

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 12th Extra-Ordinary General Meeting (“EOGM/ Meeting”) of the members of Finova Capital Private Limited will be held on Saturday the 16th Day of January, 2021 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 EMPLOYEES STOCK OPTION PLAN 2020

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 62 (1) (b) of the Companies Act, 2013 (**“the Act”**) read with the Rule 12 [Companies (Share Capital and Debentures) Rules, 2014] and all the other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as and when it is applicable to the Company including any modifications thereof or supplements thereto (**“the SEBI ESOS Regulations”**), and any other applicable laws for the time being in force and subject to such permissions and approvals as may be required and subject to such conditions and modifications as may be imposed by any of the authorities while granting such permissions and approvals and agreed to by the Board of Directors of the Company (hereinafter referred to as **“the Board”**, or any other Committee of the Company constituted by the Board to exercise its powers in relation hereto, including the powers conferred by this Resolution and/or such other persons who may be authorized by the Board in this regard), the consent of the Shareholders be and is hereby accorded to introduce and implement the Employees Stock Option Plan 2020 (**“ESOP - 2020”**) the salient features of which are detailed in the Explanatory Statement annexed to this Notice and to create, grant, offer, issue and allot at any time in one or more tranches to or for the benefit of such person(s) who are in the permanent employment of the Company, whether working in India or outside India, including Director(s) of the Company, whether Whole-time director or not, but excluding an Independent Directors(s), Promoters, Promoter group and to such other persons as may from time to time be allowed to be eligible for the benefit under the provisions of applicable laws and Regulations prevailing from time to time (hereinafter collectively referred to as **“Eligible Employees”**) but does not include an employee who is a promoter or a person belonging to the promoter group and a director(s) who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, to subscribe to such number of equity shares of the Company but not exceeding in aggregate of 1,93,592 (One Lakh Ninety Three Thousand Five Hundred and Ninety Two) equity shares of the face value of ₹ 10/- (Rupees Ten only) each, at such price and on such terms and conditions, as may be fixed or determined by the Board in accordance with the provisions of ESOP - 2020 and in due compliance with all the other applicable laws, rules and regulations;

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Corp. Office: Fourth Floor, Unique Aspire, Plot No. 13-14, Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur -302021 (Rajasthan)

Tel. No. 0141-4118202

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RESOLVED FURTHER THAT the ESOP-2020 also envisage provisions for providing financial assistance to the Eligible Employees to enable them to acquire, purchase or subscribe to the said Securities of the Company in accordance with the provisions of the Act/Regulations as applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot Equity Shares directly to the eligible Employees upon exercise of Options from time to time in accordance with the ESOP - 2020 and such equity shares shall rank *pari-passu* in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division/undertaking or other re-organisation of capital structure of the Company, as applicable from time to time, if any additional equity shares are issued by the Company for the purpose of making a fair and reasonable adjustment to the Stock Options granted earlier, the above ceiling shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided, split or consolidated, then the number of Equity shares to be issued and allotted on exercise of Options granted under the ESOP - 2020 and the exercise price of Options granted under the ESOP - 2020 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division, split or consolidation, without affecting any other rights or obligations of the employees who have been granted Stock Options under the ESOP - 2020.

RESOLVED FURTHER THAT without prejudice to the generality of the above the Board or the Committee authorised by the Board is authorised to formulate, evolve, decide upon and implement the ESOP - 2020, determine the detailed terms and conditions of the aforementioned ESOP - 2020 including but not limited to the quantum of the Options to be granted per employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Stock Options shall lapse and to grant such number of Options, to such employees of the Company, at par or at such other price, at such time and on such terms and conditions as set out in the ESOP - 2020 and as the Board or the Committee authorised by the Board may in its absolute discretion think fit.

RESOLVED FURTHER THAT subject to the approval of the members of the Company, the Board or the Committee authorised by the Board is hereby authorised to make any modifications, changes, variations, alterations or revisions in the ESOP - 2020 as it may deem fit, from time to time or to suspend, withdraw or revive the ESOP - 2020 from time to time, in conformity with applicable laws, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

RESOLVED FURTHER THAT a document EMPLOYEES STOCK OPTION PLAN 2020 titled as “ESOP - 2020” as tabled at the meeting and initialled by the chairman for the purpose of identification, be and is hereby approved and the same shall come into effect from the date of passing of shareholders resolution.

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RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or the Committee authorised by the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the ESOP - 2020 at any stage without requiring the Board to secure any further consent or approval of the Shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to the Committee, with power to sub-delegate to any Executives/Officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard."

ITEM NO. 2: APPROVAL FOR THE EMPLOYEE STOCK OPTION PLAN 2020 TO THE EMPLOYEES OF SUBSIDIARY COMPANY(IES), IF ANY

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

"RESOLVED THAT pursuant to the provisions of Section 62 (1) (b) of the Companies Act, 2013 ("the **Act**") read with the Companies (Share Capital and Debentures) Rules, 2014 and all the other applicable provisions, if any, of the Act, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as and when it is applicable to the Company ("the **SEBI ESOS Regulations**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such permissions and approvals as may be required and subject to such conditions and modifications as may be imposed by any of the authorities while granting such permissions and approvals and agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", or any other Committee of the Company constituted by the Board to exercise its powers in relation hereto, including the powers conferred by this Resolution and/or such other persons who may be authorized by the Board in this regard), the consent of the Shareholders be and is hereby accorded to extend the benefits of Employees Stock Option Plan 2020 (ESOP – 2020) proposed in the Item number 1 above to such persons who are in the permanent employment of the subsidiary company(ies) (whether now or hereafter existing, whether incorporated in India or overseas as may be from time to time be allowed under the prevailing laws, rules and regulations and / or any amendments thereto from time to time), (hereinafter referred to as "Subsidiary Companies"), whether working in India or out of India and to the directors of the Subsidiary Companies, and to such other persons as may from time to time be allowed, under prevailing laws, rules and regulations, and/or amendments thereto from time to time, on such terms and conditions as may be decided by the Board, and selected on the basis of criteria prescribed by the Board, (hereinafter referred to as "**Subsidiary Companies Employees**") at such price or prices in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the ESOP – 2020.

RESOLVED FURTHER THAT for the purpose of creating, offering, issuing and allotting of the Securities, the Board or Committee authorized by the Board subject to the approval of shareholders of the Company, be and is hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions in the ESOP - 2020 from time to time or to suspend, withdraw, or

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revive ESOP - 2020 from time to time, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be authorized to determine terms and conditions of issue of the Securities and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the Shareholders of the Company.”

ITEM NO. 3: APPROVAL FOR THE GRANT OF OPTIONS TO ISSUE SECURITIES EQUAL TO OR EXCEEDING ONE PERCENT BUT NOT EXCEEDING TWO PERCENT OF THE ISSUED EQUITY SHARE CAPITAL OF THE COMPANY DURING ANY ONE FINANCIAL YEAR TO IDENTIFIED EMPLOYEES UNDER EMPLOYEE STOCK OPTION PLAN 2020

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 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (which deems to include the provisions the Companies Act, 2013 applicable, if any, for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as and when it is made applicable to the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and notwithstanding ceiling limit for Grant of Option during any one Financial Year to any employee or director of the Company not exceeding One percent of the issued Capital of the Company, consent of the Shareholders be and is hereby accorded for Grant of option to identified employees under ‘**Employees Stock Option Plan 2020 (ESOP – 2020)**’ during any One year, equal to or exceeding One percent but not exceeding Two percent of the issued equity share capital (excluding outstanding warrants and conversions) of the Company at the time of Grant of option in one or more tranches, on such terms and in such manner as stated in ‘Employees Stock Option Plan 2020.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be authorized to determine terms and conditions of issue of the Securities and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the Shareholders of the Company.”

ITEM NO. 4: APPROVAL FOR THE ISSUE OF SERIES A-2 0.0001% COMPULSORILY CONVERTIBLE CUMULATIVE PREFERENCE SHARES 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 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with The Companies (Share Capital and Debentures) Rules, 2014 and The Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any

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statutory modification(s), or re-enactment(s) thereof for the time being in force) and enabling provisions of the Memorandum and Articles of Association of the Company and the provisions of any other applicable laws, rules and regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such permissions and approvals as may be required and subject to such conditions and modifications as may be imposed by any of the authorities while granting such permissions and approvals and agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", or any other Committee of the Company constituted by the Board to exercise its powers in relation hereto, including the powers conferred by this Resolution and/or such other persons who may be authorized by the Board in this regard), the consent of the shareholders of the company be and is hereby accorded to offer, issue and allot 18,000 (Eighteen Thousand) 0.0001% Series A-2 Compulsorily Convertible Cumulative Preference Shares ("Series A-2 CCCPS") having face value of Rs. 100/- (Rupees One Hundred only) each issued at a premium of Rs. 603.40/- (Rupees Six Hundred Three and Forty Paise Only) per share aggregating to Rs. 1,26,61,200/- (Rupees One Crore Twenty Six Lakhs Sixty One Thousand and Two Hundred only) on a preferential basis through private placement offer to Mr. Rahul Sahney ("Series A-2 CCCPS holder") who is the brother of Mr. Mohit Sahney, Managing Director & CEO of the Company, for cash in one or more tranches, at such time or times, in such manner, form and with such rights and privileges and on such terms and conditions as may be decided by the Board.

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid CCCPS to the Proposed Allottee and the Equity Shares resulting from the exercise of the entitlement of the said CCCPS, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a) Each Series A-2 CCCPS shall be partly paid-up and the Series A-2 CCCPS holder can pay the balance amount in one or more tranches for the Series A-2 CCCPS issued as per the conversion terms;
- b) Each Series A-2 CCCPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
- c) Each Series A-2 CCCPS shall be non-participating in the surplus funds;
- d) Each Series A-2 CCCPS shall be non-participating in the surplus assets and profits, on winding up which may remain after the entire capital has been repaid;
- e) Each Series A-2 CCCPS shall be paid dividend on a Cumulative basis @ 0.0001% p.a.;
- f) Each Series A-2 CCCPS shall be compulsorily converted into 1 Equity share of face value of Rs. 10/- each at Rs. 703.40/- (Rupees Seven Hundred Three and Forty Paise Only) per Equity share (including premium of Rs. 693.40/- (Rupees Six Hundred Ninety three and Forty Paise Only) per Equity share], at the option of the Series A-2 CCCPS holder at any time prior to filing of Draft Red Herring Prospectus ("DRHP") by the Company subject to the said Series A-2 CCCPS being fully paid-up;
- g) Each Series A-2 CCCPS shall have voting rights only in respect of certain matters as per the provisions of Section 47(2) of the Act; and
- h) Each Series A-2 CCCPS shall not be redeemed but shall be compulsorily convertible into Equity share of the Company but not later than twenty years from the date of issue.

RESOLVED FURTHER THAT the resultant Equity Shares to be allotted on conversion of Series A-2 CCCPS shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

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RESOLVED FURTHER THAT an amount of Re.1/- (Rupee one) per Series A-2 CCCPS shall be payable on or before the date of allotment of the Series A-2 CCCPS as the Series A-2 CCCPS application money and the balance amount for Series A-2 CCCPS shall be payable in one or more tranches based on the conversion terms as stated in the explanatory statement, pursuant to which the Series A-2 CCCPS holder shall be issued and allotted Equity shares (in the ratio of one (1) Equity shares of Rupees 10/- (Rupees Ten only) each of the Company for one (1) Series A-2 CCCPS).

RESOLVED FURTHER THAT the 18,000 (Eighteen Thousand) Series A-2 CCCPS will be converted into the Equity shares of the Company in one or more tranches as per the schedule mentioned in the explanatory statement.

RESOLVED FURTHER THAT the private placement offer in Form PAS 4 ("Private Placement Offer Cum Application Letter") be and is hereby approved and Mr. Mohit Sahney, Managing Director and Mrs. Sunita Sahney, Whole Time Director be and are hereby severally authorized to issue Offer Letter to the above-mentioned persons.

RESOLVED FURTHER THAT in the event Series A-2 CCCPS holder does not pay the balance consideration when called for by the Board and thus unable to exercise his right to convert the allotted Series A-2 CCCPS, the Series A-2 CCCPS shall lapse and the amount paid shall stand forfeited by the Company.

RESOLVED FURTHER THAT the Board of Directors or Committee thereof or Director/s or any other Person/s authorised by the Board, be and are hereby authorized to determine size of each tranche(s), timing of the offer for Series A-2 CCCPS and various other matters in respect thereof and to settle any question, doubt or difficulty which may arise in regard to the offers or allotment and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution as they may in their absolute discretion deem necessary or desirable in connection with such issue or any matters incidental thereto without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to make all the required filings, submissions and intimations to any appropriate authority and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the above resolution."

ITEM NO. 5: APPROVAL FOR THE ISSUE OF SERIES C-1 0.0001% COMPULSORILY CONVERTIBLE CUMULATIVE PREFERENCE SHARES 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 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') 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 of the Memorandum and Articles of Association of the Company and the provisions of any other

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applicable, laws, rules and regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such permissions and approvals as may be required and subject to such conditions and modifications as may be imposed by any of the authorities while granting such permissions and approvals and agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”, or any other Committee of the Company constituted by the Board to exercise its powers in relation hereto, including the powers conferred by this Resolution and/or such other persons who may be authorized by the Board in this regard), the consent of the shareholders of the company be and is hereby accorded to offer, issue and allot 42,000 (Forty Two Thousand) 0.0001% Series C-1 Compulsorily Convertible Cumulative Preference Shares (“Series C-1 CCCPS”) having face value of Rs. 100/- (Rupees One Hundred only) each issued at a premium of Rs. 603.40/- (Rupees Six Hundred Three and Forty Paise Only) per share aggregating to Rs. 2,95,42,800/- (Rupees Two Crore Ninety Five Lakhs Forty Two Thousand and Eight Hundred only) on a preferential basis through private placement offer to Mr. Rahul Sahney (“Series C-1 CCCPS holder”) who is the brother of Mr. Mohit Sahney, Managing Director & CEO of the Company, for cash in one or more tranches, at such time or times, in such manner, form and with such rights and privileges and on such terms and conditions as may be decided by the Board.

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid CCCPS to the Proposed Allottee and the Equity Shares resulting from the exercise of the entitlement of the said CCCPS, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a) Each Series C-1 CCCPS shall be partly paid-up and the Series C-1 CCCPS holder can pay the balance amount in one or more tranches for the Series C-1 CCCPS issued as per the conversion terms;
- b) Each Series C-1 CCCPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
- c) Each Series C-1 CCCPS shall be non-participating in the surplus funds;
- d) Each Series C-1 CCCPS shall be non-participating in the surplus assets and profits, on winding up which may remain after the entire capital has been repaid;
- e) Each Series C-1 CCCPS shall be paid dividend on a Cumulative basis @ 0.0001% p.a.;
- f) Each Series C-1 CCCPS shall be compulsorily converted into 1 Equity share of face value of Rs. 10/- each at Rs. 703.40/- (Rupees Seven Hundred Three and Forty Paise Only) per Equity share (including premium of Rs. 693.40/- (Rupees Six Hundred Ninety three and Forty Paise Only) per Equity share], at the option of the Series C-1 CCCPS holder at any time prior to filing of Draft Red Herring Prospectus (“DRHP”) by the Company subject to the said Series C-1 CCCPS being fully paid-up;
- g) Each Series C-1 CCCPS shall have voting rights only in respect of certain matters as per the provisions of Section 47(2) of the Act; and
- h) Each Series C-1 CCCPS shall not be redeemed but shall be compulsorily convertible into Equity share of the Company but not later than twenty years from the date of issue.

RESOLVED FURTHER THAT the resultant Equity Shares to be allotted on conversion of Series C-1 CCCPS shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

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RESOLVED FURTHER THAT an amount of Re.1/- (Rupee one) per Series C-1 CCCPS shall be payable on or before the date of allotment of the Series C-1 CCCPS as the Series C-1 CCCPS application money and the balance amount for Series C-1 CCCPS shall be payable in one or more tranches based on the conversion terms as stated in the explanatory statement, pursuant to which the Series C-1 CCCPS holder shall be issued and allotted Equity shares (in the ratio of one (1) Equity shares of Rupees 10/- (Rupees Ten only) each of the Company for one (1) Series C-1 CCCPS).

RESOLVED FURTHER THAT the 42,000 (Forty-Two Thousand) Series C-1 CCCPS will be converted into the Equity shares of the Company in one or more tranches as per the schedule mentioned in the explanatory statement.

RESOLVED FURTHER THAT the private placement offer in Form PAS 4 ("Private Placement Offer Cum Application Letter") be and is hereby approved and Mr. Mohit Sahney, Managing Director and Mrs. Sunita Sahney, Whole Time Director be and are hereby severally authorized to issue Offer Letter to the above-mentioned persons.

RESOLVED FURTHER THAT in the event Series C-1 CCCPS holder does not pay the balance consideration when called for by the Board and thus unable to exercise his right to convert the allotted Series C-1 CCCPS, the Series C-1 CCCPS shall lapse and the amount paid shall stand forfeited by the Company.

RESOLVED FURTHER THAT the Board of Directors or Committee thereof or Director/s or any other Person/s authorised by the Board, be and are hereby authorized to determine size of each tranche(s), timing of the offer for Series C-1 CCCPS and various other matters in respect thereof and to settle any question, doubt or difficulty which may arise in regard to the offers or allotment and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution as they may in their absolute discretion deem necessary or desirable in connection with such issue or any matters incidental thereto without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to make all the required filings, submissions and intimations to any appropriate authority and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the above resolution."

DATE: 19.12.2020
PLACE: JAIPUR

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

MOHIT SAHNEY
MANAGING DIRECTOR & CEO
DIN: 07280918

ADD.: 702, Seventh Floor, Unique Aspire, Plot No. 13-14
Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur-302021 RJ IN

FINOVA CAPITAL PRIVATE LIMITED
CIN: U65993RJ2015PTC048340

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 not less than forty-eight hours before the commencement of the meeting.
4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. Members and Proxies attending the Meeting should bring the attendance slip duly filled in for attending 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. The Company has taken all the preventive/precautionary measures while making arrangement for this Extra-Ordinary General Meeting to ensure the safety of all its shareholders, employees and other stakeholders participating in the Extra-Ordinary General Meeting 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 due to the outbreak of pandemic COVID-19:

- 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);

FINOVA CAPITAL PRIVATE LIMITED**CIN: U65993RJ2015PTC048340**

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Corp. Office: Fourth Floor, Unique Aspire, Plot No. 13-14, Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur -302021 (Rajasthan)

Tel. No. 0141-4118202

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- 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.

8. 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: 19.12.2020
PLACE: JAIPUR

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

MOHIT SAHNEY
MANAGING DIRECTOR & CEO
DIN: 07280918

ADD.: 702, Seventh Floor, Unique Aspire, Plot No. 13-14
Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur-302021 RJ IN

FINOVA CAPITAL PRIVATE LIMITED

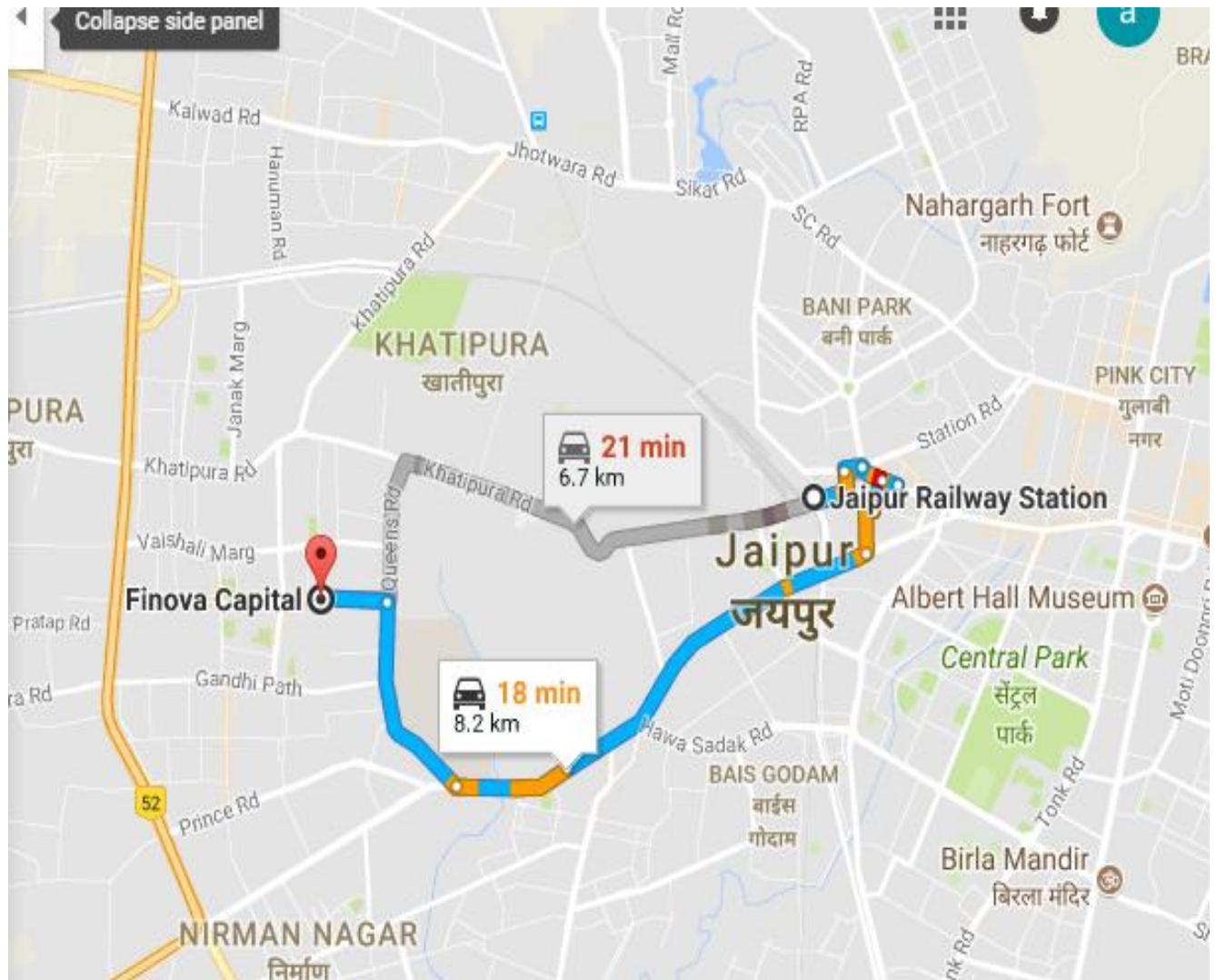
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ROUTE MAP TO THE VENUE OF THE MEETING



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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 & 2

Stock Options represent a reward system based on performance. They help companies attract retain and motivate the best available talent. Stock Options also provide a company with an opportunity to optimise its personnel costs. This also provides an opportunity to employees to participate in the growth of the company, besides creating long term wealth in their hands.

Further, as the business environment is becoming increasingly competitive, it is important to attract and retain qualified, talented and competent personnel in the Company. Your Company believes in rewarding its Employees including employees of the Subsidiary Company (ies), if any, for their continuous hard work, dedication and support, which has led the Company and its Subsidiary Company (ies) on the growth path.

Keeping in line with the above, “**Employees Stock Option Plan 2020**” (“ESOP - 2020”) has been formulated by the Company and to be implemented by the Board or the Committee, if any, formulated and authorised by the Board in accordance with the requirements of Companies Act, 2013, Securities and Exchange Board Of India (Share Based Employee Benefits) Regulations, 2014 (“**SEBI ESOS Regulations**”) issued by SEBI, as and when they become applicable to the Company. The Scheme has been approved by the Board of Directors at their Meeting held on December 19th, 2020, subject to the approval of the Shareholders.

The Scheme will be operated and administered under the superintendence of the Board or the Committee authorised by the Board and shall formulate the detailed terms and conditions of the Scheme including

- Number of options to be granted to any Employee, and in the aggregate;
- Terms on which the options will vest;
- The conditions under which options vested in Employees may lapse in case of termination of Employees for misconduct;
- The exercise period within which an Employee should exercise the options, and lapsing of options on failure to exercise the options within the exercise period and determination of exercise price which may be different for different class/ classes of Employees falling in the same tranche of grant of Options issued under ESOP-2020;
- The specified time period within which the Employee shall exercise the vested options in the event of termination or resignation of the Employee;
- The right of an Employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
- The procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of rights issues, bonus issues and other corporate actions;
- The grant, vesting and exercise of options in case of Employees who are on long leave; and
- Any other related or incidental matters.

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Brief Description of the Scheme is given as under:

a) *The total number of options to be granted*

The total number of options that may, in the aggregate, be issued would be such number of options which shall entitle the option holders to acquire in one or more tranches upto 1,93,592 (One Lakh Ninety-Three Thousand Five Hundred and Ninety-Two) equity shares of Rs. 10 each (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisation of the capital structure of the Company as may be applicable from time to time).

SEBI ESOS Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale or division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional Equity Shares are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the above ceiling Shares shall be deemed to be increased to the extent of such additional equity shares issued

Vested options lapsed due to non-exercise and/or unvested options that get cancelled due to resignation of Option grantees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per the provisions of ESOP -2020.

b) *Identification of classes of employees entitled to participate and be beneficiaries in the Scheme*

All permanent employees of the Company working in India or out of India and Directors (whether Whole time or not) and its Subsidiary Company(ies), (present or future) (excluding promoters and an employee who is a Promoter or a person belonging to the Promoter Group) and further excluding a director who either by himself or through his relative or through any Body Corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company and excluding Independent Directors as may be decided by the Board or the Committee authorised by the Board.

The class of Employees eligible for participating in the Scheme shall be determined on the basis of the grade, number of years' service, performance, role assigned to the employee and such other parameters as may be decided by the Board or the Committee authorised by the Board.

The options granted to an Employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

c) *Terms of the scheme:*

(1) The Company shall not vary the terms of the schemes in any manner, which may be detrimental to the interests of the Option Grantees: Provided that the company shall be entitled to vary the terms of the schemes to meet any regulatory requirements.

(2) Subject to the proviso to sub-regulation (1), the company may by a resolution in a general meeting vary the terms of the schemes offered pursuant to an earlier resolution of the general body but not yet exercised by the employee provided such variation is not prejudicial to the interests of the Option Grantees.

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(3) The notice for passing a resolution for variation of terms of the schemes shall disclose full details of the variation, the rationale therefore, and the details of the Option Grantees who are beneficiaries of such variation.

(4) The Company may re-price the options as the case may be which are not exercised, whether or not they have been vested if the terms of the grants were rendered unattractive due to fall in the price of the shares in the stock market; Provided that the company ensures that such re-pricing shall not be detrimental to the interest of the Option Grantees and approval of the shareholders in general meeting has been obtained for such re-pricing.

d) Transferability of Employee Stock Options:

(1) The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option Grantee, the right to exercise all the Options granted to him till such date shall be vest in his legal heirs or nominees.

(2) In the event of resignation or termination of the Option Grantee, all the options which are granted and yet not vested as on that day shall lapse.

(3) In the event that an Option Grantee who has been granted benefits under a scheme is transferred or deputed to the subsidiary company, if any, prior to vesting or exercise, the vesting and exercise as per the terms of grant shall continue in case of such transferred or deputed employee even after the transfer or deputation.

e) Requirements of vesting and period of vesting

Vesting of options may commence after a period of not less than one year from the date of grant. The vesting may occur in one or more tranches, subject to the terms and conditions of vesting, as stipulated in the ESOP - 2020.

Following table shall be applicable in case of various scenarios (during employment) for vesting and exercising:

Sr. No.	Separations	Vested Options	Unvested Options
1	Resignation (other than due to Cause)	All Vested Options as on date of submission of resignation may be exercised by the Option Grantee on or before his last working day with the Company.	All Unvested Options on the date of submission of resignation shall stand cancelled with effect from that date.
2	Termination (With cause like fraud, misconduct etc.)	All Vested Options which were not allotted at the time of such termination shall stand cancelled with effect from the date of such termination.	All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.
3	Termination (Without cause)	All Vested Options which were not allotted at the time of such	All Unvested Options on the date of such termination shall

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		termination may be exercised by the Option Grantee on or before his last working day with the Company.	stand cancelled with effect from the termination date.
4	Retirement or early Retirement approved by the Company	All Vested Options as on date of retirement may be exercised by the Option Grantee within 6 months from his / her last day in the Company.	All Unvested Options shall vest immediately on the last date of working or 12 months from the date of grant, whichever is later and may be exercised by the Option Grantee within 6 months from his / her last day in the Company.
5	Death	All Vested Options may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than 6 months from the date of Death.	All the Unvested Options as on the date of death shall vest as per original vesting schedule and may be exercised by the Option Grantee's nominee or legal heir/s.
6	Permanent Disability	All Vested Options may be exercised by the Option Grantee or, if the Option Grantee is himself, unable to exercise due to such disability, the nominee or legal heir, immediately after, but in no event later than 6 months from the date of such disability.	All the Unvested Options as on the date of such Permanent Disability shall vest immediately and can be exercised by the Option Grantee or, if the Option Grantee is himself unable to exercise due to such incapacity, the nominee or legal heir immediately after, but in no event later than 6 months from the date of such disability.
7	Abandonment*	All the Vested Options shall stand cancelled.	All the Unvested Options shall stand cancelled.
8	Other reasons apart from those mentioned above	The Committee shall decide whether the Vested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be final.	All Unvested Options on the date of separation shall stand cancelled with effect from that date.

*The Board or the Committee authorised by the Board, at its sole discretion shall decide the date of cancellation of Option's and such decision shall be binding on all concerned.

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f) *Maximum period within which the options shall be vested*

The maximum vesting period may extend up to 5 (Five) years from the date of grant of options, unless otherwise decided by the Board or the Committee authorised by the Board.

g) *Exercise price or pricing formula*

Exercise Price means the price at which the Option Grantee is entitled to acquire the equity shares pursuant to the options granted and vested in him/her under ESOP-2020.

The Exercise Price shall be equal to Rs.10/- (Rupees Ten only) per option or any other price as may be decided by the Board or the Committee authorised by the Board. In any case, the Exercise Price per Option shall not be less than the face value of shares on the date of grant of options and it may be different for different class/ classes of Employees falling in the same tranche of grant of Options issued under ESOP – 2020.

h) *Exercise period and process of exercise*

The exercise period may commence from the date of vesting and it shall not be more than 5 years from the date of respective vesting of Options.

The options will be exercisable by the Option Grantee by a written application to the Company to exercise the options, in such manner, and on execution of such documents, as may be prescribed by the Board or the Committee authorised by the Board from time to time and the exercise price shall be payable at the time of making exercise application. The options granted may be exercised by the Grantee at one time or at various points of time within the exercise period as determined by the Board / Committee from time to time

The options will lapse, if not exercised within the specified exercise period. The options may also lapse, under certain circumstances even before the expiry of the specified exercise period.

i) *Lock-in Right of First Refusal Surrender of options*

The Shares issued upon exercise of Options shall be freely transferable and shall not be subject to any lock-in period restriction after such exercise. However, in case if any Employee (whether in employment or otherwise) proposes to transfer their Equity shares allotted against the stock options either directly or indirectly, to any Person, before listing of the Company's shares on the Stock Exchanges, then the each of the Investors and the Promoter/s of the Company shall have a right of first refusal in respect of such Transfer and will have the option to purchase such equity shares from such employee of the Company at the Price as may be decided by the Board or any other Committee authorized by the Board.

j) *Appraisal Process for determining the eligibility of Employees to the Scheme.*

The appraisal process for determining the eligibility of the Employee will be specified by the Board or the Committee authorised by the Board and will be based on criteria such as the grade of Employee, length of service, performance record, merit of the Employee, future potential contribution by the

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Employee and/or by any such criteria that may be determined from time to time by the Board or the Committee authorised by the Board.

k) Maximum number of options to be issued per Employee and in the aggregate

The maximum number of options to be granted per identified employees under ‘**Employees Stock Option Plan 2020 (ESOP – 2020)**’ during any One year shall be equal to or exceeding One percent but not exceeding Two percent of the issued equity share capital (excluding outstanding warrants and conversions or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisation of the capital structure of the Company as may be applicable from time to time) of the Company (subject to resolution placed at Item No. 3).

l) Whether the scheme is to be implemented and administered directly by the Company or through a trust

The Scheme will be implemented directly by the Company under the guidance of the Board or the Committee authorised by the Board.

m) Whether scheme involves new issue of shares by the Company or Secondary acquisition by the trust

The Scheme will involve only new issue of shares by the Company.

n) Disclosure and accounting policies

The Company shall follow the laws/regulations applicable to accounting and disclosure related to Employee Stock Options, including but not limited to the Guidance Note on Accounting for Employee Share-based Payments and/ or any relevant Accounting Standards as may be prescribed by the Regulatory authorities from time to time, including the disclosure requirements prescribed therein.

o) Method of Valuation

The Company follows fair value method for computing the compensation cost, if any, for the options granted. The company will follow IFRS/ IND AS/ any other statutory requirements on the same.

p) Rights of the option holder

The employee shall not have right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of option granted to him, till shares are allotted upon exercise of option.

q) Consequence of failure to exercise option

All unexercised options shall lapse if not exercised on or before the exercised period ends.

r) Maximum Quantum of benefits to be provided per employee under the ESOP-2020:

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The Maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the Fair value / Market Price of the shares as on the date of sale of shares arising out of Exercise of options.

s) *The amount of loan provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc.:*

Company is not providing any loan to the trust for implementation of the ESOP-2020, as Company is directly implementing the plan.

t) *Maximum percentage of Secondary Acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purchase under the scheme:*

This is not relevant under the present scheme.

u) *Other terms*

The Board or the Committee authorised by the Board subject to the approval of Shareholders of the Company shall have the authority to vary, modify or alter the terms of the Scheme in accordance with the regulations and guidelines as prescribed by the Securities and Exchange Board of India or regulations that may be issued by any appropriate authority, from time to time as and when application, unless such variation, modification or alteration is detrimental to the interest of the Option Grantees.

The Board or the Committee authorised by the Board subject to approval of Shareholders of the Company, may if it deems necessary, modify, change, vary, amend, suspend or terminate the ESOP - 2020, and compliance with the Applicable Laws and Regulations.

The shares may be allotted directly to the Option Grantees in accordance with the Scheme and such Scheme may also contain provisions for providing financial assistance to the Employees to enable the Employees to acquire or subscribe to the shares.

As the Scheme would entail further shares to be offered to persons other than existing Shareholders of the Company, consent of the Shareholders is sought pursuant to the provisions of section 42 and 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per the requirement of Clause 6 of the SEBI ESOS Regulations as and when they become applicable to the Company.

None of the Directors and Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution No. 1 and 2 except to the extent of their shareholding entitlements, if any, under the ESOP Scheme.

Your Directors recommend the Resolutions set out in Item No. 1 and 2 of the Notice for adoption by the Shareholders as special resolutions.

ITEM NO. 3

The resolution set out at Item No. 1 and Item No. 2 provides that a Company may grant option to an employee and to a director of the Company and its Subsidiary company (ies) not exceeding one percent of the issued equity share capital of the Company in one year. However, the Company may identify

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certain employee/s to whom it may be necessary to grant option exceeding one percent in one year to ensure continuity of their service with the Company. The resolution as set out in Item No. 3 provides that the Company may grant option equal to or exceeding One percent but not exceeding Two percent in One year to identified employee/s or director/s of the Company.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution No. 3, except to the extent of their entitlements, if any, under the ESOP Scheme.

Your Directors recommend the Resolutions set out in Item No. 3 of the Notice for adoption by the Shareholders as a special resolution.

ITEM NO. 4 & 5

The Board of Directors of the Company has been exploring various fund-raising options in order to augment the resources of the Company (whether in one or multiple tranches) and accordingly, the Board of Directors at its meeting held on 19th December, 2020, had approved the offer issuance of 18,000 (Eighteen Thousand), Series A-2 0.0001% Compulsorily Convertible Cumulative Preference Shares ("Series A-2 CCCPS") and 42,000 (Forty Two Thousand), Series C-1 0.0001% Compulsorily Convertible Cumulative Preference Shares ("Series C-1 CCCPS") of face value of Rs. 100/- (Rupees Hundred only) each at a premium of Rs. 603.40/- (Rupees Six Hundred Three and Forty Paise only) per share, for cash at aggregate amounting to Rs. 4,22,04,000/- (Rupees Four Crore Twenty-Two Lakhs Four Thousand Only) to Mr. Rahul Sahney, who is the brother of Mr. Mohit Sahney, Managing Director & CEO of the Company, on preferential basis.

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 Disclosures as required under Rule 14 of The Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 9 and 13 of The Companies (Share Capital and Debentures) Rules, 2014 are as under:

i. The object of the Issue: To meet the requirements for general working of the company.

ii. The total number of shares or other securities to be issued:

S. No.	Type of Shares Offered	Number of Shares Offered	Issue Price	Premium	Whether Partly Paid-Up or Fully Paid-Up
1.	Series A-2 CCCPS	18000 (Eighteen Thousand Only)	Rs. 703.40/- (Rupees Seven Hundred Three and Forty	Rs. 603.40/- (Rupees Six Hundred Three and Forty Paise only)	Partly Paid-Up

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			Paisa Only)		
2.	Series C-1 CCCPS	42000 (Forty Two Thousand Only)	Rs. 703.40/- (Rupees Seven Hundred Three and Forty Paisa Only)	Rs. 603.40/- (Rupees Six Hundred Three and Forty Paisa only)	Partly Paid-Up

Total Issue Size:

➤ Preference Shares

- 18000 (Eighteen Thousand) Series A-2 CCCPS Partly Paid-up of face value of Rs. 100/- (Rupees Hundred only) each at a premium of Rs. 603.40/- (Rupees Six Hundred Three and Forty Paisa only) per share, for cash at aggregate amounting to Rs. 1,26,61,200/- (Rupees One Crore Twenty-Six Lakhs Sixty-One Thousand and Two Hundred only).
- 42000 (Forty-Two Thousand) Series C-1 CCCPS Partly Paid-up of face value of Rs. 100/- (Rupees Hundred only) each at a premium of Rs. 603.40/- (Rupees Six Hundred Three and Forty Paisa only) per share, for cash at aggregate amounting to Rs. 2,95,42,800/- (Rupees Two Crore Ninety-Five Lakhs Forty-Two Thousand and Eight Hundred only).

iii. The price or price band at/within which the allotment is proposed:

- The issue price of the **Series A-2 CCCPS Partly Paid-Up** and **Series C-1 CCCPS Partly Paid-Up** shall be Rs. 703.40/- (Rupees Seven Hundred Three and Forty Paisa Only) [Rs. 100/- (Rupees One Hundred only) as nominal value and Rs. 603.40/- (Rupees Six Hundred Three and Forty Paisa only) per share as premium].

iv. Basis on which the price has been arrived at along with report of the registered valuer:

The Copy of Valuation Reports as received from M/s. Capital Square Advisors Private Limited, Merchant Banker having its office at 208, Aarpee Centre, CTS 70, MIDC Road no. 11, Andheri (East), Mumbai-400093 and Mr. Bhavesh M Rathod, Registered Valuer, having its office at A/101, Shelter CHSL, CSC Road, Dahisar East, Mumbai-400068 has been taken as basis for arriving at the price on which the Security is being offered. Since the Company is in the growth phase, therefore price has been arrived on the basis of Discounted Free Cash Flow Method.

A copy of the valuation certificate certifying the fair market value of the shares of the Company shall be placed before the Shareholders of the Company at the Extra-Ordinary General Meeting and will also be open for inspection by the Members.

v. 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 21st September, 2020.

vi. The Class or Classes of persons to whom the allotment is proposed to be made: This preferential issue of shares is being made to the following:

Class of shares	Shares to Be allotted to	Class of Person	Shares to be allotted	Fully Paid-up/Partly Paid-
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				Up
Preference Shares	Mr. Rahul Sahney	Individual	➤ 18,000 Series A-2 CCCPS ➤ 42,000 Series C-1 CCCPS	Partly Paid-up

vii.Intention of promoters, Directors or Key Managerial Personnel to subscribe to the offer: N.A.

viii.The proposed time within which the allotment shall be completed:

The Company will complete the issue & allotment of Series A-2 CCCPS and Series C-1 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 these special resolution(s) will be completed within a period of twelve months from the date of passing of the special resolution(s). In the event all securities are not allotted within a period of twelve months from the date of passing of the special resolution(s), a fresh shareholders' approval shall be obtained prior to allotment of remaining securities.

The names 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.	Individual	Mr. Rahul Sahney	CCCPS	60,000	0.06%

ix.The change in Control if any, in the Company that would occur consequent to the preferential offer:
None

x.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.	Name of the Allottee	Category	Kinds of Securities	Number of Securities as well as price		
				No. of Securities issued	Value per Security	Total Value
1.	Bank of Baroda	Qualified Institutional Buyer (QIB)	10.86 % Secured Rated Listed Redeemable Non-Convertible Debentures	150	10,00,000/-	15,00,00,000/-
2.	Punjab National Bank	Qualified Institutional	10.86 % Rated Listed Redeemable Non-	100	10,00,000/-	10,00,00,000/-

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		Buyer (QIB)	Convertible Debentures			
3.	Mohit Sahney	Individual (Promoter)	0.0001% Series C Partly Paid-Up CCCPS	69,258	703.40/-	4,87,16,077.20/-
4.	Sunita Sahney	Individual (Promoter)	0.0001% Series C Partly Paid-Up CCCPS	69,258	703.40/-	4,87,16,077.20/-
5.	SCI Growth Investments III	Venture Capital Fund (Body Corporate)	0.0001% Series C Fully Paid-Up CCCPS	29,18,637	742.81/-	2,16,79,92,749.97/-
			Equity Shares	10	742.81/-	7,428.10/-
6.	Faering Capital India Evolving Fund II	Alternative Investment Fund	0.0001% Series C Fully Paid-Up CCCPS	3,70,172	742.81/-	27,49,67,463.32/-
7.	Faering Capital India Evolving Fund III	Alternative Investment Fund	0.0001% Series C Fully Paid-Up CCCPS	2,11,403	742.81/-	15,70,32,262.43/-
8.	A. K. Capital Finance Limited	Qualified Institutional Buyer	11.50% Secured Rated Redeemable Non-Convertible Debentures	2,500	1,00,000/-	25,00,00,000/-
9.	Aviator Emerging Market Fund	A Category-II Foreign Portfolio Investor (FPI)	12.40% Secured Redeemable Non-Convertible Debentures	40	10,00,000/-	4,00,00,000/-

xi. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of registered valuer: N.A.

xii. The pre-issue and post issue shareholding pattern of the Company:

S. No.	Category	Pre-Issue (on fully diluted basis)		Post issue (on fully diluted basis)	
		No. of shares	% of shareholding	No. of shares	% of shareholding
A	Promoters' holding:				
1.	Indian:				
	Individual	34,27,032	21.65%	34,27,032	21.64%
	Bodies Corporate	--	--	--	--
	Sub Total	34,27,032	21.65%	34,27,032	21.64%
2.	Foreign Promoters	--	--	--	--

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	Sub Total (A)	34,27,032	21.65%	34,27,032	21.64%
B	Non- Promoters' holding:				
1.	Institutional Investors	23,13,021	15.76%	23,13,021	15.75%
2.	Non-Institution:				
	Private Corporate Bodies	73,35,045	49.97%	73,35,045	49.95%
	Directors and Relatives	28,000	0.02%	88,000	0.06%
	Indian Public	18,50,000	12.60%	18,50,000	12.60%
	Others (Including NRIs)				
	Sub Total (B)	1,15,26,066	77.08%	1,15,86,066	78.36%
	Grand Total	1,49,53,098	100.00%	1,50,13,098	100.00%

xiii.the nature of such shares:

Compulsorily Convertible Cumulative Preference Shares

Non - participating in the surplus funds;

Dividend payable on a Cumulative basis at the discretion of the Board of Directors and only if profits are available for such payment;

xiv.the manner of issue of shares: Preferential issue through Private Placement

xv.the terms of issue, including terms and rate of dividend on each share, etc.:

1. **Face value:** The Series A-2 CCCPS and Series C-1 CCCPS issued shall have a face value of Rs. 100/- per Series A-2 CCCPS and Series C-1 CCCPS.

2. **Coupon/Dividend:** The Series A-2 CCCPS and Series C-1 CCCPS shall be subject to the provisions of the Articles of Association of the Company and the Companies Act, 2013 confer the holders thereof a right to a preferential Cumulative dividend of 0.0001% per annum payable annually on a proportionate basis of the paid-up value of the Series A-2 CCCPS and Series C-1 CCCPS, out of profits of the Company after providing for depreciation and at the discretion of the Board of Directors of the Company and if profits are available for such payment, subject to deduction of taxes at source if applicable.

3. **Issue and allotment period:** Will be allotted within 60 days from the date of receipt of Application Money.

4. **Voting Rights:** The holder of the Series A-2 CCCPS and Series C-1 CCCPS shall have the right to vote in general meeting of the Company in accordance with Section 47 of the Companies Act 2013.

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5. Conversion Terms:

➤ 18,000 Series A-2 CCCPS will be converted into equity shares of face value of Rs. 10/- each in one or more tranches as per the following schedule: -

a) 7,000 no. of Series A-2 CCCPS to be converted into equivalent number of equity shares at any time after 01st February, 2022 but in any case, not later than filing of draft Red Herring Prospectus ("DRHP") by the Company;

b) 7,000 no. of Series A-2 CCCPS to be converted into equivalent number of equity shares at any time after 01st February 2023 but in any case, not later than filing of "DRHP" by the Company; and

c) 4,000 no. of Series A-2 CCCPS to be converted into equivalent number of equity shares at any time after 01st February 2024 but in any case, not later than filing of "DRHP" by the Company;

➤ 42,000 Series C-1 CCCPS will be converted into equity shares of face value of Rs. 10/- each in one or more tranches as per the following schedule: -

d) 12,000 no. of Series C-1 CCCPS to be converted into equivalent number of equity shares at any time after 01st February, 2022 but in any case, not later than filing of draft Red Herring Prospectus ("DRHP") by the Company;

e) 15,000 no. of Series C-1 CCCPS to be converted into equivalent number of equity shares at any time after 01st February 2023 but in any case, not later than filing of "DRHP" by the Company; and

f)

g) 15,000 no. of Series C-1 CCCPS to be converted into equivalent number of equity shares at any time after 01st February 2024 but in any case, not later than filing of "DRHP" by the Company;

and such Conversion may be in one or more tranches at the Option of the Series A-2 CCCPS and Series C-1 CCCPS holder and further such conversion shall not be later than twenty years from the date of issue.

Process for conversion of Series A-2 CCCPS and Series C-1 CCCPS into equity shares will be as follows:-

- i. Once Series A-2 CCCPS and Series C-1 CCCPS holder elects to convert the holding of Series A-2 CCCPS and Series C-1 CCCPS into Equity Shares, he shall surrender the relevant share certificate or certificates therefore at the registered office of the Company, and shall, at the time of such surrender, give a written notice to the Company that he has elected to convert the holding of Series A-2 CCCPS and Series C-1 CCCPS and shall state in such notice the total number of Series A-2 CCCPS and Series C-1 CCCPS being converted after making it fully-paid prior to Conversion.
- ii. Within 10 (Ten) Business Days after receipt of such notice and the accompanying share certificates, the Company shall issue and deliver to the holder of the converted Series A-2 CCCPS and Series C-1 CCCPS, a share certificate or certificates for the aggregate number of Equity Shares

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issuable upon such conversion and the Person entitled to receive the Equity Shares issuable upon such conversion shall be treated for all purposes as the record holder of such Equity Shares on such date.

6. **Taxation:** All payments in respect of the CCCPS shall be made less any deductions or withholding for or on account of any present or future taxes or duties as required under Applicable Laws.

xvi. The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion: Series A-2 CCCPS and Series C-1 CCCPS will be converted on terms as stated in clause (g) above

xvii. The manner and modes of redemption: Not applicable

xviii. Expected dilution in equity share capital upon conversion of preference shares: Dilution impact upon conversion of preference shares, assuming entire conversion of Series A, Series A-1 CCCPS, Series B, Series C and Series C-1 CCCPS into equity shares, is indicated in the above-mentioned table.

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. 4 and 5 of this Notice.

None of the Directors or Key Managerial Personnel of the Company or their Relatives, except for Mr. Mohit Sahney, Managing Director and CEO being brother of Mr Rahul Sahney (Allottee), may be deemed to be concerned or interested in the said Resolutions.

Your Directors recommend the Resolution set out in Item No. 4 and Item No. 5 of the Notice for adoption by the Shareholders as a Special resolution.

DATE: 19.12.2020

PLACE: JAIPUR

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

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

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

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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-mail Id:****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 12th EOGM of the Company, to be held on Saturday, the 16th day of January, 2021 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 Employee Stock Option Plan, 2020
2. Approval for Employee Stock Option Plan, 2020 to the Employees of the Subsidiaries Companies, if any.
3. Approval for the Grant of options to issue securities equal to or exceeding one percent but not

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exceeding two percent of the issued equity share capital of the company during any one Financial Year to Identified Employees under Employee Stock Option Plan 2020

4. Approval for the issue of 0.0001% Series A-2 compulsorily convertible cumulative preference shares of the company

5. Approval for the issue of 0.0001% Series C-1 compulsorily convertible cumulative preference shares of the company

Signed this ____ day of _____, 2020/2021

Signature of Shareholder

Signature of Proxy Holder (s)

Affix Revenue Stamp
here

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 12th EOGM of the Company, held on Saturday, the 16th day of January, 2021 at 11:00 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
(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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