

NOTICE

Notice is hereby given that the 10th Annual General Meeting (“AGM”/ “Meeting”) of the Members of **Finova Capital Private Limited** will be held on **Friday, June 20, 2025 at 11:00 A.M. (IST)** at the Registered Office of the Company situated at 702, Seventh Floor, Unique Aspire, Plot No. 13-14, Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur - 302021 (Rajasthan) to transact the following business:

Ordinary Business:

Item No. 1: To adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2025 together with the reports of the Board of Directors and Auditors thereon.

Special Business:

Item No. 2: To approve the overall remuneration limit of Mr. Aryaman Sahney, Assistant Vice President – Strategy of the Company, a related party

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 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), enabling provisions of Articles of Association of the Company, and based on the approval and recommendation of Audit Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded to approve the overall remuneration limit of Mr. Aryaman Sahney, Assistant Vice President - Strategy of the Company, a related party (i.e., Son of Mr. Mohit Sahney, Managing Director and CEO and Mrs. Sunita Sahney, Executive Director (Promoters) of the Company), appointed at office or place of profit in the Company to an amount not exceeding Rs. 5,00,000 (Rupees five lakh only) per month (inclusive of all benefits), effective from April 01, 2025, in such a manner that overall annual remuneration does not exceed Rs. 60,00,000 (Rupees sixty lakh only) (inclusive of all benefits), with liberty to the Board of Directors to vary or increase the remuneration and other terms and conditions as it may deem fit, provided the remuneration does not exceed the limits as specified above.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized, on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for giving effect to the aforesaid resolution and to give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in this regard.”

Item No. 3: To approve the limit for issuance 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 Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and all other applicable rules, regulations, directions, guidelines, circulars and notifications issued by the Reserve Bank of India in this regard (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the enabling provisions of Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include any Committee of the Board, constituted / to be constituted / reconstituted including the powers conferred by this resolution) to offer, issue and allot in one or more series/tranches, Non-convertible Debentures

("NCDs"), whether secured or unsecured and/or listed or unlisted including but not limited to subordinate debentures, bonds, and/or other debt securities as per Section 2(30) of the Companies Act, 2013 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 not exceeding Rs. 500,00,00,000 (Rupees five hundred crore only) on such terms and conditions and at such times at par or at such premium, as may be decided by the Board to such person(s), including to one or more Company(ies), body 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 so for onward lending business of the Company and general corporate purposes.

RESOLVED FURTHER THAT the aggregate amount of funds to be raised by issue of NCDs, subordinate debentures, bonds, and/or other debt securities etc. shall not exceed the overall borrowing limits of the Company, as approved by the Board from time to time.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized, on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for giving effect to the aforesaid 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: April 29, 2025

Place: Jaipur

**By Order of the Board of Directors
For Finova Capital Private Limited**

**Sd/-
Jaikishan Premani
Company Secretary and Compliance Officer
M. No.: A42043**

**Registered Office: 702, Seventh Floor, Unique Aspire
Plot No. 13-14 Cosmo Colony, Amrapali Marg
Vaishali Nagar, Jaipur-302021 (Rajasthan)
CIN: U65993RJ2015PTC048340
Website: www.finova.in
Email: info@finova.in**

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, as amended, read with the rules made thereunder, the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, setting out material facts relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM" / "MEETING") IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 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. IF A PROXY IS APPOINTED FOR MORE THAN FIFTY MEMBERS, THE PROXY SHALL CHOOSE ANY FIFTY MEMBERS AND CONFIRM THE SAME TO THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. IN CASE, THE PROXY FAILS TO DO SO, ONLY THE FIRST FIFTY PROXIES RECEIVED BY THE COMPANY SHALL BE CONSIDERED AS VALID.**
3. The instrument appointing the proxy(ies) in order to be effective, should be duly stamped, filled, signed and must be deposited at the registered office of the Company not later than 48 (Forty eight) hours before the commencement of the meeting (Proxy Form is annexed hereto).
4. During the period beginning 24 (Twenty four) hours before the time fixed for the commencement of the meeting and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, during the business hours of the Company, provided that not less than 3 (Three) days of notice in writing is given to the Company.
5. Pursuant to the provisions of Section 113 of the Companies Act, 2013, Corporate Members/ Institutional Members intending to authorize their representatives to participate and vote at the meeting are requested to send to the Company, a certified true copy of the relevant Board Resolution/ Governing Body Resolution/ Authorization letter authorizing their representative(s) to attend and vote on their behalf at the meeting.
6. Members/ Proxies/ Authorized Representatives attending the meeting are requested to bring the attendance slip, annexed hereto, duly completed and signed mentioning therein the details of their DP ID and Client ID.
7. The Notice of 10th AGM along with the Annual Report for the Financial Year 2024-25 are being sent through electronic mode to those Members and to all other persons so entitled whose e-mail IDs have been made available to the Company or their respective Depository Participants (DPs) unless the member has specifically requested for a hard copy of the Annual Report. Members may note that the Annual Report for the Financial Year 2024-25 and the Notice of 10th AGM will also be available on the Company's website at www.finoa.in.
8. We urge the Members to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail. Members holding shares in dematerialized form, who have not registered their e-mail addresses are requested to register their e-mail IDs with their respective DP.
9. A copy of Audited Financial Statements of the Company for the Financial Year ended on March 31, 2025 together with the reports of the Board of Directors and Auditors thereon is enclosed hereto.
10. Members are encouraged to express their views / send their queries in advance with regard to the Financial Statements or any other matter being placed at the 10th AGM from their registered email address, mentioning their name, DP Id and Client Id and mobile number to cs@finoa.in to enable the management to keep information ready at the meeting. Queries received by the Company on the aforementioned Email ID by Thursday, June 19, 2025, 05:00 P.M. will be considered and responded.

11. Pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14 as the case may be. Members are requested to submit the said details to their DP, where the shares are held by them in dematerialized form.
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.
13. All documents referred to in the accompanying Notice will also be available for inspection without any fee by the Members at the Registered Office of the Company between 11:00 A.M. and 05:00 P.M. on all working days (except first Saturday of the month, Sundays and Public Holidays) from the date of circulation of this Notice up to the date of the AGM and during the continuance of the AGM.
14. With reference to SS-2, the Route Map to the venue of AGM of the Company is annexed to this Notice.

Date: April 29, 2025

Place: Jaipur

**By Order of the Board of Directors
For Finova Capital Private Limited**

Sd/-

Jaikishan Premani

**Company Secretary and Compliance Officer
M. No.: A42043**

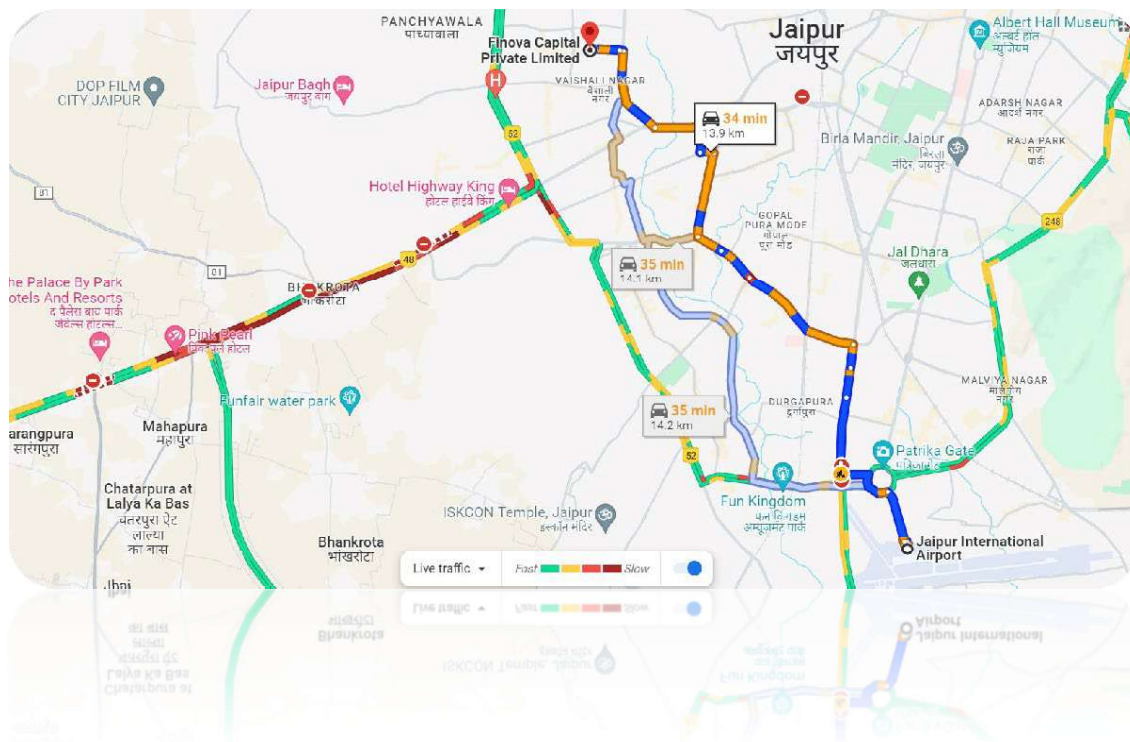
**Registered Office: 702, Seventh Floor, Unique Aspire
Plot No. 13-14 Cosmo Colony, Amrapali Marg
Vaishali Nagar, Jaipur-302021 (Rajasthan)
CIN: U65993RJ2015PTC048340
Website: www.finova.in
Email: info@finova.in**

Route Map to the Venue of the Meeting

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

Landmark: Amrapali Circle

Route Map: The mark indicating the venue of the meeting



Explanatory Statement pursuant to the provisions of Section 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. 2:

Mr. Aryaman Sahney, a related party (i.e., Son of Mr. Mohit Sahney, Managing Director and CEO and Mrs. Sunita Sahney, Executive Director (Promoters) of the Company) was appointed as Assistant Vice President - Strategy of the Company effective from July 08, 2024.

Pursuant to the provisions of Section 188 of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board of Directors to enter into any contract or arrangement with a related party with respect to appointment of related party to any office or place of profit in the Company, its Subsidiary Company or Associate Company.

Further, the Company shall also obtain prior approval of the Members at the general meeting in case the aforesaid related party transaction exceeds the limits prescribed under Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014 i.e. *"appointment to any office or place of profit in the Company, its Subsidiary Company or Associate Company at a monthly remuneration exceeding two and a half lakh rupees."*

In light of above and based on the approval and recommendation of Audit Committee and Board of Directors at their respective meeting held on April 29, 2025, it is proposed to approve the overall remuneration limit of Mr. Aryaman Sahney, Assistant Vice President - Strategy of the Company, a related party (i.e., Son of Mr. Mohit Sahney, Managing Director and CEO and Mrs. Sunita Sahney, Executive Director (Promoters) of the Company), appointed at office or place of profit in the Company to an amount not exceeding Rs. 5,00,000 (Rupees five lakh only) per month (inclusive of all benefits), effective from April 01, 2025, in such a manner that overall annual remuneration does not exceed Rs. 60,00,000 (Rupees sixty lakh only) (inclusive of all benefits), with liberty to the Board of Directors to vary or increase the remuneration and other terms and conditions as it may deem fit, provided the remuneration does not exceed the limits as specified above.

The Statement containing the details of the aforesaid transaction pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 is provided hereinbelow:

Name of the Related Party	Mr. Aryaman Sahney
Name of Director or KMP who is related and nature of relationship	Son of Mr. Mohit Sahney, Managing Director and CEO and Mrs. Sunita Sahney, Executive Director (Promoters) of the Company
The nature, particulars of the contract or arrangement and the material terms of the contract or arrangement including the value, if any:	Approve the overall remuneration limit of Mr. Aryaman Sahney, Assistant Vice President - Strategy of the Company, a related party to an amount not exceeding Rs. 5,00,000 (Rupees five lakh only) per month (inclusive of all benefits), effective from April 01, 2025, in such a manner that overall annual remuneration does not exceed Rs. 60,00,000 (Rupees sixty lakh only) (inclusive of all benefits), with liberty to the Board of Directors to vary or increase the remuneration and other terms and conditions as it may deem fit, provided the remuneration does not exceed the limits as specified above
Duration of the contract	Regular
Any advance paid or received for the contract or arrangement, if any	Not Applicable
The manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract	All business transactions would be carried out as part of business requirements of the Company. Further the proposed overall remuneration limit of Mr. Aryaman Sahney, Assistant Vice President - Strategy of the Company is as per the industry norms, standards and performance of the Company
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes
Any other information relevant or important for the Board to take a decision on the proposed transaction	NIL

The aforesaid related party transaction entered into between the Company and Mr. Aryaman Sahney is at arm's length basis.

The Board of Directors accordingly recommends the Resolution as set out at Item No. 2 of the Notice for the approval of the Members as an **Ordinary Resolution**.

Save and except Mr. Mohit Sahney and Mrs. Sunita Sahney, being parents of Mr. Aryaman Sahney, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, directly or indirectly, financially or otherwise, concerned or interested in the resolution as set out at Item No. 2 of the Notice.

Item No. 3:

Your Company has been issuing debentures, which may be referred to as one of the option for raising money from time to time, for onward lending business of the Company and general corporate purposes, on terms and conditions as are appropriate and in the best interest of the Company and in due compliance with the applicable provisions of the Companies Act, 2013 (the "Act"), Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and Guidelines as issued by Reserve Bank of India etc. Accordingly, the Company, proposes to issue Non-Convertible Debentures including bonds, and/or other debt securities as per Section 2(30) of the Act to various person(s) on private placement basis, at such terms and conditions and at such price(s) in compliance with the requirements of regulatory authorities, if any, and as may be finalized by the Board and/or Committee of Board. The amount to be raised by way of issue of listed or unlisted, secured/unsecured redeemable Non-Convertible Debentures on a private placement basis shall not exceed Rs. 500,00,00,000 (Rupees five hundred crore only) in aggregate, in one or more series/ tranches on private placement basis.

It may be noted that Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 read with Section 42 of the Act, allows a Company to pass a Special Resolution once in a year for all the offer or invitation for Non-Convertible Debentures to be made during the year on private placement basis in one or more tranches.

It is to be noted that the Members of the Company have passed a Special resolution at their Annual General Meeting held on June 15, 2024 to approve the limit for issuance of Non-Convertible Debentures on private placement basis under Section 42 and 71 of the Act upto an amount not exceeding Rs. 500,00,00,000 (Rupees five hundred crore only) in aggregate in one or more tranches.

Hence, as per the aforesaid provision, the validity of the previous special resolution passed by the Members of the Company on June 15, 2024 expires on June 14, 2025.

Therefore, the consent of the Members is sought in connection with the aforesaid issue of debentures/bonds from time to time and they are requested to enable and authorize the Board (including any Committee of the Board) to issue Non-convertible Debentures on private placement basis upto Rs. 500,00,00,000 (Rupees five hundred crore only) as stipulated above, in one or more tranches, during the period of one year from the date of passing of the Resolution set out at Item No. 3 of this Notice, within the overall borrowing limits of the Company, as approved by the Board.

The Board accordingly recommends the Resolution as set out at Item No. 3 of the Notice for the approval of the Members as **Special Resolution**.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, directly or indirectly, financially or otherwise, concerned or interested in the resolution as set out at Item No. 3 of the Notice.

Date: April 29, 2025

Place: Jaipur

**By Order of the Board of Directors
For Finova Capital Private Limited**

Sd/-

Jaikishan Premani

Company Secretary and Compliance Officer

M. No.: A42043

Registered Office: 702, Seventh Floor, Unique Aspire

Plot No. 13-14 Cosmo Colony, Amrapali Marg

Vaishali Nagar, Jaipur-302021 (Rajasthan)

CIN: U65993RJ2015PTC048340

Website: www.finova.in

Email: info@finova.in

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 (Rajasthan)

Name of the Member (s):

Registered address:

E-mail Id:

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 10th AGM of the Company, to be held on **Friday, June 20, 2025 at 11:00 A.M. (IST)** at its Registered Office situated at 702, Seventh Floor, Unique Aspire, Plot No. 13-14, Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur- 302021 (Rajasthan) and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

1. To adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2025 together with the reports of the Board of Directors and Auditors thereon

Special Business:

2. To approve the overall remuneration limit of Mr. Aryaman Sahney, Assistant Vice President – Strategy of the Company, a related party
3. To approve the limit for issuance of Non-Convertible Debentures on private placement basis

Affix
Revenue
Stamp here

Signed this _____ day of _____, 2025

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, not less than 48 (forty-eight) hours before the commencement of the meeting.

ATTENDANCE SLIP

DP ID	
Client ID	
Number of Shares	

I hereby record my presence at the 10th Annual General Meeting of the Company, held on **Friday, June 20, 2025 at 11:00 A.M. (IST)** at its Registered Office situated at 702, Seventh Floor, Unique Aspire, Plot No. 13-14 Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur - 302021 (Rajasthan).

Name of the member/proxy
(In Block Letters)

Signature of the member/proxy

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