

FINOVA CAPITAL PRIVATE LIMITED

CIN: U65993RJ2015PTC048340

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

Tel. NO 0141-5103132 Website: www.finoval.in Email Id: info@finoval.in

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

SHORTER NOTICE is hereby given that the 03/2017-18 Extra-Ordinary General Meeting of the members of Finova Capital Private Limited will be held on Monday, the 12th day of February, 2018 at 6.00 P.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:

SPECIAL BUSINESS:-

1. APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY

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 sub section (8) of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory re-enactment(s), modification(s) or amendment(s) thereof for the time being in force), M/s S.R. Batliboi and Associates LLP, Chartered Accountants (FRN: 101049W/E300004), be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Rajvanshi & Associates, Chartered Accountants (FRN: 005069C) to hold office until the conclusion of ensuing Annual General Meeting for auditing the accounts of the Company for Financial Year 2017-18 at a remuneration to be mutually agreed upon decided by the Board of Directors and such Auditor.

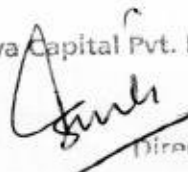
RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for the purpose of giving effect to the aforesaid resolution."

2. ISSUANCE AND OFFER OF PREFERENCE SHARES ON PREFERENTIAL BASIS

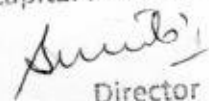
To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special resolution: -

"RESOLVED THAT pursuant to the provisions of Section 42,62 and other applicable provisions, (if any), of the Companies Act, 2013 read with The Companies (Share Capital and Debentures) Rules, 2014 and The Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force) and enabling provisions in the Memorandum and Articles of the Association of the Company and other applicable guidelines/regulations issued in this regard, the consent of the members be and is hereby accorded to the Board of Directors of Company to

For Finova Capital Pvt. Ltd.


Director

For Finova Capital Pvt. Ltd.


Director

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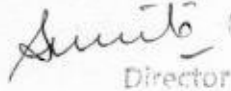
offer, issue and allot 19,39,131 (Nineteen Lakhs Thirty Nine Thousand One Hundred and Thirty One) Series A Compulsorily Convertible Cumulative Preference Shares ("Series A CCCPS") at an issue price of Rs. 115/- (Rupees One Hundred and Fifteen only) per Series A CCCPS Rs. 100/- (Rupees One Hundred only) as nominal value and Rs. 15/- (Rupees Fifteen only) as premium on a preferential basis through private placement offer to SCI Investments V who has shown its desire to subscribe the abovementioned securities and to issue such number of Equity Shares as may be required upon conversion of such Series A CCCPS or as may be necessary in accordance with the terms of the offerings.

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 A CCCPS:

a)	the priority with respect to payment of dividend or repayment of capital vis-a-vis Equity Shares	Each holder of Series A 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 above stated preferential dividend, each Series A 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. Notwithstanding anything else mentioned herein, in the event of a liquidity event, subject to applicable law, the total proceeds from such liquidity event shall be paid or distributed to the holders of Series A CCCPS in accordance with the terms agreed between the Company, Mr. Mohit Sahney, Mrs. Sunita Sahney and SCI Investments V and there shall be no further participation by the holders of Series A CCCPS in such event.
c)	the participation in surplus assets and profits, on winding-up which may remain after the entire	In case of winding up, the total proceeds from such liquidity event shall paid or distributed as follows: (i) where the liquidation proceeds are less than the total amount invested by all shareholders in the Company – holders of Series A CCCPS and all other shareholders participating in the liquidation

For Finova Capital Pvt. Ltd.

Director

For Finova Capital Pvt. Ltd.

Director


FINOVA CAPITAL PRIVATE LIMITED

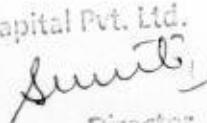
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	capital has been repaid	<p>event are entitled to receive distributions proportionate to the amount invested by each of them in the Company;</p> <p>(ii) where the liquidation proceeds are more than the total amount invested by all shareholders but less than post money valuation of the Company after the investment by SCI Investments V - holders of Series A CCCPS are entitled to receive their investment and the other shareholders will receive distributions pro rata to their shareholding in the Company;</p> <p>(iii) where the liquidation proceeds are more than the post money valuation of the Company after the investment by SCI Investments V – all shareholders (including holders of Series A CCCPS) are entitled to receive distributions pro rata to their shareholding in the Company.</p>
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 A CCCPS is compulsorily convertible into Equity Shares of the Company at the expiry of 20 (Twenty) years from the date of issue of the Series A CCCPS and prior to expiry of 20 (Twenty) years, may be converted into Equity Shares of the Company at any time at the option of the holder of the Series A CCCPS by giving a written notice to the Company.</p> <p>Conversion ratio: 1:1 subject to certain adjustments pursuant to capital restructuring of the Company or further issuance of shares by the Company at a price higher than the agreed Series A CCCPS subscription price.</p>
f)	the voting rights	Each Series A CCCPS shall have 1(one) vote for each Series A CCCPS held and subject to the applicable laws, the holders of the Series A 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).

For Finova Capital Pvt. Ltd.

Director

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Director

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g)	the redemption of Preference Shares	Not applicable
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RESOLVED FURTHER THAT the Equity Shares to be issued on conversion of the Series A CCCPS shall rank pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is 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 the said equity shares and to finalize and execute all documents, papers, agreement, deeds and writings as may be necessary and desirable."

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 Series A CCCPS to SCI Investments V.

Date: 01/02/2018

Place: Jaipur

By Order Of the Board

For Finova Capital Private Limited

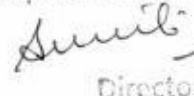
For Finova Capital Pvt. Ltd.

For Finova Capital Pvt. Ltd.


Director

Mohit Sahney
DIN: 07280918

Managing Director & CEO


Director

Sunita Sahney
DIN: 02395354

Whole Time Director

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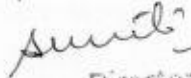
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Notes:

1. Explanatory statement pursuant to section 102 (1) of the Companies Act. 2013 setting out all the material facts concerning the special businesses 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. Members and Proxies attending the Meeting should bring the attendance slip duly filled in for attending the meeting.
4. 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.
5. 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.
6. The notice is being sent to all the members, whose names appeared in the register of members of the Company as on 1st February, 2018.

For Finova Capital Pvt. Ltd.

Director

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Director

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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:

Venue of the meeting: 702, Seventh 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 EGM

Date: 01/02/2018

Place: Jaipur

BY ORDER OF THE BOARD

FOR FINOVA CAPITAL PRIVATE LIMITED

For Finova Capital Pvt. Ltd.



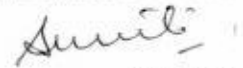
Director

Mohit Sahney

DIN: 07280918

Managing Director & CEO

For Finova Capital Pvt. Ltd.



Director

Sunita Sahney

DIN:02395354

Whole Time Director

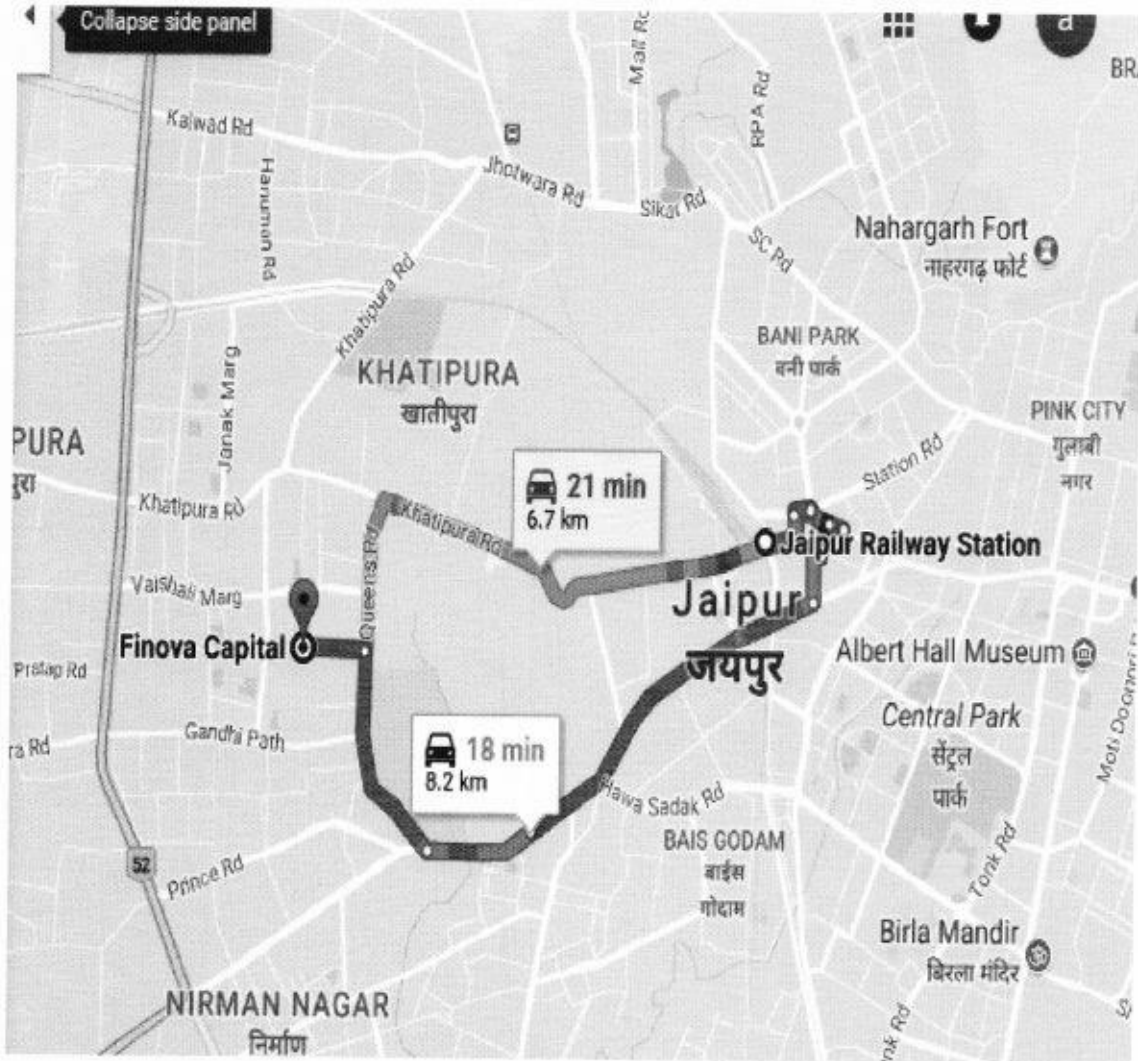
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ROUTE MAP TO THE VENUE OF THE MEETING



For Finova Capital Pvt. Ltd.

[Signature]
Director

For Finova Capital Pvt. Ltd.

[Signature]
Director

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Explanatory Statement Pursuant To Section 102 (1) of the Companies Act, 2013:

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

Item No.1

M/s. Rajvanshi & Associates, Chartered Accountants (FRN: 005069C) have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s S.R. Batliboi and Associates LLP, Chartered Accountants (FRN: 101049W/E300004) be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Rajvanshi & Associates Chartered Accountants. M/s S.R. Batliboi and Associates LLP, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The Board of Directors of the Company in their meeting held on 19th Day of December, 2017 have given their consent unanimously to the appointment of M/s S.R. Batliboi and Associates LLP, Chartered Accountants as a Statutory Auditors of the Company


The Board recommends the passing of the resolution proposed at Item no. 1 for your approval by way of an ordinary resolution.

None of the Directors/Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out at Item no. 1 of this Notice.

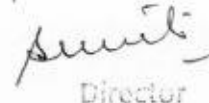
Item No.2

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, the Board of Directors on 1st Day of February,2018,subject to necessary approval(s), have approved the proposal of issue of 19,39,131 (Nineteen Lakhs Thirty Nine Thousand One Hundred and Thirty One) Series A Compulsorily Convertible Cumulative Preference Shares("Series ACCPS") at an issue price of Rs. 115/-(Rupees One Hundred and Fifteen only) per Series A CCCPSRs. 100/-(Rupees One Hundred only) as nominal value and Rs. 15/-(Rupees Fifteen only)as premium.

For Finova Capital Pvt. Ltd.


Director

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Director

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The Disclosure as required under Rule 13(2)(d) of Companies (Share Capital and Debentures) Rules, 2014 is as under.

- a) **Object of the Issue:** To fund the working capital requirements of the Company.
- b) **The total number of shares or other securities to be issued:** 19,39,131 (Nineteen Lakhs Thirty Nine Thousand One Hundred and Thirty One) Series A CCCPS to be issued.

c) **The price or price band at/within which the allotment is proposed:**

The issue price of the Series A CCCPS shall be Rs. 115 /- (Rupees One Hundred and Fifteen only) per Series A CCCPS Rs. 100/- (Rupees One Hundred only) as nominal value and Rs. 15/- (Rupees Fifteen only) as premium.

In accordance with the provisions of Section 42 of the Companies Act, 2013 read with Rule 14 (2) of the Companies (Prospectus and Allotment of Securities) Rules, the justification for the price (including premium) at which the offer is being made is as follows:

Kinds Of Securities	Face Value	Premium	Total issue price
Preference shares	100	15	115

The price has been determined based on the current performance of the Company and taking in to consideration the future projections and market status. A copy of the valuation certificate from a Chartered Accountant M S Jhanwar & Co. Chartered Accountants (FRN.130701W) 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.

d) **Basis on which the price has been arrived at along with report of the registered valuer;**


A copy of the valuation certificate from a Chartered Accountant M S Jhanwar & Co. Chartered Accountants (FRN.130701W) 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.

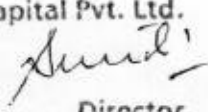
e) **Relevant Date with reference to which the price has been arrived at;**

The relevant date on the basis of which calculation/ valuation has been arrived is 12th January, 2018.

f) **Proposed time within which issue of Shares shall be completed:**

The Company will complete the issue & allotment of Series A 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

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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.

g) Name 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.	Body Corporate	SCI Investments V	CCCPS	19,39,131	23.28%

h) Change in Control if any, in the Company that would occur consequent to the preferential offer: None

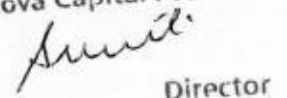
i) The number of Persons to whom allotment on preferential basis have already been made during the year, in terms of Number of Securities as well as price :

S. no.	Category	Name of the Allottee	Kinds of Securities	Number of Securities as well as price		
				Shares issued	Value per share	Total Value
1.	Body Corporate	SCI Investments V	CCCPS	13,91,294	115 (Rs. 100 as nominal value and Rs. 15 as premium)	159998810
2.	Body Corporate	SCI Investments V	Equity Shares	10	115 (Rs. 10 as nominal value and Rs. 105 as premium)	1150

For Finova Capital Pvt. Ltd.


Director

For Finova Capital Pvt. Ltd.


Director

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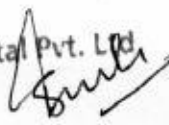
j) **Class or classes of persons to whom the allotment is proposed to be made:** This preferential issue of shares is being made to SCI Investments V.

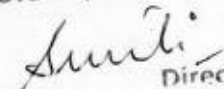
Class of shares	Shares To Be allotted to	Class of Person	Shares to be allotted
Preference	SCI Investments V	Body Corporate	19,39,131

k) **Intention of promoters, Directors or key managerial personnel to subscribe to the offer:** Promoters / Directors / Key Management Personnel of the Company are not intending to participate/subscribe to the present offer. SCI Investments V has proposed to subscribe, to all the CCCPS under the Preferential Issue.

l) **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 held	% of shareholding	No. of shares	% of shareholding
A	Promoters' holding:				
1.	Indian:				
	Individual	3050000	47.7%	3050000	36.6%
	Bodies Corporate	-	-	-	-
	Sub Total	3050000	47.7%	3050000	36.6%
2.	Foreign Promoters	-	-	-	-
	Sub Total (A)	3050000	47.7%	3050000	36.6%
B	Non-Promoters' holding:				
1.	Institutional Investors	1391304*	21.8%	33,30,435**	40%
2.	Non-Institution:				
	Private Corporate Bodies	-	-	-	-

For Finova Capital Pvt. Ltd.

Director

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Directors and Relatives	-	-	-	-
Indian Public	-	-	-	-
Others (Including NRIs)	1950000	30.5%	1950000	23.4%
Sub Total (B)	3341304	52.3%	5280435	63.4%
Grand Total	6391304	100.00%	8330435	100%

* 13,91,304 shares includes 13,91,294 Series A CCCPS (Thirteen lakhs Ninety One Thousand Two hundred and Ninety Four) Series A CCCPS and 10(Ten) Equity Shares.

**33,30,435 shares includes 33,30,425 (Thirty Three Lakhs Thirty Thousand Four Hundred and Twenty Five) Series A CCCPS and 10(Ten) Equity Shares.

Note: Assuming full conversion of 33,30,425 the Series A CCCPS issued and allotted to Equity shares at a conversion price of Rs.115.

In accordance with the provisions of Section 55 of the Companies Act, 2013 read with Rule 9 (3), Companies (Share Capital and Debentures) Rules, 2014, following are the material facts concerned with the private placement offer:

For Finova Capital Pvt. Ltd.


Director

For Finova Capital Pvt. Ltd.


Director

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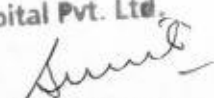
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S.No	Item	Description
1.	a. Size of the issue	19,39,131 shares (Series A Compulsorily Convertible Cumulative Preference Shares)
	b. Number of preference shares to be issued	19,39,131 Compulsorily Convertible Cumulative Preference Shares
	c. Nominal value of each share	Preference Shares – 100 (Rupees One Hundred)
2.	Nature of Shares	Compulsorily Convertible Cumulative Preference Shares
3.	Objective of the issue	To fund the working capital requirements of the Company
4.	Manner of issue of shares	Preferential allotment/private placement
5.	The price at which shares are proposed to be issued	Preference Shares – Rs. 115 (Rupees One Hundred and Fifteen) [nominal Value of Rs. 100 (Rupees One Hundred Only) and premium of Rs. 15 (Rupees Fifteen)] Total – Rs. 22,30,00,065 (Rupees Twenty Two Crore Thirty Lakhs and Sixty Five)
6.	The basis on which the price has been arrived at	A copy of the valuation certificate from a Chartered Accountant M S Jhanwar & Co. Chartered Accountants (FRN.130701W) 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
7.	Terms of the issue (including the terms and rate of dividend on each share)	a) the priority with respect to payment of dividend or repayment of capital vis-a-vis Equity Shares Each holder of Series A 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.

For Finova Capital Pvt. Ltd.


Director

For Finova Capital Pvt. Ltd.


Director

FINOVA CAPITAL PRIVATE LIMITED


CIN: U65993RJ2015PTC048340

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

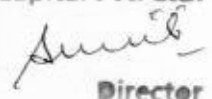
Tel. NO 0141-5103132 Website: www.finoval.in Email Id: info@finoval.in

		d) the voting rights	Each Series A CCCPS shall have 1(one) vote for each Series A CCCPS held and subject to the applicable laws, the holders of the Series A 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).																									
8.	The terms of redemption, tenure of redemption, and redemption of shares at premium	Not Applicable																										
	The terms of conversion of preference shares	Each Series A CCCPS is compulsorily convertible into Equity Shares of the Company at the expiry of 20 (twenty) years from the date of issue of the Series A CCCPS and prior to expiry of 20 (twenty) years, may be converted into Equity Shares of the Company at any time at the option of the holder of the Series A CCCPS by giving a written notice to the Company. Conversion ratio: 1:1 subject to certain adjustments pursuant to capital restructuring of the Company or further issuance of shares by the Company at a price higher than the agreed Series A CCCPS subscription price.																										
9.	The manner and mode of redemption	Not Applicable																										
10.	The current shareholding pattern of the company	<table border="1"> <thead> <tr> <th>Name of Holder</th> <th>Number of Shares</th> <th>% of Holding</th> </tr> </thead> <tbody> <tr> <td>Mohit Sahney</td> <td>25,00,000</td> <td>39.1%</td> </tr> <tr> <td>Sunita Sahney</td> <td>5,50,000</td> <td>8.6%</td> </tr> <tr> <td>Ravindra Singh</td> <td>8,00,000</td> <td>12.5%</td> </tr> <tr> <td>Laxmi Narayan</td> <td>3,50,000</td> <td>5.5%</td> </tr> <tr> <td>Prashant Gupta</td> <td>8,00,000</td> <td>12.5%</td> </tr> <tr> <td>Sequoia Investments V</td> <td>13,91,304</td> <td>21.8%</td> </tr> <tr> <td>Total</td> <td>63,91,304</td> <td>100.0%</td> </tr> </tbody> </table>			Name of Holder	Number of Shares	% of Holding	Mohit Sahney	25,00,000	39.1%	Sunita Sahney	5,50,000	8.6%	Ravindra Singh	8,00,000	12.5%	Laxmi Narayan	3,50,000	5.5%	Prashant Gupta	8,00,000	12.5%	Sequoia Investments V	13,91,304	21.8%	Total	63,91,304	100.0%
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For Finova Capital Pvt. Ltd.


 Director

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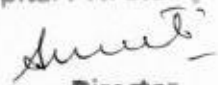
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	b) the participation in surplus fund	In addition to and after payment of the above stated preferential dividend, each Series A CCCPS would be entitled to participate pari passu in any cash or non-cash dividends paid to the holders of shares of all other classes (including Equity Shares) or series on a pro rata, as-if-converted basis. Notwithstanding anything else mentioned herein, in the event of a liquidity event, subject to applicable law, the total proceeds from such liquidity event shall be paid or distributed to the holders of Series A CCCPS in accordance with the terms agreed between the Company, Mr. Mohit Sahney, Mrs. Sunita Sahney and SCI Investments V and there shall be no further participation by the holders of Series A CCCPS in such event.
	c) the participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid	In case of winding up, the total proceeds from such liquidity event shall be paid or distributed as follows: where the liquidation proceeds are less than the total amount invested by all shareholders in the Company – holders of Series A CCCPS and all other shareholders participating in the liquidation event are entitled to receive distributions proportionate to the amount invested by each of them in the Company; where the liquidation proceeds are more than the total amount invested by all shareholders but less than post money valuation of the Company after the investment by SCI Investments V – holders of Series A CCCPS are entitled to receive their investment and the other shareholders will receive distributions pro rata to their shareholding in the Company; where the liquidation proceeds are more than the post money valuation of the Company after the investment by SCI Investments V – all shareholders (including holders of Series A CCCPS) are entitled to receive distributions pro rata to their shareholding in the Company.

For Finova Capital Pvt. Ltd.


Director

For Finova Capital Pvt. Ltd.


Director

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11.	The expected dilution in equity share capital upon conversion of preference shares	39.9%
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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 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. 2 of this Notice.

The issue of the Series A 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 investors of the Company is in the interest of the Company and therefore recommends the resolution for your approval.

None of the Directors/Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in the Resolution set out at Item no. 2 of this Notice except to the extent of their shareholding, if any, in the Company.

Date: 01/02/2018

Place: Jaipur

**By Order Of the Board
For Finova Capital Private Limited**

For Finova Capital Pvt. Ltd.	For Finova Capital Pvt. Ltd.
Mohit Sahney DIN: 07280918 Managing Director & CEO	Sunita Sahney DIN: 02395354 Whole Time Director

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:

DP ID:

I / We, being the member(s) of _____ shares of the above named 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: _____

FINOVA CAPITAL PRIVATE LIMITED

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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 03/2017-18 Extraordinary General Meeting of the Company, to be held on Monday, the 12th day of February, 2018, at 6:00 P.M. at its registered office 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:

Resolution No.

1. Appointment of Statutory Auditors to fill casual vacancy.
2. Issuance and offer of shares on preferential basis.

Signed this _____ day of _____, 20_____

Signature of Shareholder

Affix Revenue Stamp
here

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.

FINOVA CAPITAL PRIVATE LIMITED

CIN: U65993RJ2015PTC048340

Reg. Office: 702, Seventh Floor, Unique Aspire, Plot No. 13-14 Cosmo Colony, Amrapali Marg,
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Tel. NO 0141-5103132 Website: www.finoval.in Email Id: info@finoval.in

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 03/2017-18 Extra Ordinary general meeting of the Company, held on Monday, the 12th day of February, 2018, at 6:00 P.M. at its registered office 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.