

**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 0141-5103132 Website: www.finoval.in Email Id: info@finoval.in**

**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that the 05<sup>th</sup> Extra-Ordinary General Meeting ("EOGM") of the members of Finova Capital Private Limited will be held on Wednesday, the 11<sup>th</sup> Day of April, 2018 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: ALTERATION OF THE MAIN OBJECT CLAUSE OF THE MEMORANDUM 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 13 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and such other approvals as may be necessary or required, the consent of the members of the Company be and is hereby accorded to alter Clause III (A) of the Memorandum of Association of the Company relating to its Main Objects by deleting the existing Sub-clause 1 and substituting in place thereof, the following new Sub-clause 1:

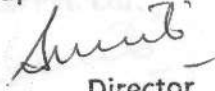
1. To carry on the business of financial services such as mortgage loan, vehicle loan, gold loan, loan against shares and securities of all kinds and to provide loan against movable as well as immovable assets including all types of plant & machinery, land & buildings, equipment on hire purchase or hypothecation or pledge and to provide secure as well as unsecured loan of all categories within the category of loans and finance and to provide credit facilities to all classes of Individual, Company including Limited Liability Partnership, Corporate, AOP, Trust and all type of persons defined under the Act defining Persons and also to provide facilities to all types of individuals including Resident, Non-ordinary Resident or NRI as well as to facilitate credit to all kinds of business and activities including but not limited to Infrastructure, SME, MSME, Agriculture, Agro-based, Micro finance, Cash Credit, WCDL, Term loan, Buyer's limit, Book Debts Limit, Bill Discounting, Letter of Credit and all kinds of credit and to support facilities required by an individual or person in any manner and to act as Investment Consultant, Insurance broker, Mutual fund broker and all type of commissioning work with regard to Investment and finance including Portfolio Management and sale purchase of portfolios of financial institutions and to engage in the business of financing of companies, industrial enterprises and infrastructural facilities.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps, as may be necessary for the purpose of giving effect to the aforesaid resolution."

For Finova Capital Pvt. Ltd.

  
Director

For Finova Capital Pvt. Ltd.

  
Director

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**ITEM NO. 2: ALTERATION OF THE MATTERS NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) OF THE MEMORANDUM 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 13 and all other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and such other approvals as may be necessary or required, the consent of the members be and is hereby accorded to alter the Clause III (B) of the Memorandum of Association of the Company, relating to the matters necessary for furtherance of the objects specified in Clause III(A), by adding the following Sub-clause 23 after existing Sub-clause 22:

23. To finance or assist in financing the construction or purchase of houses, buildings, flats, plots, either furnished or otherwise, and to institute, enter into, carry on or finance the purchase, sale and maintenance of any such plots, houses, buildings, flats, furnished or otherwise as aforesaid upon any term whatsoever.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps, as may be necessary for the purpose of giving effect to the aforesaid resolution."

**ITEM NO. 3: APPOINTMENT OF MR. GANAPATHYAGRAHARAM VENKATARAMAN RAVISHANKAR (DIN: 02604007) AS A NOMINEE DIRECTOR, NOMINATED BY THE INVESTOR, 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**:

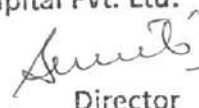
**"RESOLVED THAT** pursuant to section 161(3) and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per the relevant provisions of the Articles of Association, consent of the members of the Company be and is hereby accorded to appoint Mr. Ganapathyagraharam Venkataraman Ravishankar (DIN: 02604007), as a Nominee Director in accordance with the provisions of the shareholders' agreement representing M/s. SCI Investments V on Board of the Company w.e.f. 11.04.2018.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps, as may be necessary for the purpose of giving effect to the aforesaid resolution."

For Finova Capital Pvt. Ltd.

  
Director

For Finova Capital Pvt. Ltd.

  
Director

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**ITEM NO. 4: APPOINTMENT OF MR. ISHAAN MITTAL (DIN:07948671) AS A  
NOMINEE DIRECTOR, NOMINATED BY THE INVESTOR, 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 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. Ishaan Mittal (DIN: 07948671), as a Nominee director in accordance with the provisions of the shareholders' agreement representing M/s. SCI Investments V on Board of the Company w.e.f. 11.04.2018.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps, as may be necessary for the purpose of giving effect to the aforesaid resolution."

**DATE: 21.02.2018**

**PLACE: JAIPUR**

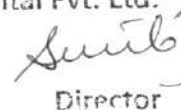
**BY ORDER OF THE BOARD  
FOR FINOVA CAPITAL PRIVATE LIMITED**

For Finova Capital Pvt. Ltd.



**MOHIT SAHNEY**  
**DIN: 07280918**  
**MANAGING DIRECTOR & CEO**

For Finova Capital Pvt. Ltd.



**SUNITA SAHNEY**  
**DIN:02395354**  
**WHOLE TIME DIRECTOR**

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**Notes:**

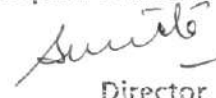
1. Explanatory statement pursuant to section 102 (1) of the Companies Act, 2013 setting out all the material facts concerning the special business to be transacted at the meeting is enclosed herewith.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (THE "MEETING") IS ENTITLED 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, however be deposited at the Registered Office of the Company not less than 48 (forty-eight) hours 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 at least 7 days prior to meeting, 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. 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:

For Finova Capital Pvt. Ltd.



Director

For Finova Capital Pvt. Ltd.



Director

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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: 21.02.2018**

**PLACE: JAIPUR**

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

For Finova Capital Pvt. Ltd.



**MOHIT SAHNEY  
DIN: 07280918  
MANAGING DIRECTOR & CEO**

For Finova Capital Pvt. Ltd.



**SUNITA SAHNEY  
DIN:02395354  
WHOLE TIME DIRECTOR**

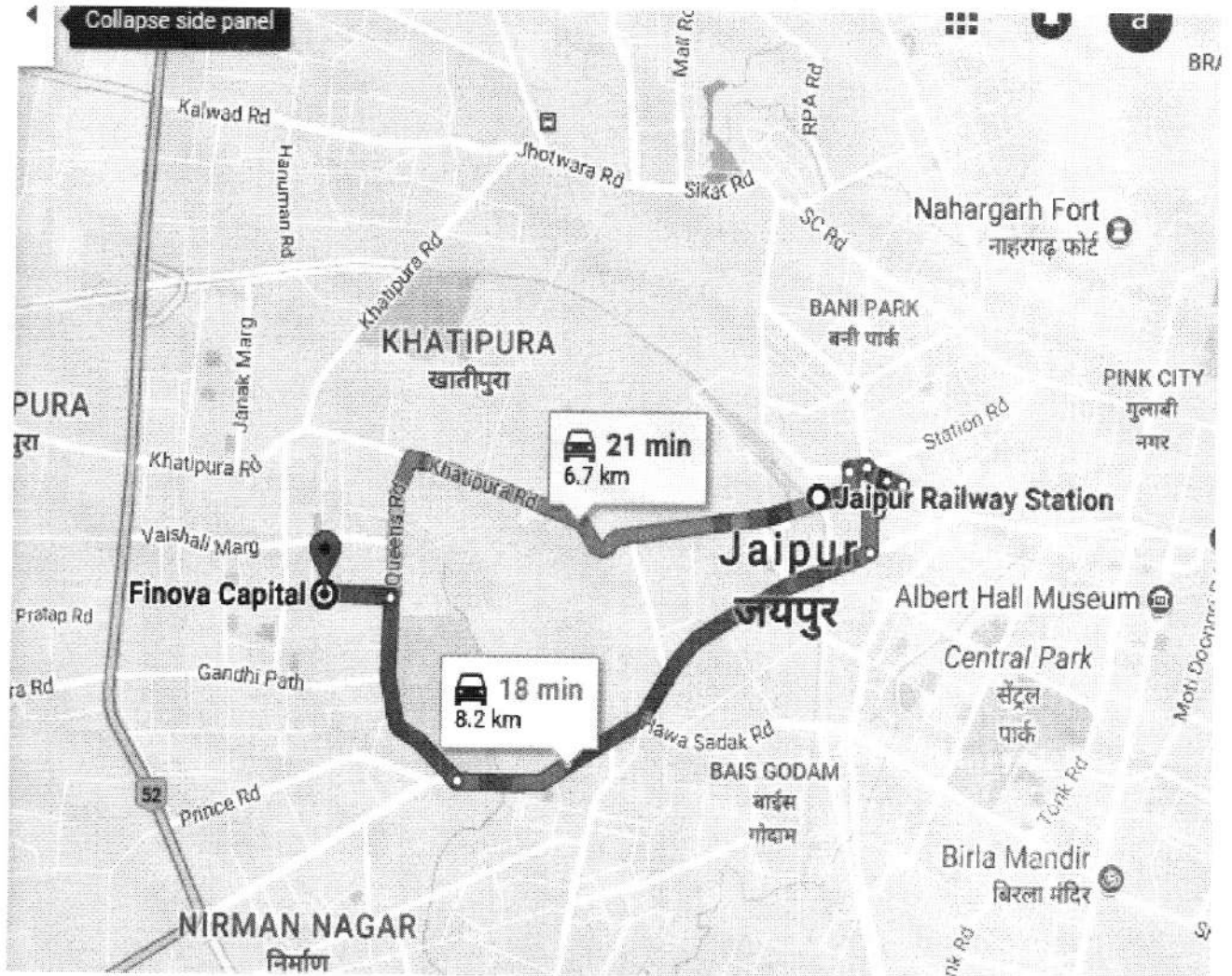
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**ROUTE MAP TO THE VENUE OF THE MEETING**



For Finova Capital Pvt.Ltd.

*[Signature]*  
Director

For Finova Capital Pvt. Ltd.

*[Signature]*  
Director

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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 & 2**

The current Main object clause III(A)(1) of the Memorandum of Association of the Company covers the activities, as carried out by the company, which were required to be aligned/synchronized to the NBFC activities carried out by the Company. As per the recommendation of the shareholders and management of the Company, it is necessary to bring more clarity in the objects (as mentioned in resolution stated at Item No. 1 & 2 of the Notice), by altering the Clause III (A)(1) of the main objects and matters necessary for furtherance of the objects specified in Clause III(A) of the memorandum of association of the Company. The Board of Directors, at their meeting held on 21<sup>st</sup> day of February, 2018 have approved the alteration of Clause III(A)(1) and Clause III(B) of the Memorandum of Association of the Company.

The aforesaid alteration, if approved by the members, shall be registered by the Registrar of Companies, Jaipur. The draft of the amended Memorandum of Association proposed for approval, is circulated along with this notice of EOGM, and also available 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.

In terms of provisions of Section 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company.

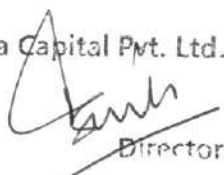
The Board of Directors recommends the resolutions set out at item no. 1& 2 of the Notice for the approval by the members as Special Resolutions.

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.

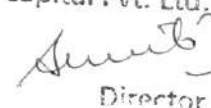
**ITEM NO. 3 & 4**

The Board has approved the appointment of Mr. Ganapathyagraharam Venkataraman Ravishankar and Mr. Ishaan Mittal as the Nominee Directors of the Company, representing M/s. SCI Investments V, w.e.f 11.04.2018, in their Board Meeting held on 21<sup>st</sup> February, 2018, pursuant to the provisions of Section 161 of the Companies Act, 2013 read with the rules made there under and the Shareholders' Agreement dated September 2, 2017 executed between the company, promoters, investors and other shareholders. Hence, their

For Finova Capital Pvt. Ltd.

  
Director

For Finova Capital Pvt. Ltd.

  
Director

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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 both the appointees along with the consent in Form DIR-2 to act as nominee directors of the company.

The Board considers that their association would be of immense benefit to the Company and it is desirable to avail their services as Nominee Directors. Accordingly, the Board recommends the resolution set out at item No. 3 & 4, in relation to appointment of Mr. Ganapathyagraharam Venkataraman Ravishankar and Mr. Ishaan Mittal as Nominee Directors, respectively, 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.

**DATE: 21.02.2018**

**PLACE: JAIPUR**

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

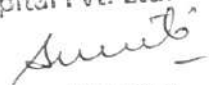
For Finova Capital Pvt. Ltd.



Director

**MOHIT SAHNEY  
DIN: 07280918  
MANAGING DIRECTOR & CEO**

For Finova Capital Pvt. Ltd.



Director

**SUNITA SAHNEY  
DIN:02395354  
WHOLE TIME DIRECTOR**