, shall remain unchanged and continue to be in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

Item No. 5: To approve the amendment in Employees Stock Option Plan 2020

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

“**RESOLVED THAT** in partial modification to the resolution passed by the Members of the Company at the Extra Ordinary General Meeting held on January 16, 2021 and pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being

in force) and pursuant to enabling clause of Articles of Association of the Company and subject to such approval(s)/consent(s)/permission(s)/ sanction(s), as may be required, from the appropriate regulatory authorities and further subject to such terms and conditions as may be prescribed while granting such approval(s)/consent(s)/permission(s)/sanction(s) which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include the Nomination and Remuneration Committee of the Board), the consent of Members of the Company be and is hereby accorded to amend Clause 7.2(a)(i) of Employees Stock Option Plan 2020 ('ESOP 2020') by extending the exercise period from the current maximum period of 5 (Five) years to a period of 10 (Ten) years from the date of respective vesting of the options.

RESOLVED FURTHER THAT for Clause 7.2(a)(i) of ESOP 2020, the following words shall be substituted:

7.2(a)(i) The Exercise Period shall not be more than 10 years from the date of respective vesting of options. The options granted may be exercised by the Option Grantee at one time or at various points of time within the exercise period as determined by the Board/ Committee from time to time.

RESOLVED FURTHER THAT the other terms and conditions of ESOP 2020 and all subsisting consents, authorizations and approvals granted from time to time, including resolutions passed by the Members and/or the Board and/or any Committee of the Board, with regards to implementation and administration of the ESOP 2020, shall remain unchanged and continue to be in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

Item No. 6: To approve the amendment in Employees Stock Option Plan 2022

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

"RESOLVED THAT in partial modification to the resolution passed by the Members of the Company at the Extra Ordinary General Meeting held on April 01, 2022 and pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to enabling clause of Articles of Association of the Company and subject to such approval(s)/consent(s)/permission(s)/sanction(s), as may be required, from the appropriate regulatory authorities and further subject to such terms and conditions as may be prescribed while granting such approval(s)/consent(s)/permission(s)/sanction(s) which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include the Nomination and Remuneration Committee of the Board), the consent of Members of the Company be and is hereby accorded to amend Clause 7.2(a)(i) of Employees Stock Option Plan 2022 ('ESOP 2022') by extending the exercise period from the current maximum period of 5 (Five) years to a period of 10 (Ten) years from the date of respective vesting of the options.

RESOLVED FURTHER THAT for Clause 7.2(a)(i) of ESOP 2022, the following words shall be substituted:

7.2(a)(i) The Exercise Period shall not be more than 10 years from the date of respective vesting of options. The options granted may be exercised by the Option Grantee at one time or at various points of time within the exercise period as determined by the Board/ Committee from time to time.

RESOLVED FURTHER THAT the other terms and conditions of ESOP 2022 and all subsisting consents, authorizations and approvals granted from time to time, including resolutions passed by the Members and/or the Board and/or any Committee of the Board, with regards to implementation and administration of the ESOP 2022, shall remain unchanged and continue to be in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

Date: April 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)

CIN: U65993RJ2015PTC048340

Website: www.finoval.in

Email: info@finoval.in

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, as amended, read with the rules made thereunder, the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, setting out material facts relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM' / '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 FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 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(ies) 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 hereto).
4. During the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the meeting 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. Pursuant to the provisions of Section 113 of the Companies Act, 2013, Corporate Members/ Institutional Members intending to authorize their representatives to participate and vote at the meeting are requested to send to the Company, a certified true copy of the relevant Board Resolution/ Governing Body Resolution/ Authorization letter 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 hereto, duly completed and signed mentioning therein the details of their DP ID and Client ID/ Folio number.
7. The Notice of 09th AGM along with the Annual Report for the Financial Year 2023-24 are being sent through electronic mode to those Members and to all other persons so entitled whose e-mail IDs have been made available to the Company or their respective Depository Participants (DP) unless the member has specifically requested for a hard copy of the Annual Report. Members may note that the Annual Report for the Financial Year 2023-24 and the Notice of 09th AGM will also be available on the Company's website at https://www.finoval.in/annual_report.php.
8. 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 dematerialized form, who have not registered their e-mail addresses are requested to register their e-mail IDs with their respective DP, and Members holding shares in physical mode are requested to update their e-mail IDs with the Company at cs@finoval.in.
9. A copy of Audited Financial Statements of the Company for the Financial Year ended on March 31, 2024 together with the reports of the Board of Directors and Auditors thereon is enclosed hereto.
10. Members are encouraged to express their views / send their queries in advance with regard to the Financial Statements or any other matter being placed at the 09th AGM from their registered email address, mentioning their name, Folio No./DP Id and Client Id and mobile number to cs@finoval.in to enable the management to keep information ready at the meeting. Queries received by the Company on the aforementioned Email ID by Thursday, June 13, 2024, 05:00 P.M. will be considered and responded.

11. Pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to the Company in case the shares are held in physical form.
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.
13. All documents referred to in the accompanying Notice will also be available for inspection without any fee by the Members at the Registered Office of the Company between 11:00 A.M. and 05:00 P.M. on all working days (except Saturday(s), Sunday(s) and Public Holidays) from the date of circulation of this Notice up to the date of the AGM and during the continuance of the AGM.
14. Members may please note that the Ministry of Corporate Affairs vide its Notification dated October 27, 2023 has mandated the Private Companies to issue securities in dematerialized form only and to facilitate dematerialisation of all its securities in accordance with provisions of the Depositories Act, 1996 and regulations made thereunder.

Accordingly, the Company has obtained electronic connectivity services from Link Intime India Private Limited for dematerialisation of its Preference and Equity Shares and has been allotted ISINs from NSDL. In this respect, the Members of the Company are advised to get the shares held by them dematerialized. The brief procedure for dematerialization is stated below for your reference:

- *Shareholders have to approach to their DP and fill the Demat Request Form and lodge it to the DP along with the original share certificate.*
- *Further; DP will process the documents and generate the demat request electronically and will send the same to RTA system and will forward the documents to Issuer Company for further process / verification.*
- *After receipt of the documents, Issuer Company shall provide the Demat Status Report and List of Authorized Signatories to RTA. On receipt of the Demat Status Report from Company, RTA will then verify the details and signature and process the Electronic Demat Request from system.*
- *As soon as RTA process the Demat request from system, within couple of hours shares will be credited into respective shareholder's Demat account.*

15. With reference to SS-2, the Route Map to the venue of AGM of the Company is annexed to this Notice.

Date: April 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**

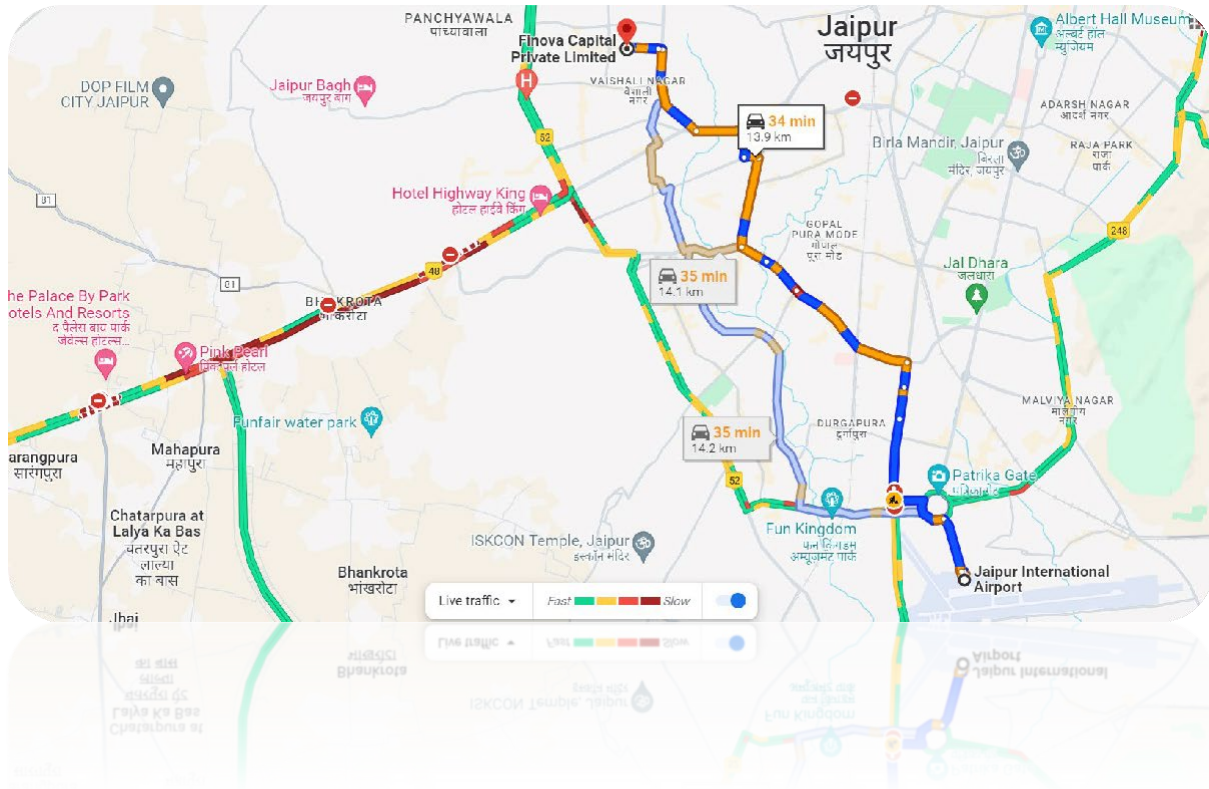
**Registered Office: 702, Seventh Floor, Unique Aspire
Plot No. 13-14 Cosmo Colony, Amrapali Marg
Vaishali Nagar, Jaipur-302021 (Rajasthan)
CIN: U65993RJ2015PTC048340
Website: www.finova.in
Email: info@finova.in**

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 the meeting



Explanatory Statement pursuant to the provisions of 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. 3:

Your Company has been issuing debentures, which may be referred to as one of the option for raising money from time to time, for onward lending business of the Company and general corporate purposes, on terms and conditions as are appropriate and in the best interest of the Company and in due compliance with the applicable provisions of the Companies Act, 2013 (the 'Act'), Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and Guidelines as issued by Reserve Bank of India etc. Accordingly, the Company, proposes to issue Non-convertible Debentures including bonds, and/or other debt securities as per Section 2(30) of the Act to various person(s) on private placement basis, at such terms and conditions and at such price(s) in compliance with the requirements of regulatory authorities, if any, and as may be finalized by the Board and/or Committee of Board. The amount to be raised by way of issue of listed or unlisted, secured/unsecured redeemable Non-convertible Debentures on a private placement basis shall not exceed Rs. 500,00,00,000/- (Rupees Five Hundred Crores Only) in aggregate, in one or more series/ tranches on private placement basis.

It may be noted that Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 read with Section 42 of the Act, allows a Company to pass a Special Resolution once in a year for all the offer or invitation for Non-Convertible Debentures to be made during the year on private placement basis in one or more tranches.

It is to be noted that the Members of the Company have passed a Special resolution at their Annual General Meeting held on June 15, 2023 to approve the limit for issuance of non-convertible debentures on private placement basis under Section 42 and 71 of the Act upto an amount not exceeding Rs. 1000,00,00,000/- (Rupees One Thousand Crores Only) in aggregate in one or more tranches.

Hence, as per the aforesaid provision, the validity of the previous special resolution passed by the Members of the Company on June 15, 2023 expires on June 14, 2024.

Therefore, the consent of the Members is sought in connection with the aforesaid issue of debentures/bonds from time to time and they are requested to enable and authorize the Board (including any Committee of the Board) to issue Non-convertible Debentures on private placement basis upto Rs. 500,00,00,000/- (Rupees Five Hundred Crores Only) as stipulated above, in one or more tranches, during the period of one year from the date of passing of the Resolution set out at Item No. 3 of this Notice, within the overall borrowing limits of the Company, as approved by the Board.

The Board of Directors accordingly recommends the Resolution as set out at Item No. 3 of the Notice for the approval of the Members as **Special Resolution**.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, directly or indirectly, financially or otherwise, concerned or interested in the resolution as set out at Item No. 3 of the Notice.

Item No. 4, 5 and 6:

The Company had implemented Employees Stock Option Plan 2018 ('ESOP 2018'), Employees Stock Option Plan 2020 ('ESOP 2020') and Employees Stock Option Plan 2022 ('ESOP 2022'), with a view to attract and retain key talents by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

The ESOP 2018, ESOP 2020 and ESOP 2022 were originally approved at the Extra-Ordinary General Meetings of the Company held on October 26, 2018, January 16, 2021 and April 01, 2022 respectively, in due compliance with the provisions of the Companies Act, 2013 (the 'Act') read with the rules made thereunder.

Further, in light of Company's commitment to talent retention initiatives and our aim to incentivize key talents through performance-based rewards, as well as to enhance alignment of employees with the Company's long-term objectives, an amendment is proposed to Clause 7.2(a)(i) of ESOP 2018, ESOP 2020 and ESOP 2022. This amendment entails extending the exercise period, thereby enabling vested options to be exercised within a period of 10 years from the date of respective vesting, compared to the current maximum period of 5 years, provided that the remaining terms and conditions of the ESOP 2018, ESOP 2020 and ESOP 2022 will remain unchanged.

Outlined below are the specific details of the proposed variation in the ESOP 2018, ESOP 2020 and ESOP 2022:

Clause	Existing Clause	Amended Clause
7.2(a)(i)	The Exercise Period shall not be more than 5 years from the date of respective vesting of options. The options granted may be exercised by the Grantee at one time or at various points of time within the exercise period as determined by the Board/ Committee from time to time.	The Exercise Period shall not be more than 10 years from the date of respective vesting of options. The options granted may be exercised by the Grantee at one time or at various points of time within the exercise period as determined by the Board/ Committee from time to time.

The proposed amendments to the ESOP 2018, ESOP 2020 and ESOP 2022 are not prejudicial to the interest of the option holders. Further, the beneficiaries of said variation shall be the existing option holders and prospective option grantees under the ESOP 2018, ESOP 2020 and ESOP 2022.

In view of above, it is required to amend the ESOP 2018, ESOP 2020 and ESOP 2022 in accordance with the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, which is subject to approval of Members of the Company by means of a Special Resolution.

A copy of the amended ESOP 2018, ESOP 2020 and ESOP 2022 will be available for inspection without any fee by the Members at the Registered Office of the Company between 11:00 A.M. and 05:00 P.M. on all working days (except Saturday(s), Sunday(s) and Public Holidays) from the date of circulation of this Notice up to the date of the AGM and during the continuance of the AGM.

The Board of Directors accordingly recommends the Resolution as set out at Item No. 4, 5 and 6 of the Notice for the approval of the Members as **Special Resolution**.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, directly or indirectly, financially or otherwise, concerned or interested in the resolution as set out at Item No. 4, 5 and 6 except to the extent of stock options granted or that may be granted to them under the ESOP 2018, ESOP 2020 and ESOP 2022.

Date: April 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)

CIN: U65993RJ2015PTC048340

Website: www.finoval.in

Email: info@finoval.in

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: DP Id:	Folio No / Client Id:
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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 09th AGM of the Company, to be held on **Saturday, June 15, 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:

Ordinary Business:

1. To adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2024 together with the reports of the Board of Directors and Auditors thereon
2. To approve the appointment of M/s T. R. Chadha & Co. LLP, Chartered Accountants as Statutory Auditors of the Company

Special Business:

3. To approve the limit for issuance of Non-Convertible Debentures on private placement basis
4. To approve the amendment in Employees Stock Option Plan 2018
5. To approve the amendment in Employees Stock Option Plan 2020
6. To approve the amendment in Employees Stock Option Plan 2022

Signed this _____ day of _____, 2024

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 (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 09th Annual General Meeting of the Company, held on **Saturday, June 15, 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.