

NOTICE

Notice is hereby given that the 20th Extra- Ordinary General Meeting (“EOGM”/ “Meeting”) of the Members of **Finova Capital Private Limited** will be held on Friday, October 18, 2024 at 05:00 P.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 adoption of the amended and restated Articles of Association of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 5, Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (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 replace and substitute the existing Articles of Association of the Company with the new set of Articles of Association of the Company (“**Restated Articles**”), incorporating the provisions of the Shareholders’ Agreement dated October 10, 2024 entered into amongst the Company, Peak XV Partners Investments V, Peak XV Partners Growth Investments III, Maj Invest Financial Inclusion Fund III K/S, Faering Capital India Evolving Fund II, Faering Capital India Evolving Fund III, Norwest Capital, LLC, Avataar Venture Partners II, Kiri Holdings, Sofina Ventures SA, Madison India Opportunities V VCC, MIO Strategic V LLC, MICP Trust, Mr. Mohit Sahney, Mrs. Sunita Sahney and certain other Shareholders of the Company, a copy of which is placed before the members at the meeting, duly initialed by the Chairperson for the purpose of identification and that the Restated Articles shall be binding on the members of the Company and others and shall be effective from the date of passing of the resolution in this extra ordinary general meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are 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: October 18, 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

Notes:

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the “Act”), 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 all the material facts concerning the Special Business, in respect of Item No. 1 of this Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EOGM 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.**
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 before the commencement of the meeting (Proxy Form is annexed to this Notice).
4. Pursuant to the provisions of Section 113 of the Act, 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) together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. Members/ Proxies/ Authorized Representatives attending the Meeting are requested to bring the attendance slip, annexed hereto, duly completed and signed.
6. We urge members to support our commitment to environmental protection by choosing to receive the Company’s communication through e-mail. Members who have not registered their e-mail addresses are requested to register their e-mail IDs with their respective DP.
7. All documents referred to in the accompanying Notice along with explanatory statement will be available for inspection by the members during the continuance of the EOGM.
8. The Notice of EOGM is also available on the website of the Company at www.finova.in.
9. With reference to SS-2, for the convenience of recipients of notice, the Route Map to the venue of EOGM of the Company is annexed to this Notice.

Date: October 18, 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

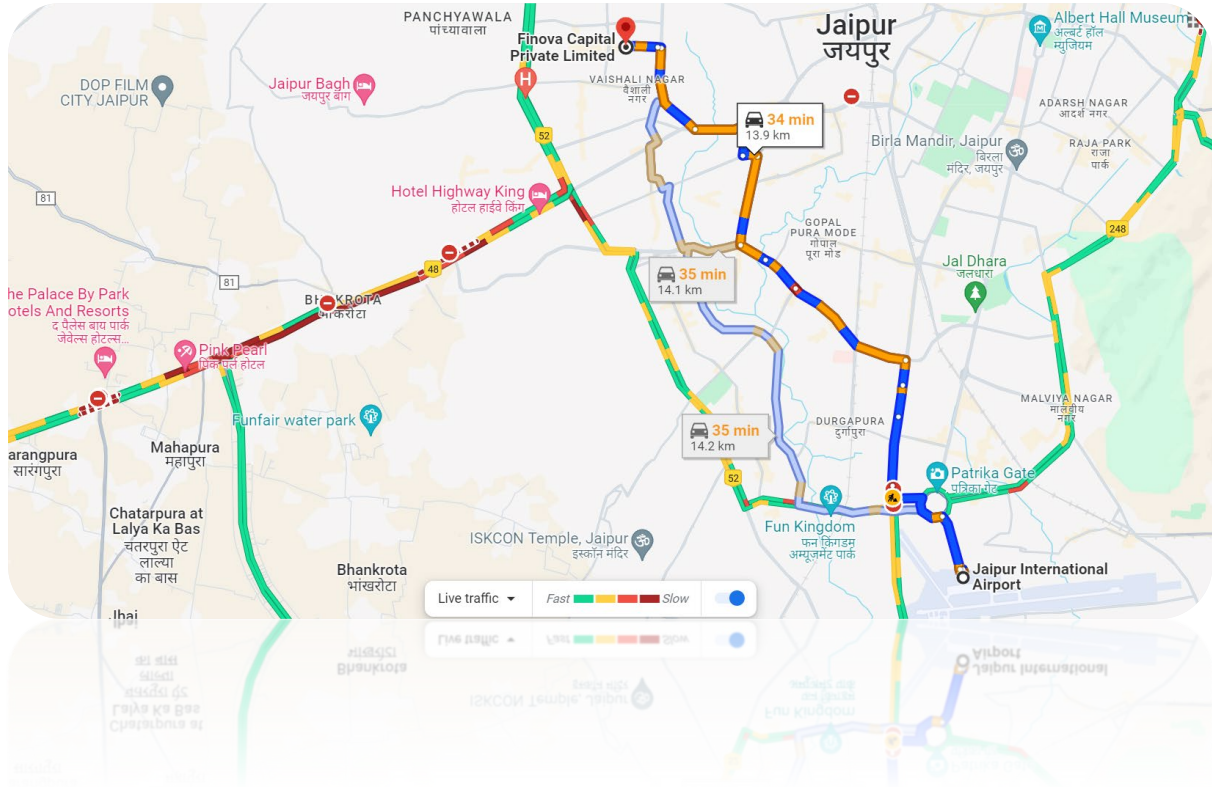
Registered Office: 702, Seventh Floor, Unique Aspire
Plot No. 13-14 Cosmo Colony, Amrapali Marg
Vaishali Nagar, Jaipur-302021 (Rajasthan)
CIN: U65993RJ2015PTC048340
Website: www.finova.in
Email: info@finova.in

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. 1:

The Company has entered into a (a) Share Subscription Agreement dated October 10, 2024 with Norwest Capital, LLC, Avataar Venture Partners II, Sofina Ventures SA, Madison India Opportunities V VCC, MIO Strategic V LLC, MICP Trust (collectively, the “**Series E Investors**”), Mr. Mohit Sahney and Mrs. Sunita Sahney (“**Share Subscription Agreement**”); and (b) Shareholders’ Agreement dated October 10, 2024 with Peak XV Partners Investments V, Peak XV Partners Growth Investments III, Maj Invest Financial Inclusion Fund III K/S, Faering Capital India Evolving Fund II, Faering Capital India Evolving Fund III, Kiri Holdings, the Series E Investors, Mr. Mohit Sahney, Mrs. Sunita Sahney and certain other Shareholders of the Company (“**Shareholder’s Agreement**”) to replace the existing Shareholders’ Agreement executed by the Company on September 08, 2023 (“**Existing Shareholders’ Agreement**”)

Pursuant to the terms and conditions of the Share Subscription Agreement dated October 10, 2024, the Company is required to alter/amend the existing Articles of Association of the Company (“**Articles**” or “**AOA**”), in order to incorporate the provisions of the Shareholders’ Agreement as Part-B of the Articles (hereinafter referred to as the “**Restated Articles**”).

The Board of Directors at their meeting held on October 18, 2024 had approved the adoption of the Restated Articles in substitution of the Articles of the Company, subject to approval from the members of the Company.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of the Restated Articles of the Company in substitution of the Articles.

A copy of the Restated Articles would be available for inspection by the Members of the Company at the Registered office of the Company during the continuance of Meeting.

The Board of Directors recommend the special resolution as set out at Item No. 1 of the Notice for the approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the resolution as set out at Item No. 1 of the Notice.

Date: October 18, 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
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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 (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 20th EOGM of the Company, to be held on **Friday, October 18, 2024 at 05:00 P.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 adoption of the amended and restated articles of association of the Company.

Affix Revenue Stamp here

Signed this _____ day of _____, 2024

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 commencement of the meeting.

ATTENDANCE SLIP

DP ID	
Client ID	
Number of Shares	

I hereby record my presence at the 20th Extra-Ordinary General Meeting of the Company, held on **Friday, October 18, 2024 at 05:00 P.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