

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 14th Extra-Ordinary General Meeting (“EOGM/ Meeting”) of the Members of Finova Capital Private Limited will be held on **Monday, the 07th day of February, 2022 at 11:00 A.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 FOR INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE CONTAINED IN THE MEMORANDUM OF ASSOCIATION.

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 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company from Rs. 1,11,00,00,000/- (Rupees One Hundred and Eleven Crores Only) divided into 60,00,000 (Sixty Lakh) Equity shares of Rs.10/- (Rupees Ten only) each and 1,05,00,000 (One Crore and Five Lakh) Preference Shares of Rs. 100/- (Rupees One Hundred only) each to Rs. 1,41,00,00,000/- (Rupees One hundred and forty one crore Only) divided into 60,00,000 (Sixty lakh) Equity shares of Rs.10/- (Rupees Ten only) each and 1,35,00,000 (One crore and thirty five lakh) Preference Shares of Rs. 100/- (Rupees One hundred only) each, by creating additional 30,00,000 (Thirty lakh) Preference Shares of Rs. 100/- (Rupees Hundred only) each.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company relating to share capital be and is hereby altered by deleting the same and substituting in place thereof, of the following new clause V:

V. The Authorized Share Capital of the Company is Rs. 1,41,00,00,000/- (Rupees One Hundred and Forty One Crore Only) divided into 60,00,000 (Sixty lakh) Equity shares of Rs.10/- (Rupees Ten only) each and 1,35,00,000 (One Crore And Thirty Five Lakh) Preference Shares of Rs. 100/- (Rupees One hundred only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to the aforesaid resolution or otherwise by them to be in the best interests of the Company.”

DATE:28.01.2022
PLACE: JAIPUR

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

JAIKISHAN PREMANI
COMPANY SECRETARY AND COMPLIANCE OFFICER
M. NO. :A42043
ADD.: 702, Seventh Floor, Unique Aspire,Plot No. 13-14
Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur 302021 (Rajasthan)

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
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

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 of the Companies Act, 2013 ("the Act") 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 not less than forty-eight hours 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, between 11.00 A.M. to 1.00 P.M. from the date hereof upto the date of the Meeting.
 8. With reference to Secretarial Standard on general Meetings (SS-2) for the convenience of recipients of notice, the Route Map to the venue of EOGM of the Company attached below.

FINOVA CAPITAL PRIVATE LIMITED

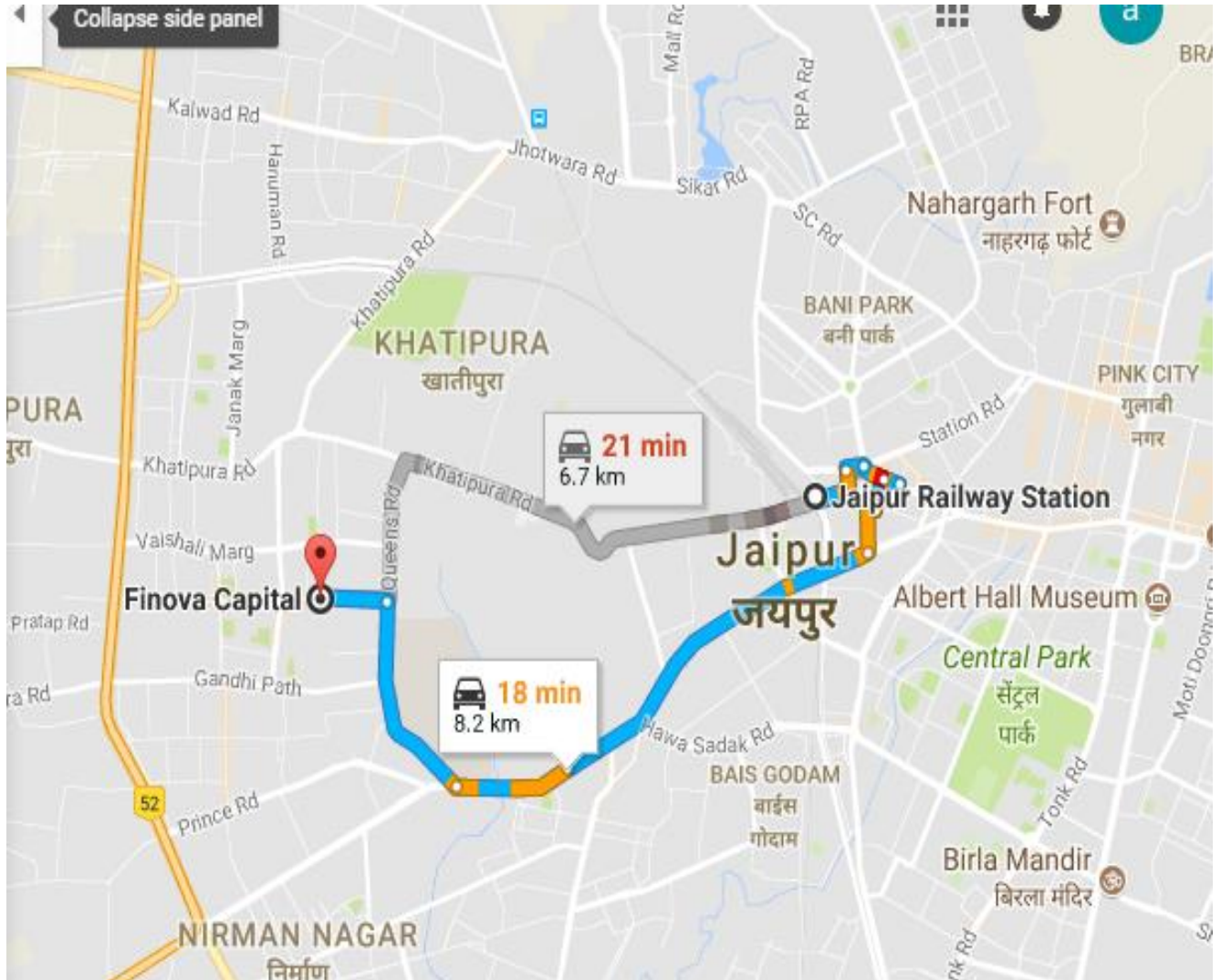
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ROUTE MAP TO THE VENUE OF THE MEETING



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT

The following statement sets out the material facts concerning the **special business** mentioned in the accompanying notice to be transacted at the Extra Ordinary General Meeting.

ITEM NO. 1

The existing Authorized Share capital of the Company is Rs. 1,11,00,00,000/- (Rupees One Hundred and Eleven Crores Only) divided into 60,00,000 (Sixty Lakh) Equity shares of Rs.10/- (Rupees Ten only) each and 1,05,00,000 (One Crore and Five Lakh) Preference Shares of Rs. 100/- (Rupees One Hundred only) each.

In view of the present size of the Company's operation, its future requirement of capital to expand its business activities and restructuring of Company and in order to raise additional capital, it is necessary to have adequate provision in the Authorized Share Capital and accordingly, it is proposed to increase the Authorized Share Capital of the Company to Rs. 1,41,00,00,000/- (Rupees One hundred and forty one crore Only) divided into 60,00,000 (Sixty lakh) Equity shares of Rs.10/- (Rupees Ten only) each and 1,35,00,000 (One crore and thirty five lakh) Preference Shares of Rs. 100/- (Rupees One hundred only) each, by creating additional 30,00,000 (Thirty lakh) Preference Shares of Rs. 100/- (Rupees Hundred only) each. Consequent upon the increase in the Authorized Share Capital, as proposed, the existing Clause V of the Memorandum of Association of the Company will also have to be altered. The necessary amendment in the Memorandum of Association is proposed to reflect the enhanced Authorized Share Capital.

The draft amended Memorandum of Association will be available for inspection by the Members on all working days, during business hours from the date hereof upto the date of the Meeting.

Pursuant to the Sections 61 and 64 of the Act, any increase in Authorized Share Capital and consequent amendment in Memorandum of Association of the Company requires consent and approval of the Members of the Company by way of an Ordinary Resolution.

The Board of Directors recommends the resolutions set out at item no. 1 of the Notice for the approval by the Members as Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

DATE: 28.01.2022
PLACE: JAIPUR

BY ORDER OF THE BOARD OF DIRECTORS
FOR 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 (Raj.)

Name of the Member (s):	
Registered address:	
E-mail Id:	Folio No / Client Id:

I / We, being the member(s) of _____ shares of the above mentioned Company, hereby appoint:

1. **Name:** _____ **Address:** _____
_____ E-
mailId: _____ **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 14thEOGM of the Company, to be held on **Monday, the 07th Day of February, 2022 at 11:00 A.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:

Resolution No.:

1. Approval for increase in authorized share capital of the company and consequent alteration of the capital clause contained in the Memorandum of Association

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, before the forty-eight hours of 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 14thEOGM of the Company, on **Monday, the 07th Day of February, 2022 at 11:00 A.M.** at its corporate office situated 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.

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