

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 11th Extra-Ordinary General Meeting (“EOGM/ Meeting”) of the members of Finova Capital Private Limited will be held at a shorter notice on Tuesday, the 27th Day of October, 2020 at 04:00 P.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: ADOPTION OF NEW SET OF REGULATIONS IN ARTICLES OF ASSOCIATION OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules notified thereunder (including any statutory modification(s) or re-enactment (s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded that the regulations contained in the existing Articles of Association of the Company be and are hereby replaced by new set of Regulations of Articles of Association of the Company, a copy of which is placed before the meeting and duly initialed by the Chairman for the purpose of identification and that the new set of regulations be incorporated in the Articles of Association of the Company and shall be binding on the members of the Company and others and shall be effective from the date of passing of resolution in the general meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and 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 and to do all such acts, deeds, things and matters, as may be necessary, to carry out the above resolution and to give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in this regard.”

DATE: 27.10.2020

PLACE: JAIPUR

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

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

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

**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 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);
- 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.

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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 Website: www.finoval.in Email Id: info@finoval.in



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: 27.10.2020
PLACE: JAIPUR

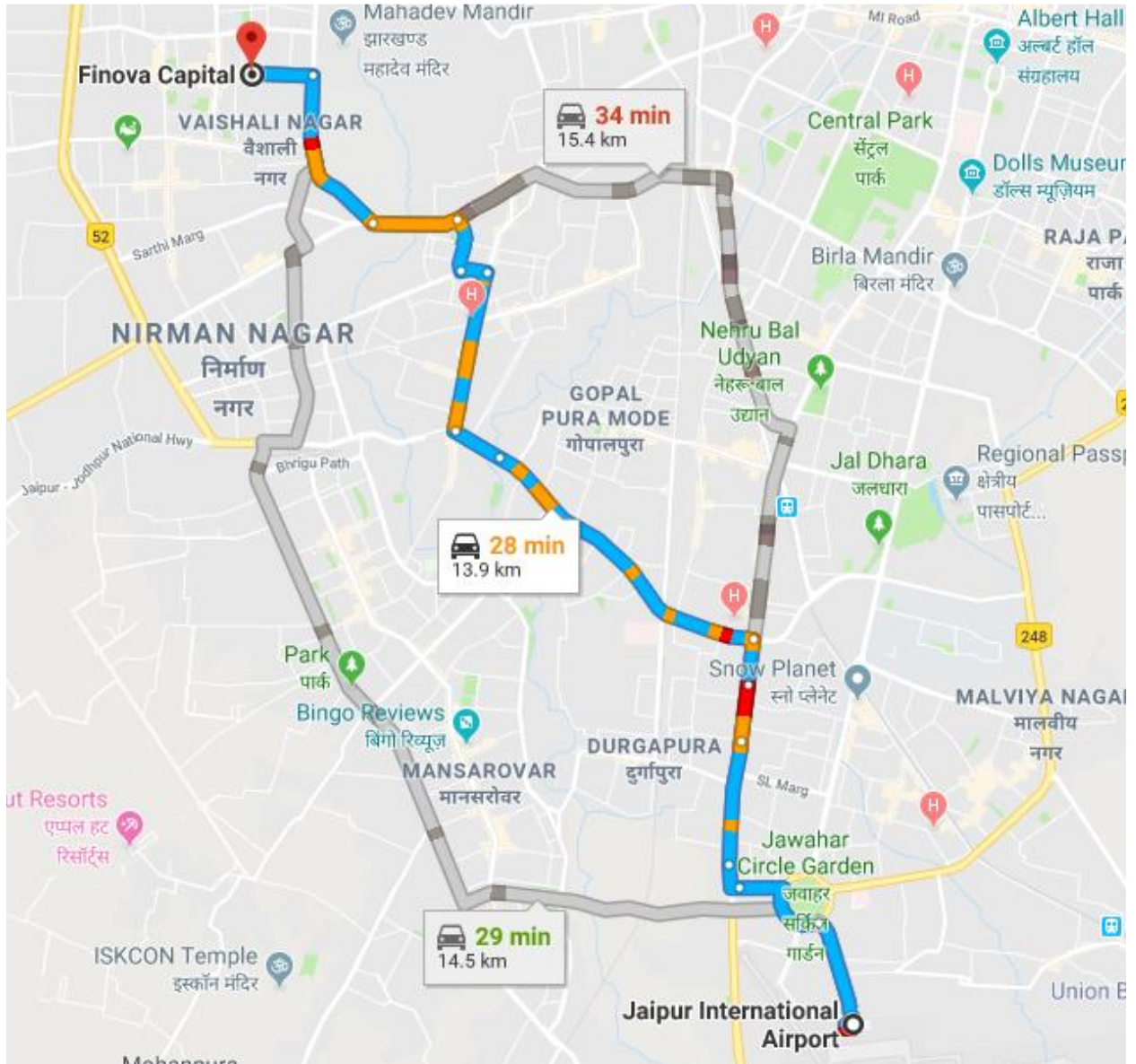
**BY ORDER OF THE BOARD OF DIRECTORS
FOR FINOVA CAPITAL PRIVATE LIMITED**

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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

In connection with the issue and allotment of the equity shares and 0.0001% Series C Compulsorily Convertible Cumulative Preference Shares ("0.0001% Series C CCCPS") to the promoters along with the new and existing investors, the Company has entered into a shareholders' agreement with the promoters, investors and other shareholders of the Company on 21st September, 2020 ("Shareholders Agreement") which shall replace the existing Shareholders' Agreement of the Company, executed on 06th March, 2019 ("Existing Shareholder's Agreement").

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

The Shareholders Agreement replacing the existing Shareholders Agreement shall form a substantive part of the Articles of Association of the Company, as Part II.

The Board of Directors at their meeting held on 27th October, 2020 had approved the adoption of new set of Articles of Association in place of the existing Articles of Association of the Company.

The Altered set of Articles of Association of the Company referred to in the accompanying Notice and the Explanatory Statement is 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.

In terms of Section 14 of the Companies Act, 2013, the consent of the members by way of Special Resolution is required for adoption of new set of regulations in Articles of Association of the Company. The Board of Directors recommends the resolution set out at item no. 1 of the Notice for the approval by the members as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, is in any way concerned or interested, financially or otherwise, in the said resolution.

DATE: 27.10.2020
PLACE: JAIPUR

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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 11th EOGM of the Company, to be held on Tuesday, the 27th day of October, 2020 at 04:00 P.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.:

- Adoption of new set of regulations in articles of association of the company.

Signed this ____ day of _____, 2020

Signature of Shareholder

Signature of Proxy Holder (s)

Affix Revenue Stamp here

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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 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 11thEOGM of the Company, held on Tuesday, the 27th day of October, 2020 at 04:00 P.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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