

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 09th Extra-Ordinary General Meeting ("EOGM/ Meeting") of the members of Finova Capital Private Limited will be held at a shorter notice on Friday, the 31th Day of July, 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: APPROVAL OF THE ISSUE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS

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 Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder, , and pursuant to the Foreign Exchange Management Act, 1999, rules, regulations, guidelines, notifications, clarifications and circulars, if any, prescribed by the Government of India, all applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India Act, 1992 ("SEBI"), including the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), or any other regulatory authority, whether in India or abroad, and in accordance with the Memorandum of Association and the Articles of Association of the Company and subject to such conditions and modifications as may be prescribed by the respective statutory and/or regulatory authorities while granting such approvals, consents, sanctions, permissions, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called "the Board" which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to offer, issue and allot, in one or more tranches Non-convertible Debentures (NCDs) including but not limited to subordinate debentures, bonds, and/or other debt securities etc. on private placement basis, during the period of one year from the date of passing of the Special Resolution by the Members, for an amount of Rs. 300,00,00,000/- (Rupees Three Hundred Crores Only) on such terms and conditions and at such times at par or at such premium, as may be decided by the Board in one or more tranches to such person(s) , including one or more company(ies), bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be or such other person(s) as the Board may decide.

RESOLVED FURTHER THAT the aggregate amount of all such NCDs taken together with domestic/off-shore, secured/unsecured, loans/borrowings, commercial papers, and guarantees shall not exceed the borrowing powers under section 180(1)(c) read with section 179 of the Companies Act, 2013.

FINOVA CAPITAL PRIVATE LIMITED

CIN: U65993RJ2015PTC048340

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

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

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine and consider terms of issue of NCD that are appropriate and most beneficial to the Company including, without limitation, the class of investors to whom the NCDs are to be issued, timing, size, series/ tranches, issue price, tenor, interest rate, listing, if any, creation of security, appointment of debenture trustee(s) and other agency(ies) and to do all such acts and things and deal with all such matters and settle all the questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings, as may be required in this regard and matters connected therewith or incidental thereto and to get the acts pursuant to power herein conferred executed through any committee of the Board, Director(s) and / or officer(s) of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do, from time to time, all such acts, deeds and things as may be deemed necessary in respect of issue of NCDs including but not limited to number of issues/ tranches, face value, issue price, issue size, timing, amount, security, coupon/interest rate(s), yield, listing, allotment and other terms and conditions of issue NCDs as they may, in their absolute discretion, deemed necessary to give effect to this resolution.”

ITEM NO. 2: APPROVAL FOR INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF THE CAPITAL CLAUSE CONTAINED IN THE MEMORANDUM OF ASSOCIATION.

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company from Rs. 71,00,00,000/- (Rupees Seventy-One Crores Only) divided into 60,00,000 (Sixty lakh) Equity shares of Rs. 10/- (Rupees Ten Only) each and 65,00,000 (Sixty-Five Lakh) Preference Shares of Rs. 100/- (Rupees One Hundred only) each to Rs. 111,00,00,000/- (Rupees One Hundred and Eleven Crores Only) divided into 60,00,000 (Sixty Lakh) Equity shares of Rs.10/- (Rupees Ten only) each and 1,05,00,000 (One Crore and Five Lakh) Preference Shares of Rs. 100/- (Rupees One Hundred only) each by creating additional 40,00,000 (Forty Lakhs) Preference Shares of 100/- (Rupees Hundred only) each.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company relating to share capital be and is hereby altered by deleting the same and substituting in place thereof, of the following new clause V:

- V. The Authorized Share Capital of the company is Rs. 111,00,00,000/- (Rupees One Hundred and Eleven Crores Only) divided into 60,00,000 (Sixty lakh) Equity shares of Rs. 10/- (Rupees Ten only) each and 1,05,00,000 (One Crore and Five Lakh) Preference shares of Rs.100/- (Rupees One Hundred Only) each.

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RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the above resolution or otherwise considered by them to be in the best interests of the Company.”

DATE: 31.07.2020

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**

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Notes:

1. Explanatory statement pursuant to section 102 (1) of the Companies Act, 2013 setting out all the material facts concerning the special business to be transacted at the meeting is enclosed herewith.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 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.

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7. With reference to SS-2 for the convenience of recipients of notice, Route Map to the venue of Extra Ordinary General Meeting of the Company is as under:

Venue of the meeting: 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: 31.07.2020
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,
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FINOVA CAPITAL PRIVATE LIMITED

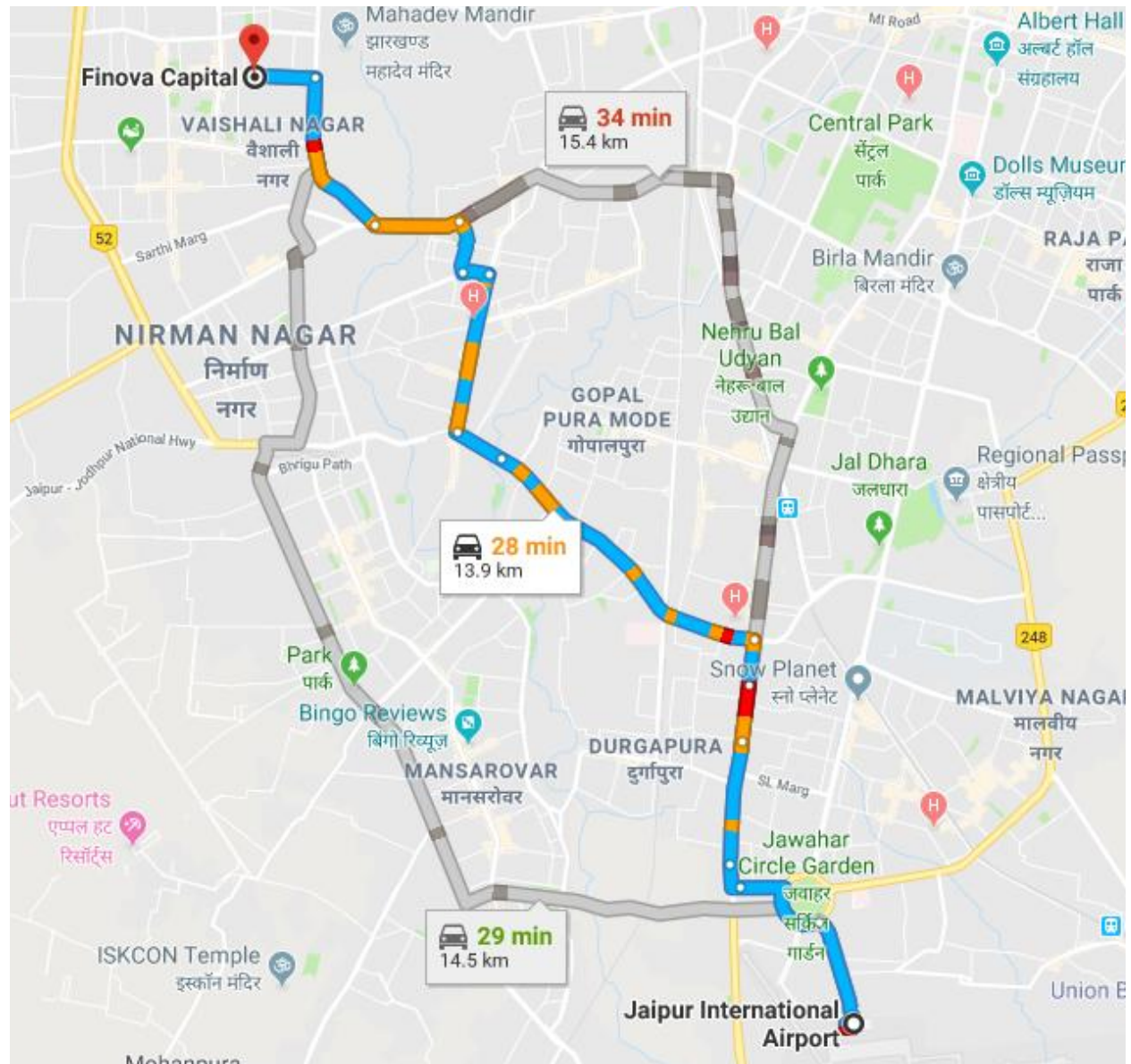
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ROUTE MAP TO THE VENUE OF THE MEETING



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.

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ITEM NO. 1

Based on the projected long-term borrowings and taking into consideration the scheduled maturities and for the purpose of retaining flexibility for inter changing between banks loans and non-convertible debentures (“NCDs”) of the Company, it is proposed to borrow during one year by way of issuing NCDs of an amount not exceeding Rs. 300,00,00,000/- (Rupees Three Hundred Crores Only) in one or more tranches on a private placement basis.

As per the provisions of Rule 14 (2) of Companies (Prospectus and allotment of Securities) Rules, 2014, a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been approved by the Shareholders of the Company, by a Special Resolution. Further it has been provided in the aforesaid rules that it is sufficient to pass a previous special resolution only once in a year for all offers or invitation for non-convertible debentures.

Hence, it is proposed to empower and authorized the Board of the Company to make offer or invitation by way of private placement to issue non-convertible debentures aggregating up to Rs. 300,00,00,000/- (Rupees Three Hundred Crores Only) up to a period of one year from the date of passing of Special Resolution, for the purpose of business activities of the Company.

As per Rule 14 (2) of Companies (Prospectus and allotment of Securities) Rules, 2014 and other applicable provisions of the Companies Act, 2013, approval of the members is sought by way of a Special Resolution.

The Board of Directors at their meeting held on 31st July, 2020 had approved the issue of non-convertible debentures on private placement basis.

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, are in any way concerned or interested, financially or otherwise, in the said resolution.

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ITEM NO. 2

The existing Authorized Share capital of the Company is Rs. 71,00,00,000/- (Rupees Seventy-One Crores only) divided into divided into 60,00,000 (Sixty lakh) Equity shares of Rs. 10/- (Rupees Ten Only) each and 65,00,000 (Sixty-Five Lakh) Preference Shares of Rs. 100/- (Rupees One Hundred only) each.

In view of the present size of the Company's operation, its future requirement of capital to expand activities and restructuring of Company and in order to raise additional capital, it is necessary to have adequate provision in the Authorized Share Capital and accordingly, it is proposed to increase the Authorized Share Capital of the Company to Rs. 1,11,00,00,000/- (Rupees One Hundred and Eleven Crores Only) divided into 60,00,000 (Sixty lakh) Equity shares of Rs.10/- (Rupees Ten only) each and 1,05,00,000 (One Crores and Five Lakh) Preference Shares of Rs. 100/- (Rupees One Hundred only) each, by creating additional 40,00,000 (Forty Lakhs) Preference Shares of 100/- (Rupees Hundred only) each. Consequent upon the increase in the Authorized Share Capital, as proposed, the existing Clause V of the Memorandum of Association of the Company will also have to be replaced. The necessary amendment in the Memorandum of Association is proposed to reflect the enhanced Authorised Share Capital.

The draft amended Memorandum of Association will be available for inspection by the Members on all working days, during business hours from the date hereof upto the date of the Meeting.

As per provisions of the Companies Act, 2013, any increase in Authorized Share Capital and consequent amendment in Memorandum of Association of the Company requires consent and approval of the Members of the Company by way of an Ordinary Resolution.

The Board of Directors recommends the resolutions set out at item no. 2 of the Notice for the approval by the members as Ordinary Resolution.

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

DATE:31.07.2020

PLACE: JAIPUR

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

**GARIMA JHAMNANI
COMPANY SECRETARY**

M. NO.: A43137

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FORM No. MGT-11

Proxy Form

**(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014)**

CIN: U65993RJ2015PTC048340

Name of the Company: Finova Capital Private Limited

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

Name of the Member (s):

Registered address:

E-mail Id:

Folio No / Client Id:

DP Id:

I / We, being the member(s) of _____ shares of the above 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 09th EOGM of the Company, to be held on Friday, the 31st day of July, 2020 at 04:00 P.M. at its corporate office

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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:

| S. NO. | Resolution | For | Against |
|--------|---|-----|---------|
| 1. | Approval of the Issue of Non-convertible debentures on private placement basis. | | |
| 2. | Approval for increase in authorized share capital of the company and alteration of the capital clause contained in the Memorandum of Association. | | |

Signed this ____ day of _____, 2020

Affix Revenue Stamp
here

Signature of Shareholder

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, 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 09th EOGM of the Company, held on Friday, the 31st day of July, 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-----
Signature of the member/proxy**(In Block Letters)**

Note: Please fill up the attendance slip and hand it over at the entrance of the meeting.

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