

NOTICE

Notice is hereby given that the 08th Annual General Meeting ('AGM/Meeting') of the members of **Finova Capital Private Limited** will be held on **Thursday, June 15, 2023 at 11:00 A.M.** 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, 2023 together with the reports of Board of Directors and Auditors thereon.

Special Business:

Item No. 2: To approve the limit for issuance of Non-Convertible Debentures on private placement basis under Section 42 and 71 of the Companies Act, 2013.

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 and 71 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Rule 14 of 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 of the Reserve Bank of India ('the RBI') in this regard (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to enabling provisions of Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the '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 Act 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. 1000,00,00,000/- (Rupees One Thousand 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), bodies 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 and to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

FINOVA CAPITAL PRIVATE LIMITED

CIN: U65993RJ2015PTC048340

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

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

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

Item No. 3: To approve the appointment of Mr. Sathyan David (DIN: 08386521) 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 the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to relevant provisions of Articles of Association and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Sathyan David (DIN: 08386521), who was appointed as an Additional Director (Independent) with effect from March 30, 2023 and whose term of office expires at this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) years upto March 29, 2028 and 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 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.”

Item No. 4: To approve the re-appointment of Mr. Arjun Dan Ratnoo (DIN:00802613) as an Independent Director 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 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to relevant provisions of Articles of Association and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Arjun Dan Ratnoo (DIN: 00802613) as an Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, to hold office for a second term of 5 (Five) years with effect from November 24, 2023 and 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 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.”

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Item No. 5: To approve alteration in Articles of Association 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 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for altering the existing Articles of Association of the Company by way of insertion of Article 5(iii) and Article 5(iv) in the Part-A of Articles of Association of the Company as set out here in below:

Article 5(iii)

The Company may carry out consolidation and re-issuance of its debt securities, pursuant to and in terms of the provisions of Regulation 49(a) of Securities and Exchange Board of India (Issue and Listing Of Non-Convertible Securities) Regulations, 2021, as may be amended, from time to time.

Article 5(iv)

The Board shall have the power, on receipt of the nomination by the debenture trustee to appoint a Nominee Director on the Board of the Company, in the following circumstances:

- i. 2 (two) consecutive defaults in payment of interest to the debenture holders; or*
- ii. default in creation of security for debentures; or*
- iii. default in redemption of the debentures.*

Such Nominee Director may not be liable to retire by rotation nor be required to hold any qualification shares.

The Debenture Trustee may have the right to remove such Nominee Director so appointed and also in the case of death or resignation or vacancy for any reasons whatsoever in the Nominee Director/s so appointed, at any time appoint any other person as Nominee Director. Such appointment or removal shall be made in writing to the Company.

Such Nominee Director shall hold the office so long as such financial entity acting through debenture trustee holds or continues to hold debentures in the Company.

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: May 02, 2023

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
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Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto. The relevant details pursuant to Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India in respect of Directors seeking appointment/ re-appointment at this Annual General Meeting are also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('MEETING/ AGM') 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 / 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 hours before the commencement of the AGM. (Proxy Form is annexed to this Annual Report).
4. During the period beginning 24 hours before the time fixed for the commencement of the AGM 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 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.
7. The Notice of 08th AGM along with the Annual Report for the Financial Year 2022-23 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'). Accordingly, no physical copy of the Notice of 08th AGM and the Annual Report for the Financial Year 2022-23 will be sent to those who have not registered their e-mail addresses with the Company / DP. The Members/ Debenture Holders/ Debenture Trustees will be entitled to a physical copy of the Annual Report for the Financial Year 2022-23, free of cost, upon sending a request to the Company or its Registrar and Transfer Agent ('RTA') viz. Link Intime India Private Limited.

The Notice of 08th AGM and the Annual Report are also available on the Company's website at http://www.finova.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 Demat mode, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective DP, and members holding shares in physical mode are requested to update their e-mail addresses with the Company at cs@finova.in.

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9. A copy of Audited Financial Statements of the Company for the Financial Year ended on March 31, 2023 together with the Reports of Board of Directors and Auditors thereon is enclosed herewith.
10. Members seeking any information with regard to the Financial Statements, accounts or any matter to be placed at AGM are requested to write to the Company at cs@finova.in at least seven days before the date of AGM so as to enable the Management to keep the information ready at the meeting.
11. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Companies Act, 2013 and 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.
12. All documents referred to in the accompanying Notice are open for inspection by the Members of the Company 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) up to the date of the AGM and during the continuance of the AGM.
13. The Company has obtained electronic connectivity services from Link Intime India Private Limited for dematerialization of its Preference and Equity Shares. Accordingly, the Company has been allotted ISINs from NSDL for Preference and Equity Shares. 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:
 - a) *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.*
 - b) *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.*
 - c) *After receipt of the documents, Issuer Company shall provide the Demat Status Report and List of Authorised 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.*
 - d) *As soon as RTA process the Demat request from system, within couple of hours shares will be credited into respective shareholder's Demat account.*
14. With reference to SS-2, Route Map to the venue of AGM of the Company is annexed to this Notice.

Date: May 02, 2023

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**

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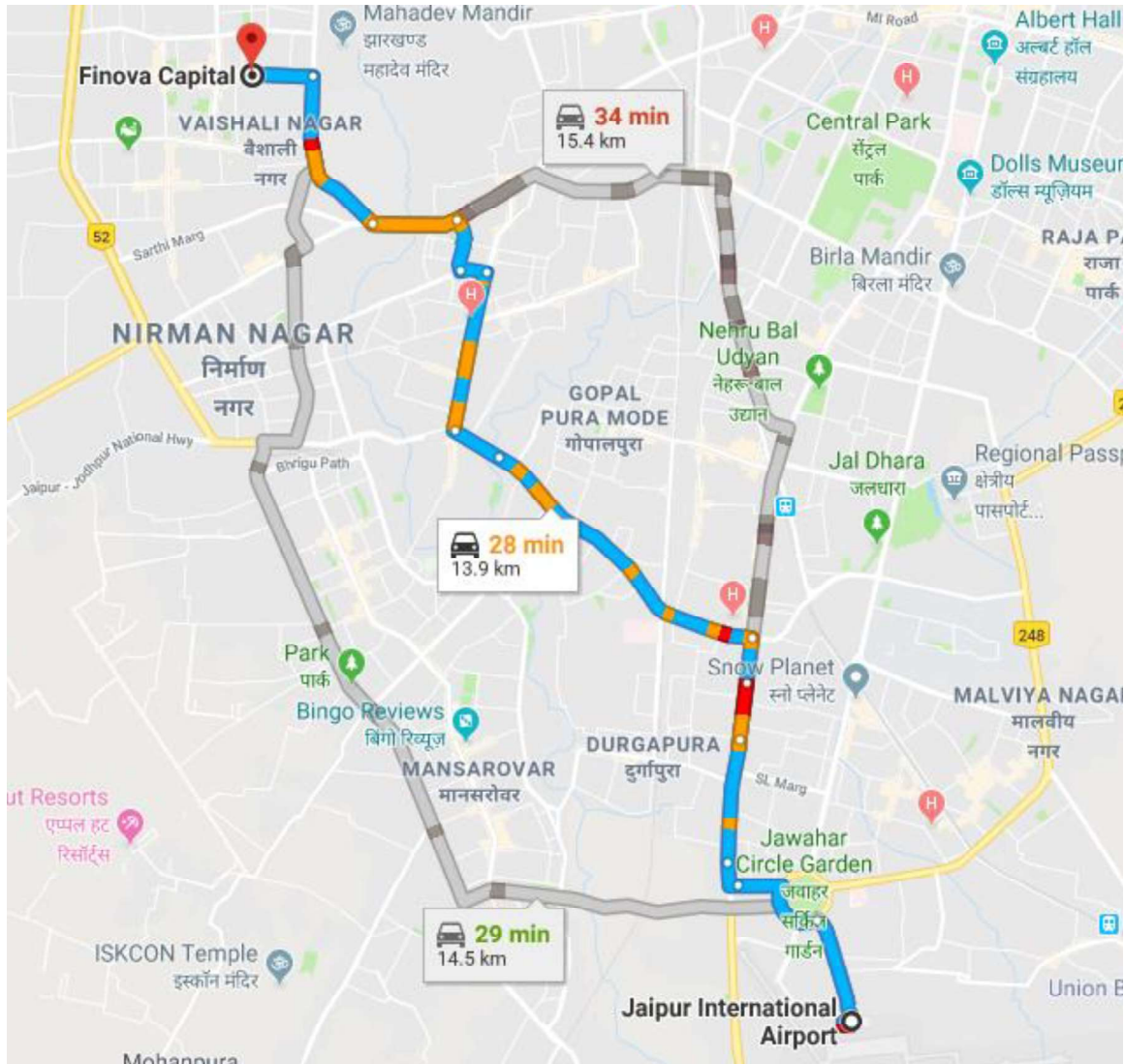
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Route Map to the Venue of the Meeting

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 Annual General Meeting



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Disclosure in terms of Clause 1.2.5 of Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India with respect to Directors being appointed or re-appointed as set out in the Notice of Annual General Meeting

PARTICULARS	ARJUN DAN RATNOO	SATHYAN DAVID
Age	68 Years	65 Years
Qualifications	Bachelor of Commerce and Executive MBA	Masters in Economics
Experience	Over 38 Years	Over 36 Years
Terms and conditions of appointment/ re-appointment	Proposed to be re-appointed for a second term of 5 Years upto November 23, 2028 and not liable to retire by rotation	Proposed to be appointed for a term of 5 Years upto March 29, 2028 and not liable to retire by rotation
Remuneration last drawn	Rs. 2,60,000/- (Sitting Fees paid for attending Board and Committee meetings during the Financial Year 2022-23)	Nil and Not Applicable
Remuneration sought to be paid	Sitting Fees and Commission as approved by the Board of Directors from time to time as per the provisions of the Companies Act, 2013	Sitting Fees and Commission as approved by the Board of Directors from time to time as per the provisions of the Companies Act, 2013
Date of first appointment on the Board	November 24, 2018	March 30, 2023
Shareholding in the Company	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil and Independent of the Management of the Company	Nil and Independent of the Management of the Company
Number of Meetings of the Board attended during the Year (Financial Year 2022-23)	5	Nil as appointed in the Board Meeting held on March 30, 2023
Other Directorships, Membership/ Chairpersonship of Committee of other Boards	Nil	<p><u>Directorship</u></p> <ol style="list-style-type: none"> 1. OXYZO Financial Services Private Limited 2. Netzero Finance Private Limited 3. Infinity Fincorp Solutions Private Limited <p><u>Membership/ Chairpersonship of Committee</u></p> <p>OXYZO Financial Services Private Limited</p> <ol style="list-style-type: none"> i. Chairperson, Risk Management Committee ii. Chairperson, IT Strategy Committee iii. Member, Audit Committee

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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. 2:

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. 1000,00,00,000/- (Rupees One Thousand Crores Only) in aggregate, in one or more series/tranches on private placement basis

It may be noted that Rule 14 of 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 May 20, 2022 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 May 20, 2022 expires on May 19, 2023.

Therefore, consent of the Members is accordingly 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.1000,00,00,000/-(Rupees One Thousand 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. 2 of this Notice, within the overall borrowing limits of the Company, as approved by the Board.

The Board accordingly recommends the Resolution as set out at Item No. 2 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 is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice.

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Item No. 3:

The Board of Directors of the Company appointed Mr. Sathyan David (DIN: 08386521) as an Additional Director (Independent) of the Company with effect from March 30, 2023 who in terms of the provisions of Section 161(1) of the Companies Act, 2013 ('Act') shall hold office upto the date of this Annual General Meeting and is eligible for the appointment as an Independent Director. Also, pursuant to the provisions of Section 150(2) read with Section 152 (2) of the Act, the appointment of Independent Director shall be approved by the Members of the Company in general meeting.

Considering his vast experience in financial risk management and corporate governance and expertise on subject matter in financial inclusion, Information Technology and banking & finance, and other related fields respectively the Board of Directors on the recommendation of the Nomination and Remuneration Committee has determined that the appointment of Mr. Sathyan David would be beneficial to the Company.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder. He has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Sathyan David has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI, RBI or any other authority and has given his consent to act as a Director of the Company. There is no inter se relationship between him and any other Board of Directors and other Key Managerial Personnel.

In the opinion of the Board, Mr. Sathyan David is a person of integrity, fulfils the conditions for appointment as an Independent Director specified in the Act and is independent of the Management of the Company.

In accordance with the recommendations of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on May 02, 2023 recommended appointment of Mr. Sathyan David as an Independent Director for a period of 5 years upto March 29, 2028.

The terms and conditions of appointment of Mr. Sathyan David are available for inspection by the Members of the Company 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) up to the date of the AGM and during the continuance of the AGM.

Additional information in respect of Mr. Sathyan David as per the relevant provisions of the Secretarial Standard on General Meetings are given in the "**Annexure-A**" to this Notice.

The Board of Directors recommends the resolution set out at item no. 3 of the Notice for the approval by the Members as **an Ordinary Resolution**.

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Save and except, Mr. Sathyan David being appointee, none of the other Directors, 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.3 of the Notice.

Item No. 4:

Mr. Arjun Dan Ratnoo was appointed as an Independent Director of the Company, for a period of 5 (five) years with effect from November 24, 2018 to November 23, 2023, in terms of the provisions of Section 149 of the Companies Act, 2013 ('Act').

Accordingly, the first term of five years of Mr. Arjun Dan Ratnoo, as an Independent Director of the Company, will complete on November 23, 2023.

Based on the skills, competence and expertise in understanding, appreciation of long-term trends, strategic choices and experience in guiding and leading management teams, developing governance practices, contribution in the Board and Committee meetings and performance evaluation, the Board on the recommendation of the Nomination and Remuneration Committee, has determined that the re-appointment of Mr. Arjun Dan Ratnoo would be beneficial to the Company.

Accordingly, the Board of Directors, at their meeting held on May 02, 2023, approved his re-appointment as an Independent Director for a second consecutive term of five years from November 24, 2023 up to November 23, 2028, not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder. He has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Arjun Dan Ratnoo has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI, RBI or any other authority and has given his consent to act as a Director of the Company. There is no inter se relationship between him and any other member of the Board and other Key Managerial Personnel.

In the opinion of the Board, Mr. Arjun Dan Ratnoo is a person of integrity, fulfils the conditions for appointment as an Independent Director specified in the Act and is independent of the Management of the Company.

The terms and conditions of re-appointment of Mr. Arjun Dan Ratnoo are available for inspection by the Members of the Company 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) up to the date of the AGM and during the continuance of the AGM.

Additional information in respect of Mr. Arjun Dan Ratnoo as per the relevant provisions of the Secretarial Standard on General Meetings are given in the "Annexure-A" to this Notice.

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

Save and except, Mr. Arjun Dan Ratnoo being appointee, none of the other Directors, 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. 4 of the Notice.

Item No. 5:

Securities and Exchange Board of India (Issue and Listing Of Non-Convertible Securities) Regulations, 2021 ('SEBI NCS Regulations') read with SEBI Operational circular No. SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 (as updated) and SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/147 dated October 31, 2022 (hereinafter referred to as the 'SEBI Circular(s)') stipulates that in respect of private placement of debt securities, a maximum number of 14 International Securities Identification Number ('ISINs') maturing in any Financial Year shall be allowed, which comprises of 9 ISINs for plain vanilla debt securities (Secured and Unsecured) and 5 ISINs for structured and market linked debt securities.

The Regulation 49 (a) of SEBI NCS Regulation read with SEBI Circular(s) further provides that the issuer Company shall amend its Articles of Association ('Articles/AOA') to provide an enabling provision therein so as to ensure consolidation and re-issuance of debt securities.

Further SEBI vide its notification No. SEBI/LAD-NRO/GN/2023/119 ('SEBI Notification') dated February 2, 2023, amended the SEBI NCS Regulations, wherein it mandated that Articles of an issuer of debt securities should contain a clause authorising the Board of Directors of such issuer Company to appoint a person nominated by the Debenture Trustee(s) in terms of Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a Director on its Board. Further, in case Articles of issuer Companies whose debt securities are already listed on the date of SEBI Notification does not contain a provision for appointing a Nominee Director by Debenture Trustee, then such issuer companies should amend their AOA on or before September 30, 2023.

The Company has issued listed debt securities and hence the Company is required to incorporate relevant enabling provisions in its AOA, to carry out any consolidation and re-issuance of debt securities and for appointment of Nominee Director by the Debenture Trustee. In this respect, Board of Directors have proposed to alter the existing AOA of the Company by way of insertion of Article 5(iii) and Article 5(iv) after the Article 5(ii) in the Part-A of AOA of the Company.

Further, in terms of Section 14 of the Companies Act, 2013, approval of Members in General Meeting by way of Special Resolution is required to alter Articles of the Company.

Copy of the existing Articles, copy of altered Articles indicating the proposed amendments would be available for inspection by the Members of the Company 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) up to the date of the AGM and during the continuance of the AGM.

The Board accordingly recommends the Special Resolution as set out at Item No. 5 of the Notice for the approval of the Members.

FINOVA CAPITAL PRIVATE LIMITED
CIN: U65993RJ2015PTC048340

Regd. Office: 702, Seventh Floor, Unique Aspire, Plot No. 13-14, Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur -302021 (Rajasthan)
Corp. Office: Fourth Floor, Unique Aspire, Plot No. 13-14, Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur -302021 (Rajasthan)
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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 as set out at item no. 5 of the Notice.

Date: May 02, 2023
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)

FINOVA CAPITAL PRIVATE LIMITED
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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:	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 08th AGM of the Company, to be held on **Thursday, June 15, 2023 at 11:00 A.M.** 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, 2023 together with the reports of Board of Directors and Auditors thereon.

Special Business:

2. To approve the limit for issuance of Non-Convertible Debentures on private placement basis under Section 42 and 71 of the Companies Act, 2013.
3. To approve the appointment of Mr. Sathyan David (DIN: 08386521) as an Independent Director of the Company.
4. To approve the re-appointment of Mr. Arjun Dan Ratnoo (DIN: 00802613) as an Independent Director of the Company.
5. To approve alteration in Articles of Association of the Company.

Signed this ____ day of _____, 2023

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 forty-eight hours before the commencement of the meeting.

FINOVA CAPITAL PRIVATE LIMITED

CIN: U65993RJ2015PTC048340

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ATTENDANCE SLIP

Registered Folio no.	
DP ID No.	
Client ID No.	
Number of shares	

I hereby record my presence at the 08th Annual General Meeting of the Company, held on Thursday, June 15, 2023 at 11:00 A.M. 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.

**FINOVA CAPITAL PRIVATE LIMITED
CIN: U65993RJ2015PTC048340**

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