

FINOVA CAPITAL PRIVATE LIMITED

CIN: U65993RJ2015PTC048340

**Reg. Office: 702, SEVENTH FLOOR, UNIQUE ASPIRE, PLOT NO. 13-14 COSMO COLONY,
AMRAPALIMARG, VAISHALI NAGAR, JAIPUR -302021 (RAJ.)**

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

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 08th Extra-Ordinary General Meeting ("EOGM/ Meeting") of the members of Finova Capital Private Limited will be held at a shorter notice on Tuesday, the 26th Day of March, 2019 at 10:00 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 ADOPTION OF NEW SET OF REGULATIONS 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 provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules notified thereunder (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 that the regulations contained in the existing Articles of Association of the Company be and are hereby replaced by new set of Regulations of Articles of Association of the Company, a copy of which is placed before the meeting and duly initialed by the Chairman for the purpose of identification and that the new set of regulations be incorporated in the Articles of Association of the Company and shall be binding on the members of the Company and others and shall be effective from the date of passing of resolution in the general meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to sign, execute and file all the papers, documents etc. and to take all the necessary steps to give effect to these resolutions and to do all such acts, deeds, things and matters, as may be necessary, to carry out the above resolution and to give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in this regard."

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ITEM NO. 2: APPROVAL FOR APPOINTMENT OF MR. ADITYA DEEPAK PAREKH (DIN: 02848538) AS A NOMINEE DIRECTOR, REPRESENTING FAERING CAPITAL INDIA EVOLVING FUND II AND FAERING CAPITAL INDIA EVOLVING FUND III, IN ACCORDANCE WITH THE PROVISIONS OF THE SHAREHOLDERS' AGREEMENT

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to section 161(3) and other applicable provisions, if any, of the Companies Act, 2013 and read with The Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per the relevant provisions of the Articles of Association, consent of the members of the Company be and is hereby accorded to appoint Mr. Aditya Deepak Parekh (DIN: 02848538), as a Nominee Director representing M/s. Faering Capital India Evolving Fund on Board of the Company w.e.f. 26.03.2019

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized by the Board, on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for giving effect to the aforesaid resolution and to give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in this regard."

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**ITEM NO. 3: APPROVAL FOR REMUNERATION OF MR. RAHUL SAHNEY, CHIEF OPERATING OFFICER
("COO") 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 Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (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 to approve the remuneration of Mr. Rahul Sahney, (being relative of Mr. Mohit Sahney, Managing Director and CEO of the company), appointed as Chief Operating Officer ("COO") in office or place of profit, upto a remuneration of Rs. 5,00,000/- (Rupees Five Lakhs Only) per month (inclusive of all benefits).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to sign, execute and file all the papers, documents etc. as may be required and to do all such acts, deeds, matters and things and take all the steps as may be necessary or desirable to give effect to this resolution and to give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in this regard."

**DATE: 25.03.2019
PLACE: JAIPUR**

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



**GARIMA JHAMNANI
COMPANY SECRETARY
M. NO.: A43137**

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

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Notes:

1. 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.
2. **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.**
3. 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, in order to be effective.
4. Members and Proxies attending the Meeting should bring the attendance slip duly filled in for attending the meeting.
5. Members seeking any information with regard to the resolutions as proposed to be passed in the meeting are requested to write to the Company in advance, so as to enable the Management to keep the information ready at the meeting.
6. 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.
7. Corporate Members intending to send their authorised representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
8. Brief resume of the Director to be appointed and other details as stipulated under Secretarial Standard on General Meetings ('SS-2') is provided in the Annexure A to the notice.

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9. 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:

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: 25.03.2019

PLACE: JAIPUR

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



**GARIMA JHAMNANI
COMPANY SECRETARY
M. NO.: A43137**

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

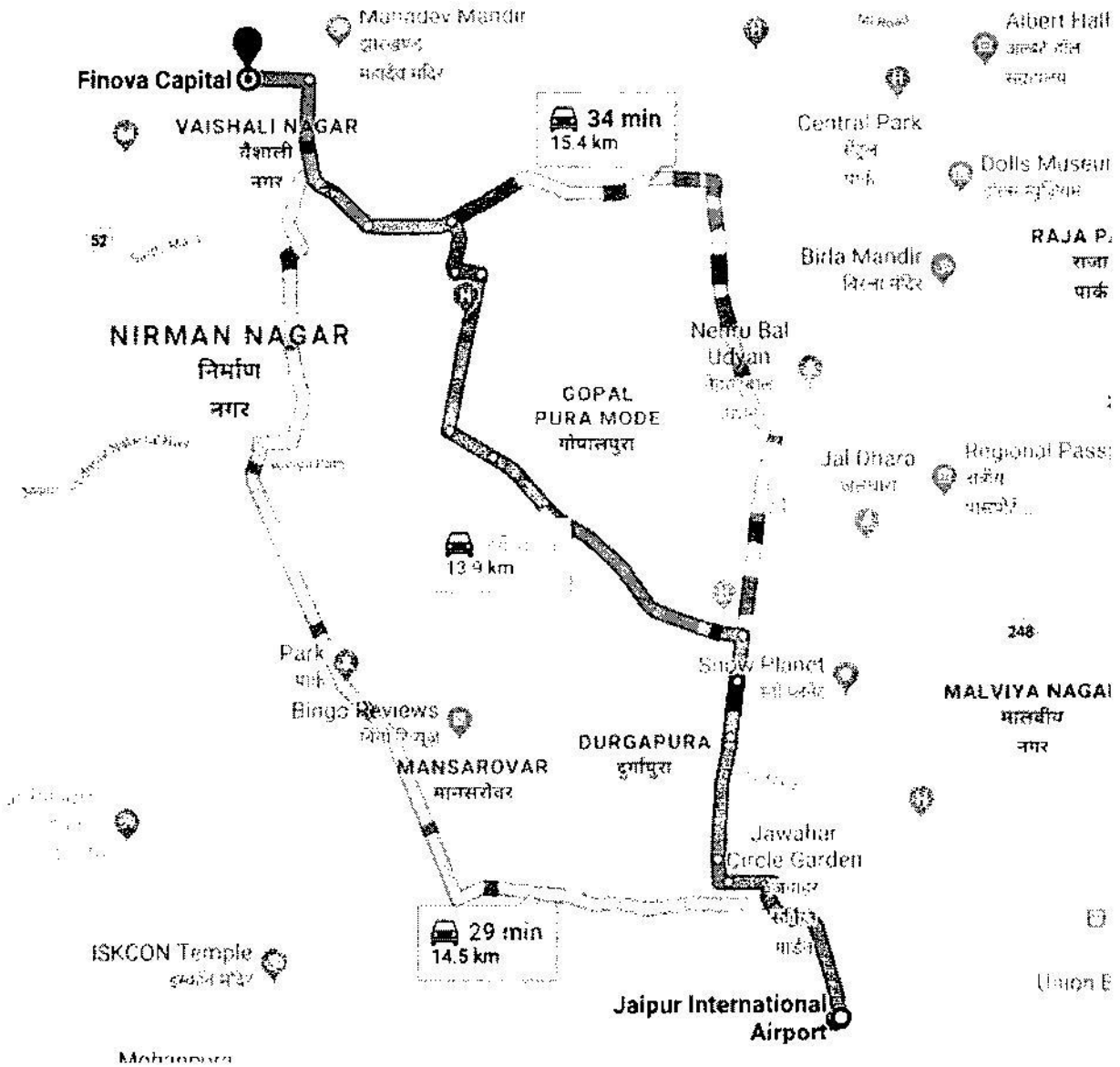
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ROUTE MAP TO THE VENUE OF THE MEETING



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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

In connection with the issue and allotment of the equity shares and Compulsorily Convertible Preference Shares (CCCPS) to the promoters along with the new and existing investors, the Company has entered into a shareholders' agreement with the promoters, investors and other shareholders of the Company on 06th March, 2019, which shall replace the existing Shareholders' Agreement of the Company, executed on 02nd September, 2017.

Pursuant to the terms and conditions of the new Shareholders Agreement, the Company proposes to amend the existing Articles of Association of the Company, in order to incorporate the new provisions and rights set forth in the new Shareholders' Agreement.

The Shareholders Agreement dated 06th March, 2019, replacing the existing Shareholders Agreement dated 02nd September, 2017, shall form a substantive part of the Articles of Association of the Company, as Part II.

The Board of Directors at their meeting held on 25th March, 2019 had approved the adoption of new set of Articles of Association in place of the existing Articles of Association 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 new set of regulations in Articles of Association of the Company.

The Board of Directors recommends the resolution set out at item no. 1 of the Notice for the approval by the members as Special 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.

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ITEM NO. 2

The Board has approved the appointment of Mr. Aditya Deepak Parekh as the Nominee Director of the Company, representing M/s. Faering Capital India Evolving Fund II and M/s. Faering Capital India Evolving Fund III, w.e.f 26.03.2019, in their Board Meeting held on 25th March, 2019, pursuant to the provisions of Section 161 of the Companies Act, 2013 read with the rules made there under and the Shareholders' Agreement dated 06th March, 2019 executed between the company, promoters, investors and other shareholders. Their appointment requires approval of members by the means of ordinary resolution as per the said shareholders' agreement.

The Company has received the General Notices of disclosure pursuant to the provisions of Section 184 and certificate of non-disqualification under Section 164 of the Companies Act, 2013 in prescribed form MBP-1 & DIR-8 from Mr. Aditya Deepak Parekh along with the consent in Form DIR-2 to act as nominee director of the company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his service as a Nominee Director. Accordingly, the Board recommends the resolution set out at item No. 2, in relation to appointment of Mr. Aditya Deepak Parekh as Nominee Director, for the approval by the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in, anyway, concerned or interested, financially or otherwise, in the aforesaid resolution.

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Pursuant to the provisions of Section 188 of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("The Rules"), the Company is required to obtain prior approval of the members by way of Ordinary Resolution, in case Related Party Transaction related to appointment to office or place of profit, at a monthly remuneration exceeds Rs. 2,50,000/- (Rupees Two lakhs and Fifty Thousand Only) per month.

Further, the Company had entered into employment agreement with Mr. Rahul Sahney (Brother of Mr. Mohit Sahney, Managing Director & CEO), Chief Operating Officer ("COO") for office or place of profit at a monthly remuneration of Rs. 2,60,000/- (Rupees Two lakhs and Fifty Thousand Only) per month, which was duly approved and ratified by the members of the Company in their Extra Ordinary General Meeting held on 21st February, 2019.

Further, in terms of Section Section 188 of the Companies Act, 2013 and upon the recommendations of the Board of Directors of the Company, it is hereby proposed to seek approval to increase the remuneration of Mr. Rahul Sahney upto Rs. 5,00,000/- (Rupees Five Lakhs Only) per month, which shall be approved by the Board of Directors from time to time, as per the limits approved by the members of the Company.

The details of transaction with Mr. Rahul Sahney (Related party) is given below:

Name of Related Party	Nature of Relationship	The nature, particulars of the contract or arrangement and The material terms of the contract or arrangement including the value, if any:	Duration of the contract	Any advance paid or received for the contract or arrangement, if any	The manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Any other information relevant or important for the Board to take a decision on the proposed transaction
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Rahul Sahney	Brother of Mr. Mohit Sahney (Managing Director & CEO of the Company)	Approval for increase in remuneration of Mr. Rahul Sahney, in Office or place of profit, upto Rs. 5,00,000/- p.m.	Regular	N.A.	The approval for increase of remuneration of Mr. Rahul Sahney, COO of the Company is as per the the industry norms and standards.	Yes	Nil
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The transaction entered into Mr. Rahul Sahney is at arm's length price. The Board of Directors of the Company have approved the remuneration at their meeting held on 25th March, 2019.

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

Save and except Mr. Mohit Sahney, being brother of Related Party, none of the Directors or KMP their relatives, is anyway, concerned or interested, financially or otherwise, in the aforesaid resolution.

DATE: 25.03.2019

PLACE: JAIPUR

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



[Signature]
**GARIMA JHAMNANI
COMPANY SECRETARY
M. NO.: A43137**

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Details of Director seeking appointment pursuant to the provisions of Secretarial Standards on General Meeting (SS-2), issued by the ICSI

Name of the Director	Aditya Deepak Parekh
DIN	02848538
Age	41
Designation	Nominee Director
Qualification	M.B.A. from University of Pennsylvania, The Wharton School and BA in Economics from Cambridge University
Experience	15 years of Experience
Terms and Conditions of Appointment/Re-appointment	As per the resolution at item no. 2 of the Notice convening Extra Ordinary General Meeting on 26 th March, 2019, read with explanatory statement thereto, Mr. Aditya Deepak Parekh is proposed to be appointed as a Nominee Director.
Remuneration last drawn	N.A.
Remuneration proposed to be paid	N.A.
Date of first appointment on the Board	NIL
No. of Meetings of Board attended during the year F.Y. 2017-18	NIL
No. of shares held in Company as on 31 st March, 2018	NIL
Director/Member/Chairman of the Committees of the Board of other Listed Companies as on 31 st March, 2018	14 Companies
Relationships with other Directors, manager and other Key Managerial Personnel of the Company	N.A.

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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,
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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-mail Id: _____

Signature: _____, or failing him/her

2. Name: _____ Address: _____

E-mail Id: _____

Signature: _____, or failing him/her

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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 8th EOGM of the Company, to be held on Tuesday, the 26th day of March, 2019 at 10:00 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 adoption of new set of regulations in articles of association of the company.
2. Approval for appointment of Mr. Aditya Deepak Parekh (DIN: 02848538) as a nominee director, representing Faering Capital India Evolving Fund II and Faering Capital India Evolving Fund II, in accordance with the provisions of the shareholders' agreement
3. Approval for remuneration of Mr. Rahul Sahney, Chief Operating Officer ("COO") of the company

Signed this _____ day of _____, 2019

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 hours 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 08th EOGM of the Company, held on Tuesday, the 26th day of March, 2019, at 10:00 A.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

Signature of the member/proxy

(In Block Letters)

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