

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 15th Extra-Ordinary General Meeting (“EOGM/ Meeting”) of the Members of Finova Capital Private Limited will be held on Sunday, the 20th day of March, 2022 at 03:00 P.M. at the corporate office of the Company situated at Fourth Floor, Unique Aspire, Plot No. 13-14, Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur -302021 (Rajasthan) to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1: APPROVAL OF THE ISSUE OF PARTLY-PAID UP SECURITIES ON PREFERENTIAL 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, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Rule 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and enabling provisions in the memorandum and articles of association of the Company 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 subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, the consent of the members be and is hereby accorded to offer, issue and allot partly paid 2,39,108 (Two Lakhs Thirty Nine Thousand One Hundred and Eight) Series C-2 compulsorily convertible cumulative preference shares (“Series C-2 CCCPS”) having face value of Rs. 100/- (Rupees One Hundred Only) each at a price of Rs. 743.50/- (Rupees Seven Hundred Forty Three and Fifty Paise Only) which includes premium of Rs. 643.50/- (Rupees Six Hundred Forty Three and Fifty Paise Only) per share on a preferential basis through private placement offer to the following persons who have shown their desire to subscribe the abovementioned securities and to issue such number of equity shares as may be required upon conversion of such Series C-2 CCCPS in accordance with the terms of the offerings:

S. No.	Name of Proposed Allottees	Number of Securities	Consideration (In Rs.)
1.	Mr. Mohit Sahney	1,19,554 Series C-2 CCCPS	8,88,88,399
2.	Mrs. Sunita Sahney	1,19,554 Series C-2 CCCPS	8,88,88,399
	Total	2,39,108 Series C-2 CCCPS	17,77,76,798

RESOLVED FURTHER THAT In accordance with the provisions of Section 55 of the Act read with Rule 9 of The Companies (Share Capital and Debentures) Rules 2014, following are the terms and conditions of the Series C-2 CCCPS:

a.	the priority with respect to payment of dividend or repayment of capital vis-a-vis Equity Shares	Each holder of Series C-2 CCCPS is entitled to receive dividend in priority to the holders of the Equity Shares of the Company and on a cumulative basis, an amount of dividend at a rate of 0.0001 per cent per annum.
b.	the participation in surplus fund	In addition to and after payment of the Series C-2 Preferential Dividend, each 0.0001% Series C-2 CCCPS would be entitled to participate pari-passu in any cash or non-cash dividends paid to the holders of shares of all other classes (including Equity Shares) or series on a pro rata, as-if-converted basis.
c.	the participation in surplus assets and profits, on winding-up	Not applicable

FINOVA CAPITAL PRIVATE LIMITED

CIN: U65993RJ2015PTC048340

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

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

	which may remain after the entire capital has been repaid	
d.	the payment of dividend on cumulative or non-cumulative basis	Cumulative basis
e.	the conversion of Preference Shares into Equity Shares	<p>Each Series C-2 CCCPS may be converted into Equity Shares at any time at the option of the holder of the Series C-2 CCCPS. Each Series C-2 CCCPS shall be converted into 1 (One) Equity Share.</p> <p>Each Series C-2 CCCPS is compulsorily convertible into Equity Shares of the Company upon the earlier of (i) 1 (one) day prior to the expiry of 20 (twenty) years from the date of issuance of Series C-2 CCCPS; or (ii) in connection with an IPO, prior to the filing of a prospectus (or equivalent document, by whatever name called) by the Company with the competent authority or such later date as may be permitted under Law.</p>
f.	the voting rights	Each holder of Series C-2 CCCPS shall have 1 (one) vote for each Series C-2 CCCPS held and subject to the applicable laws, the holders of the Series C-2 CCCPS shall be entitled to receive notice of and vote on all matters that are submitted to the vote of the shareholders of the Company (including the holders of Equity Shares).
g.	the redemption of Preference Shares	Not applicable
h.	Anti-dilution	Unless otherwise agreed elsewhere, if any future issuance by the Company of Equity Shares or other securities convertible/ exchangeable/ exercisable into Equity Shares is made at a price per Equity Share which is less than the subscription price of such Series C-2 CCCPS, the Series C-2 CCCPS shall be subject to anti-dilution protection on a broad-based weighted average basis.

RESOLVED FURTHER THAT the Equity Shares to be issued on conversion of the Series C-2 CCCPS shall rank pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT an amount of Re.1/- (Rupee One) per Series C-2 CCCPS shall be payable by Mr. Mohit Sahney and Mrs. Sunita Sahney (“the promoters”) on or before the date of allotment of the Series C-2 CCCPS as the Series C-2 CCCPS application money and the balance amount for Series C-2 CCCPS be payable within a period of 5 (Five) years from the date of receiving application money. The call on the balance subscription money shall be made at such intervals as may be approved by the Board with the consent of the Promoters.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as may be deemed fit and appropriate and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to offer, issue and allotment of partly paid up Series C-2 CCCPS and to finalize and execute all documents, papers, agreement, deeds and writings as may be necessary and desirable.

RESOLVED FURTHER THAT monies received by the Company from Mr. Mohit Sahney and Mrs. Sunita Sahney as share application monies for the issuance of securities on preferential basis shall be kept by the Company in a separate bank account of the Company and shall be utilized by the Company in accordance with Section 42 of the Act.

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RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to make all the required filings, submissions and intimations to any appropriate authority as may be required under the applicable statutes, laws and regulations with respect to the proposed allotment of partly paid 0.0001% Series C-2 CCCPS.”

DATE: MARCH 19, 2022
PLACE: JAIPUR

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

JAIKISHAN PREMANI
COMPANY SECRETARY &
COMPLIANCE OFFICER
M. NO.: A42043

Regd. Office: 702, Seventh Floor, Unique Aspire,
Plot No. 13-14, Cosmo Colony, Amrapali Marg,
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Notes:

1. The Company has taken all the preventive/precautionary measures while making arrangement for this EOGM to ensure the safety of all its shareholders, employees and other stakeholders participating in the EOGM in accordance with the guidelines on Preventive Measures to contain spread of COVID-19 issued by Ministry of Health and Family Welfare, Government of India.

Kindly note the following precautions to be undertaken while attending the EOGM in person:

- Members are requested to wear mask at the entry and at all time during the Meeting;
 - Members are requested to follow the disinfectant process and make themselves subject to temperature check available at the venue of the Meeting before entering into the office premises and to sanitize their hands frequently throughout the Meeting;
 - Members are requested to maintain physical distance of at least 6 feet (about 2 arm's length);
 - Members are requested to cover their mouth and nose with a disposable tissue while coughing or sneezing and use the nearest waste receptacle to dispose of the tissue after use.
 - Any member displaying symptoms of illness or being part of a risk group is specifically requested not to attend the EOGM.
2. Explanatory statement pursuant to section 102 (1) of the Companies Act, 2013 setting out all the material facts concerning the special business to be transacted at the meeting is enclosed herewith.
 3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF SUCH MEMBER AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN AGGREGATE NOT MORE THAN 10% (TEN PERCENT) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% (TEN PERCENT) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
 4. The duly stamped, filled and signed instrument appointing the proxy should, be deposited at the Registered Office of the Company before the commencement of the meeting.
 5. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Act are requested to send to the Company, a certified copy of the relevant Board Resolution/Authorization together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting. The said Resolution/Authorization should be sent either physically at the corporate office of the company at Fourth Floor, Unique Aspire, Plot No. 13-14, Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur-302021, (Raj.) or electronically through their registered email address to the Company Secretary at cs@finova.in.
 6. Members and Proxies attending the Meeting should bring the attendance slip duly filled in for attending the meeting.
 7. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered office of the Company on all working days, during business hours from the date hereof upto the date of the Meeting.
 8. With reference to SS-2 for the convenience of recipients of notice, Route Map to the venue of Extra Ordinary General Meeting of the Company is as under:

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Venue of the meeting: Fourth Floor, Unique Aspire, Plot No. 13-14 Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur -302021 (Raj.)

Landmark: Amrapali Circle

Route Map: The Mark indicating the venue of EOGM

DATE: MARCH 19, 2022

PLACE: JAIPUR

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

**JAIKISHAN PREMANI
COMPANY SECRETARY &
COMPLIANCE OFFICER
M. NO.: A42043**

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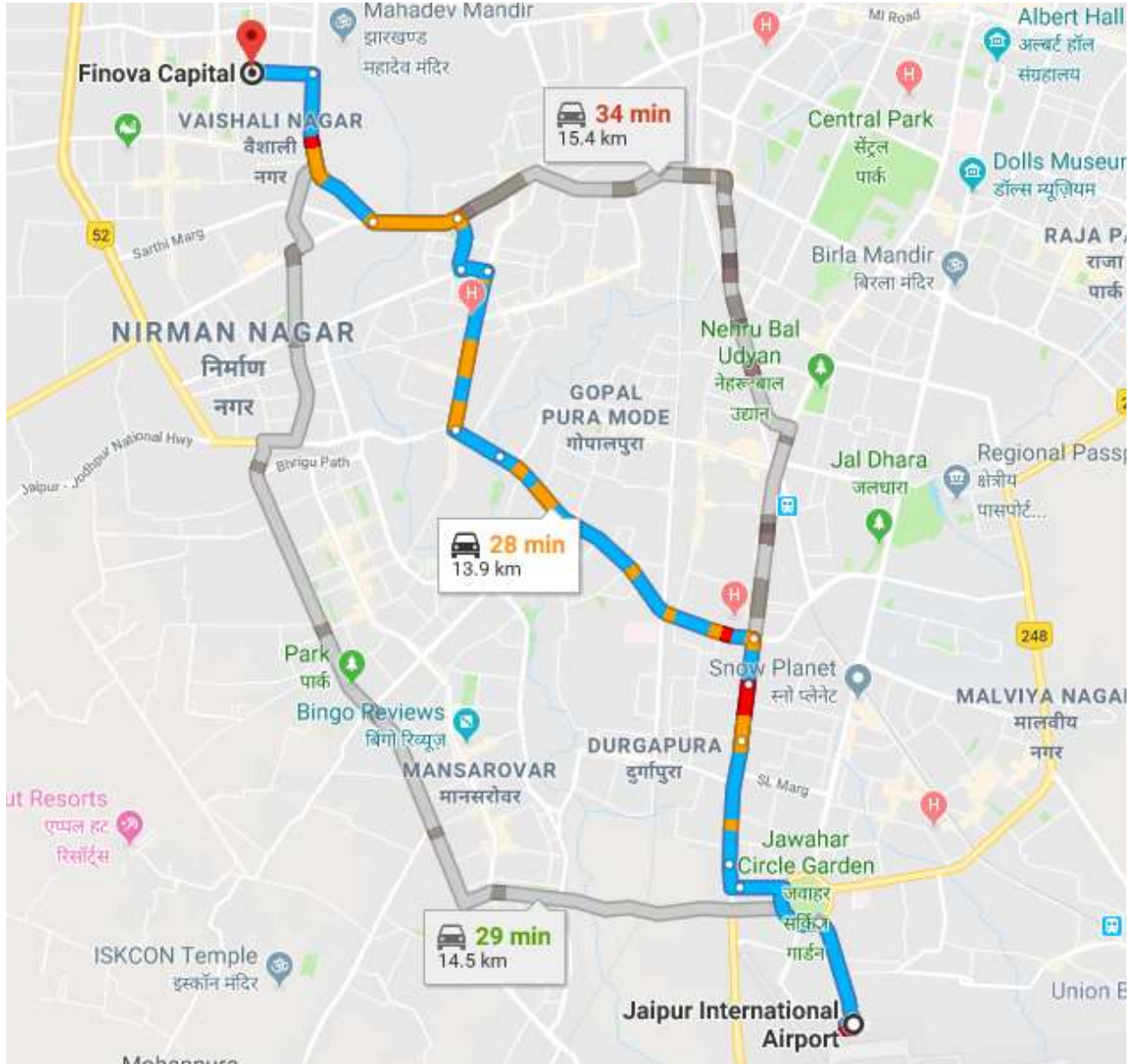
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ROUTE MAP TO THE VENUE OF THE MEETING

Venue of the meeting: Fourth Floor, Unique Aspire, Plot No. 13-14 Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur -302021 (Raj.)



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EXPLANATORY STATEMENT PURSUANT TO SEC. 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 Board of Directors of the Company has been exploring various fund raising options in order to augment the resources of the Company (whether in one or multiple tranches) and accordingly, the Board of Directors at its meeting held on March 19, 2022, had approved the offer and issuance of partly paid 2,39,108 (Two Lakhs Thirty Nine Thousand One Hundred and Eight) Series C-2 compulsorily convertible cumulative preference shares ("Series C-2 CCCPS") having face value of Rs. 100/- (Rupees One Hundred Only) each at a price of Rs. 743.50/- (Rupees Seven Hundred Forty Three and Fifty Paise Only) which includes premium of Rs. 643.50/- (Rupees Six Hundred Forty Three and Fifty Paise Only) per share in terms of Section 42, 55, 62(1)(c) and other applicable provisions of the Companies Act, 2013 as well as the relevant rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

Section 62 of the Companies Act, 2013 provides inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, etc., such further shares shall be offered to the existing shareholders of the Company in the manner laid down in the Section unless the shareholders in general meeting decide otherwise by passing a special resolution. Therefore, consent of the shareholders by way of Special Resolution is being sought pursuant to the provisions of Sections 42 & 62(1)(c) and all other applicable provisions of the Companies Act, 2013 including rules framed thereunder.

The Disclosures as required under Rule 14 of The Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 9 and 13 of The Companies (Share Capital and Debentures) Rules, 2014 are as under:

- i. **The object of the Issue:** To fund the growth and working capital requirements of the Company.
- ii. **The total number of shares or other securities to be issued:** partly paid 2,39,108 (Two Lakhs Thirty Nine Thousand One Hundred and Eight) Series C-2 CCCPS.
- iii. **The price or price band at/within which the allotment is proposed:** The issue price of the Series C-2 CCCPS shall be Rs. 743.50/- (Rupees Seven Hundred Forty Three and Fifty Paise Only) which includes nominal value of Rs. 100/- (Rupees One Hundred Only) and Rs. 643.50/- (Rupees Six Hundred Forty Three and Fifty Paise Only) per share as premium.
- iv. **Basis on which the price has been arrived at along with report of the registered valuer and its address:** Since the Company is in the growth phase, therefore price has been arrived on the basis of Discounted Free Cash Flow Method. A copy of the valuation certificate from M/s. Capital Square Advisors Private Limited, Merchant Banker having its office at 208, Aarpee Centre, CTS 70, MIDC Road no. 11, Andheri (East), Mumbai-400093 and Mr. Bhavesh M Rathod, Registered Valuer, having its office at A/101, Shelter CHSL, CSC Road, Dehisar East, Mumbai-400068 certifying the fair market value of the shares of the Company shall be placed before the Members of the Company at the Extra-Ordinary General Meeting and will also be open for inspection by the Members.
- v. **Relevant Date with reference to which the price has been arrived at:** The relevant date on the basis of which calculation/ valuation has been arrived is February 18, 2022.

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- vi. **The Class or Classes of persons to whom the allotment is proposed to be made:** This preferential issue of shares is being made to the following:

Class of shares	Shares To Be allotted to	Class of Person	Shares to be allotted	Fully Paid-up/Partly Paid-Up
Preference	Mr. Mohit Sahney	Promoter (Individual)	1,19,554	Partly Paid-up
Preference	Mrs. Sunita Sahney	Promoter (Individual)	1,19,554	Partly Paid-up

- vii. **Date of Passing of Board Resolution:** March 19, 2022.
- viii. **Intention of promoters, Directors or Key Managerial Personnel to subscribe to the offer and contribution being made by the promoters or directors either as part of the offer:** Mr. Mohit Sahney and Mrs. Sunita Sahney ("Promoters") of the Company have intended to participate/subscribe to the offer for an issuance of 2,39,108 (Two Lakhs Thirty Nine Thousand One Hundred and Eight) Series C-2 CCCPS on partly paid-up basis.
- ix. **The proposed time within which the allotment shall be completed:** The Company will complete the issue & allotment of Series C-2 CCCPS within a period of 60 days from the date of receipt of application money. If not so allotted, the Company should repay application money within 15 days thereafter, failing which it shall be repaid along with an interest at 12% p.a. from the expiry of the sixtieth day. The allotment of securities on a preferential basis made pursuant to this special resolution will be completed within a period of twelve months from the date of passing of the special resolution. In the event all securities are not allotted within a period of twelve months from the date of passing of the special resolution, a fresh shareholders approval shall be obtained prior to allotment of remaining securities.

The names of the proposed allottee (s) and percentage of post preferential offer capital that may be held by them:

S. no.	Category	Name of the proposed Allottee	Kinds of Securities	Shareholding (on fully diluted basis)	
				Shares to be issued	% of shareholding
1.	Individual	Mr. Mohit Sahney	CCCPS	1,19,554	18.25%
2.	Individual	Mrs. Sunita Sahney	CCCPS	1,19,554	5.21%

- x. **The change in Control if any, in the Company that would occur consequent to the preferential offer:** None
- xi. **The number of Persons to whom allotment on preferential basis have already been made during the year, in terms of Number of Securities as well as price:** N.A.
- xii. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of registered valuer:** N.A.

xiii. The pre issue and post issue shareholding pattern of the Company:

S. No.	Category	Pre Issue		Post issue (on fully diluted basis)	
		No. of shares	% of shareholding	No. of shares	% of shareholding
A	Promoters' holding:				
1.	Indian:				
	Individual	34,34,012	22.27%	36,73,120	23.46%
	Bodies Corporate	--	--	--	--
	Sub Total	34,34,012	22.27%	36,73,120	23.46%
2.	Foreign Promoters	--	--	--	--
	Sub Total (A)	34,34,012	22.27%	36,73,120	23.46%
B	Non- Promoters' holding:				
1.	Institutional Investors	23,13,021	15.00%	23,13,021	14.77%
2.	Non-Institution:				
	Private Corporate Bodies	73,52,095	47.68%	73,52,095	46.96%
	Directors and Relatives	80,000	0.52%	80,000	0.51%
	Indian Public	18,50,000	12.00%	18,50,000	11.82%
	Others (Including NRIs)	--	--	--	--
	Provision for ESOP	3,89,204	2.52%	3,89,204	2.49%
	Sub Total (B)	1,19,84,320	77.73%	1,19,84,320	76.54%
	Grand Total	1,54,18,332	100.00%	1,56,57,440	100.00%

xiv. **the nature of such shares:** Compulsorily Convertible Cumulative Preference Shares; Dividend payable on a Cumulative basis at the discretion of the Board of Directors and only if profits are available for such payment.

xv. **the manner of issue of shares:** Private Placement through Preferential basis

xvi. **the terms of issue, including terms and rate of dividend on each share, etc.:**

- **Face value:** The Series C-2 CCCPS issued shall have a face value of Rs. 100/- per CCCPS.
- **Coupon/Dividend:** The Series C-2 CCCPS shall be subject to the provisions of the Articles of Association of the Company and the Companies Act, 2013 confer the holders thereof a right to a preferential Cumulative dividend of 0.0001% per annum payable annually on a proportionate basis of the paid-up value of the Series C-2 CCCPS, out of profits of the Company after providing for depreciation and at the discretion of the Board of Directors of the Company and if profits are available for such payment, subject to deduction of taxes at source if applicable.
- **Issue and allotment period:** Will be allotted within 60 days from the date of approval by the shareholders of the Company.
- **Voting Rights:** Each holder of Series C-2 CCCPS shall have 1 (one) vote for each Series C-2 CCCPS held and subject to the applicable laws, the holders of the Series C-2 CCCPS shall be entitled to receive notice of and vote on all matters that are submitted to the vote of the shareholders of the Company (including the holders of Equity Shares).

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- **Taxation:** All payments in respect of the CCCPS shall be made less any deductions or withholding for or on account of any present or future taxes or duties as required under Applicable Laws.
- xvii. **The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion:** Each Series C-2 CCCPS is compulsorily convertible into Equity Shares of the Company upon the earlier of (i) [1 (one) day prior to the expiry of 20 (twenty) years] from the date of issuance of Series C-2 CCCPS; or (ii) in connection with an IPO, prior to the filing of a prospectus (or equivalent document, by whatever name called) by the Company with the competent authority or such later date as may be permitted under Law.
- xviii. **The manner and modes of redemption:** Not applicable
- xix. **Expected dilution in equity share capital upon conversion of preference shares:** Dilution impact upon conversion of Series C-2 CCCPS, assuming entire conversion as indicated in the above-mentioned table.

The members are, therefore, requested to accord their approval authorizing the Board to go for the proposed Preferential Issues as set out in the resolution proposed as Item no. 1 of this Notice.

The issue of the Series C-2 CCCPS is in accordance with the provisions of the Articles of Association of the Company.

The Board of Directors believe that the issue of Securities to Promoters of the Company is in the interest of the Company and therefore recommends the resolution for your approval.

Save and except, Mr. Mohit Sahney and Mrs. Sunita Sahney, being proposed allottees, none of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested in the Resolution set out at Item no. 1 of this Notice except to the extent of their shareholding, if any, in the Company.

DATE: MARCH 19, 2022
PLACE: JAIPUR

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

**JAIKISHAN PREMANI
COMPANY SECRETARY &
COMPLIANCE OFFICER
M. NO.: A42043**

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FORM No. MGT-11
Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN: U65993RJ2015PTC048340

Name of the Company: Finova Capital Private Limited

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

Name of the Member (s):	
Registered address:	
E-mail Id:	Folio No / Client Id:
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 15th EOGM of the Company, to be held on Sunday, the 20th day of March, 2022 at 03:00 P.M. at its corporate office situated at Fourth Floor, Unique Aspire, Plot No. 13-14 Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur-302021 (Raj.) and at any adjournment thereof in respect of such resolutions as are indicated below:

S. NO.	Resolution	For	Against
1.	Approval for further issue of partly paid-up securities on preferential basis.		

Signed this _____ day of March, 2022

Signature of Shareholder

Affix Revenue Stamp
here

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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.

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ATTENDANCE SLIP

Registered Folio no./DP ID no./ Client ID No.

Number of shares held

I certify that I am a member /proxy/authorised representative for the member of the company. I hereby record my presence at the 15th EOGM of the Company, to be held on Sunday, the 20th day of March, 2022 at 03:00 P.M. at its corporate office at Fourth Floor, Unique Aspire, Plot No. 13-14 Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur -302021 (Raj.)

**Name of the member/proxy
(In Block Letters)**

Signature of the member/proxy

Note: Please fill up the attendance slip and hand it over at the entrance of the meeting.

FINOVA CAPITAL PRIVATE LIMITED

CIN: U65993RJ2015PTC048340

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

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