

FINOVA CAPITAL PRIVATE LIMITED

Reg. Office: 702, Seventh Floor, Unique Aspire, Plot No. 13-14 Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur -302021 (Raj.)
CIN: U65993RJ2015PTC048340
Tel. NO 0141-5103132 Website:www.finova.in Email Id: info@finova.in

NOTICE OF EXTRAORDINARY GENERAL MEETING

SHORTER NOTICE is hereby given that the 02/2017-18 Extra-Ordinary General Meeting of the members of Finova Capital Private Limited will be held on Wednesday, The 13th Day Of September, 2017 at 4.00 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:-

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

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

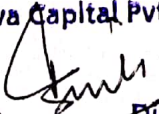
“RESOLVED THAT pursuant to provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules notified thereunder (including any statutory modification(s) or re-enactment (s) thereof for the time being in force), and subject to the approval of concerned authorities, consent of the members 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 initialled 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 is 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 including delegating powers to any other Director / officer / employee of the Company or any other consultant, etc. as they may deem fit, to do all such acts, deeds, things and matters, as may be necessary, to carry out the above resolution.”

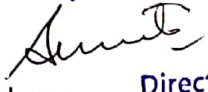
Date: 11/09/2017
Place: Jaipur

By Order Of the Board
For Finova Capital Private Limited

For Finova Capital Pvt. Ltd.


Mohit Sahney Director
DIN: 07280918
Managing Director & CEO

For Finova Capital Pvt. Ltd.


Sunita Sahney Director
DIN: 02395354
Whole Time Director

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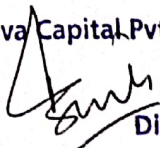
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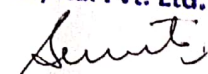
Notes:

1. Explanatory statement pursuant to sec 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. 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. 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:

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

Landmark:

Amrapali Circle

Route Map:

The Mark indicating the venue of EGM

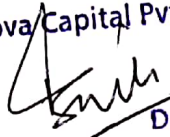
Date: 11/09/2017

BY ORDER OF THE BOARD

Place: Jaipur

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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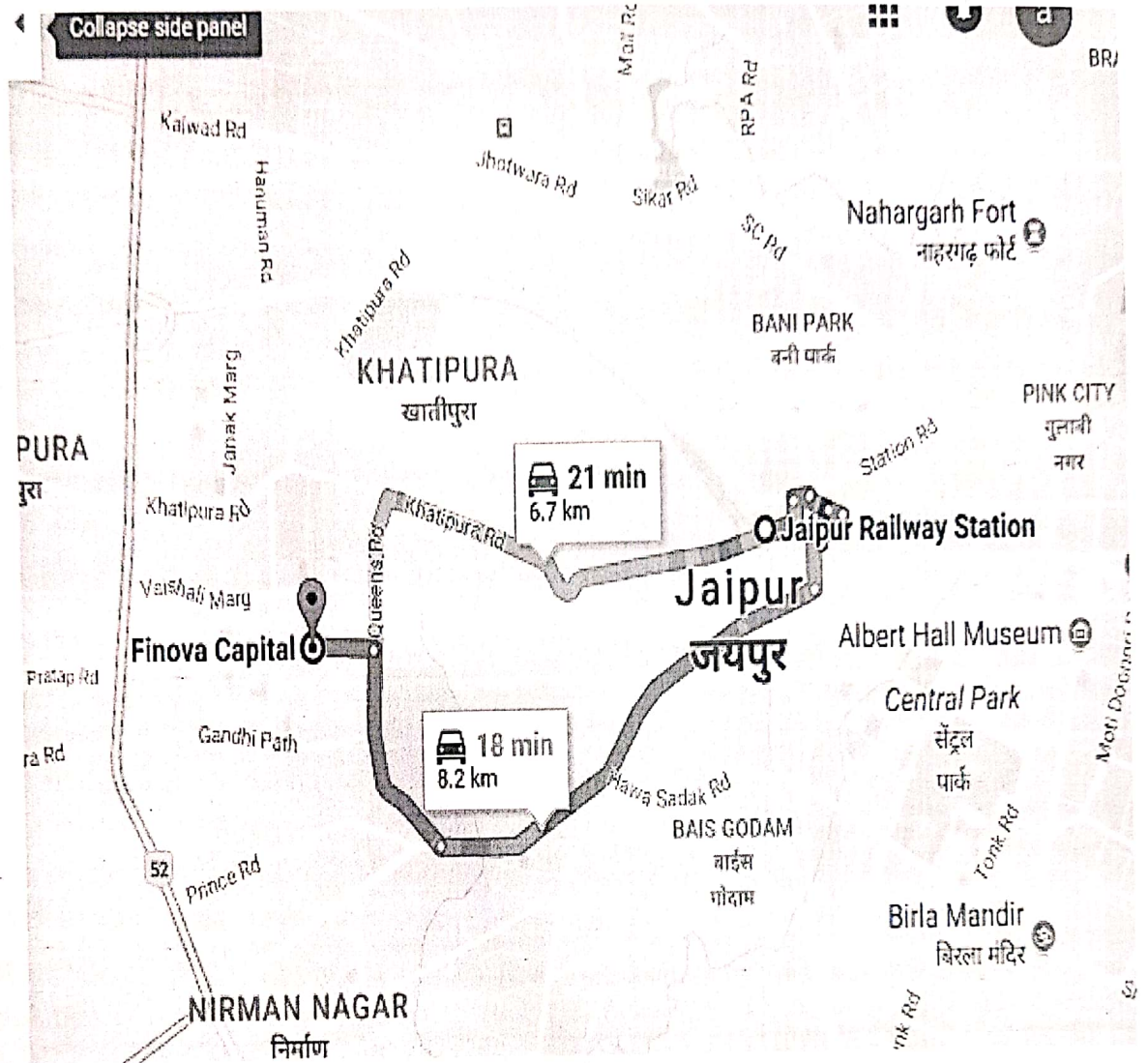
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For Finova Capital Pvt. Ltd.

[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 sets out all material facts relating to the Special Business mentioned in the accompanying Notice

Item No. 1

Upon execution of shareholders agreement and share subscription agreement between the company, promoters, investors and shareholders as listed in schedule 1 of the shareholders agreement, the old set of Article of Association required to be substituted/ altered to include the rights of investor under the Shareholders Agreement. As this would result in a number of changes in the existing Articles of Association of the Company, it was desirable to adopt a new set of regulations of Articles of Association in place of and in exclusion to the existing Articles of Association of the Company.

The Board of Directors in its meeting held on 11Th September, 2017 decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company.

The draft of the new set of Articles proposed for approval is being circulated along with this notice of the Extra Ordinary General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the registered office of the Company and copies thereof and also on the meeting day.

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 Articles of Association of the Company.

Your Directors recommend passing of this resolution by way of special resolution.

None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 1.

Date: 11/09/2017

Place: Jaipur

BY ORDER OF THE BOARD

FOR FINOVA CAPITAL PRIVATE LIMITED

For Finova Capital Pvt. Ltd.

Mohit Sahney
Director

DIN: 07280918

Managing Director & CEO

For Finova Capital Pvt. Ltd.

Sunita Sahney
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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

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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 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

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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 Extraordinary General Meeting of the Company, to be held on Wednesday, the 13th Day of September, 2017 at 4.00 P.M at its registered office situated 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. Adoption of New Set Of Articles of Association of The Company

Signed this _____ day of _____, 2017

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.

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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 02/2017-18 Extra Ordinary general meeting of the Company,
held on Wednesday the 13th day of September, 2017, at 4.00 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 hall.