NOTICE

Notice is hereby given that the 11th Annual General Meeting ("AGM"/ "Meeting") of the Members of **Finova Capital Private Limited** will be held on **Tuesday, July 28, 2026** 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, 2026 together with the reports of the Board of Directors and Auditors thereon.

Special Business:

Item No. 2: To approve the appointment of Mr. Cchatardeep Dua (DIN: 11730323) as a Non-Executive Nominee Director of the Company.

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 149, 152 and 161 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025 (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, Mr. Cchatardeep Dua (DIN: 11730323), who was appointed as an Additional Director by the Board of Directors with effect from June 28, 2026 based on the recommendation of the Nomination and Remuneration Committee of the Company and whose term of office expires at this Annual General Meeting, be and is hereby appointed as a Non-Executive Nominee Director of the Company, representing Peak XV Partners Investments V and Peak XV Partners Growth Investments III.

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."

Date: July 03, 2026
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.

7. The Notice of 11th AGM along with the Annual Report for the Financial Year 2025-26 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 2025-26 and the Notice of 11th AGM will also be available on the Company's website at www.finova.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 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, 2026 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 11th AGM from their registered email address, mentioning their name, DP Id and Client Id and mobile number to cs@finova.in to enable the management to keep information ready at the meeting. Queries received by the Company on the aforementioned Email ID by **Monday, July 27, 2026, 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 desiring to avail this facility may contact their respective DPs for recording their Nomination.

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: July 03, 2026
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

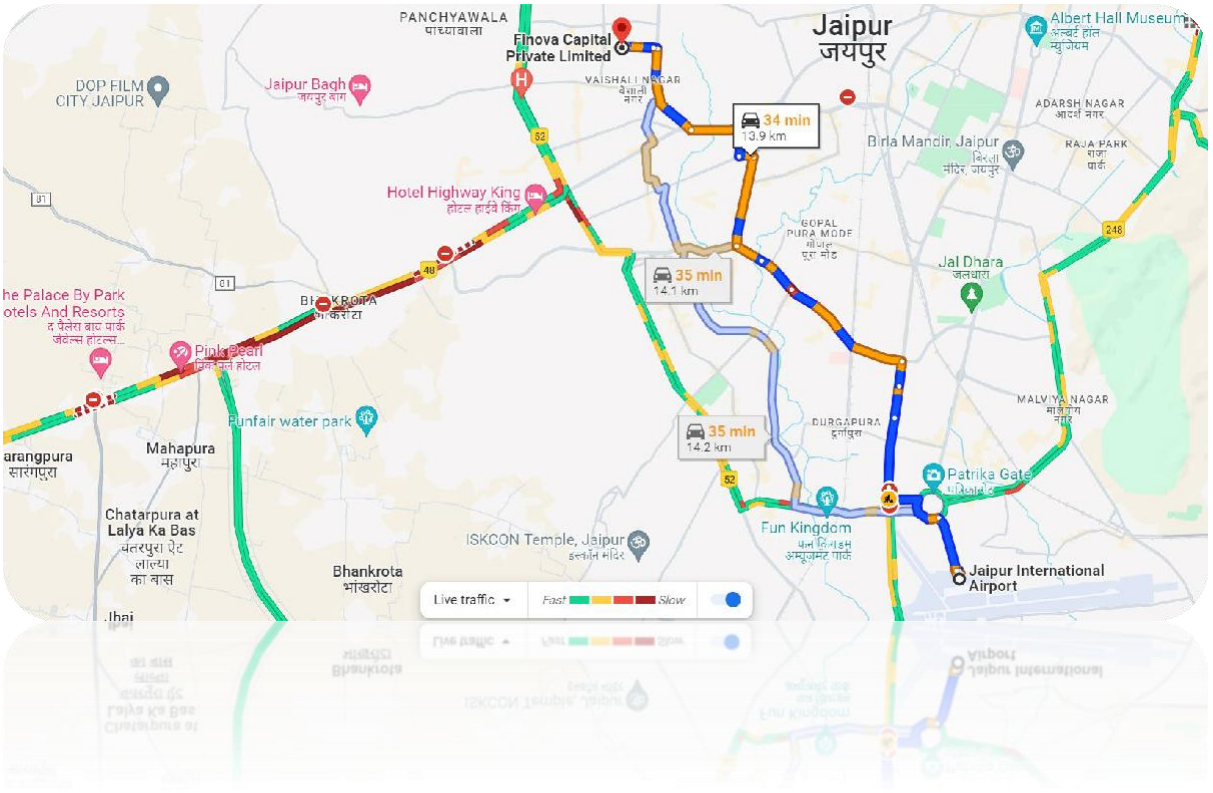
Registered Office: 702, Seventh Floor, Unique Aspire
Plot No. 13-14 Cosmo Colony, Amrapali Marg
Vaishali Nagar, Jaipur-302021 (Rajasthan)
CIN: U65993RJ2015PTC048340
Website: www.finova.in
Email: info@finova.in

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:

Pursuant to the Articles of Association of the Company and Shareholders' Agreement dated October 10, 2024 executed amongst the Company, Peak XV Partners Investments V, Peak XV Partners Growth Investments III (collectively, "Peak XV Partners"), Maj Invest Financial Inclusion Fund III K/S, Faering Capital India Evolving Fund II, Faering Capital India Evolving Fund III, Norwest Capital LLC, AVP Fund II, Kiri Holdings, Sofina Ventures SA, Madison India Opportunities V VCC, MIO Strategic V LLC, MICP Trust ("Investors"), Mr. Mohit Sahney, Mrs. Sunita Sahney ("Promoters") and certain other shareholders (as defined thereunder) of the Company, Peak XV Partners holds the right to nominate 2 (Two) Directors to the Board of Directors ("the Board").

In this regard, Peak XV Partners nominated Mr. Cchatardeep Dua to be appointed as a Nominee Director of the Company.

Accordingly, the Board of Directors, vide resolution passed on June 28, 2026, appointed Mr. Cchatardeep Dua as an Additional Director (Non-Executive Category) of the Company and recommended to the Members, the appointment of Mr. Cchatardeep Dua, as a Non-Executive Nominee Director of the Company, representing Peak XV Partners.

In terms of Section 161 of the Companies Act, 2013 ("the Act") an Additional Director shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. In compliance with the aforesaid provisions, approval of the Members is being sought for the appointment of Mr. Cchatardeep Dua, as a Non-Executive Nominee Director on the Board representing Peak XV Partners.

The Brief Profile of Mr. Cchatardeep Dua is outlined hereinbelow:

Mr. Cchatardeep is a Portfolio Finance Leader at Peak XV Partners. He works closely with a diverse portfolio of companies across multiple sectors and geographies, providing strategic advice at the intersection of business operations and financial management.

With a career spanning over 16 years, Mr. Dua brings deep expertise in financial oversight and corporate governance. Prior to joining Peak XV Partners, he was associated with Goldman Sachs as part of the Controllers team in the Global Private Equity AIMS Division, where he managed complex financial reporting and internal controls. He has successfully cleared the Chartered Accountancy examinations conducted by the Institute of Chartered Accountants of India (ICAI). He completed Executive Education in Finance from the Indian Institute of Management (IIM), Calcutta and holds a Bachelor's degree in Commerce from Delhi University.

Mr. Cchatardeep Dua has given his consent to act as a Director of the Company in Form DIR-2, pursuant to Section 152 of the Act. Further, he has submitted a declaration in Form DIR-8 confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Additionally, he has submitted the requisite declaration and undertaking in compliance with the Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions ("RBI Governance Directions"), 2025. Further, the Nomination and Remuneration Committee has satisfied itself that Mr. Dua meets the 'fit and proper' requirements as spelt out in the RBI Governance Directions.

The Board is of the view that the association of Mr. Cchatardeep Dua with the Company will be of great benefit, owing to his rich experience and vast knowledge and thereby recommends the resolution set out at item no. 2 of the Notice for the approval by the Members as an **Ordinary Resolution**.

Additional information in respect of Mr. Cchatardeep Dua as per the relevant provisions of the Secretarial Standard on General Meetings are given in the **"Annexure-A"** to this Notice.

Save and except, Mr. Cchatardeep Dua (being the appointee) and Mr. Ravi Shankar Venkataraman Ganapathy Agraharam (being the other Nominee Director representing Peak XV Partners), none of the other Directors, Key Managerial Personnel of the Company and their relatives, are in any way, concerned or interested, financially or otherwise in the resolution as set out at item no. 2 of the Notice.

Date: July 03, 2026
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

ANNEXURE-A

Disclosure in terms of Clause 1.2.5 of Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India with respect to Director being appointed as set out in the Notice of Annual General Meeting

Particulars	**Details of Mr. Cchatardeep Dua**
Age	40 Years
Qualifications	Mr. Cchatardeep Dua has successfully cleared the Chartered Accountancy examinations conducted by the Institute of Chartered Accountants of India (ICAI). He completed Executive Education in Finance from the Indian Institute of Management (IIM), Calcutta and holds a Bachelor's degree in Commerce from Delhi University.
Experience	More than 16 Years
Terms and conditions of appointment/ re-appointment	Appointment as Non-Executive Nominee Director
Remuneration last drawn	Nil
Remuneration sought to be paid	Nil
Date of first appointment on the Board	June 28, 2026
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the Year	Nil
Other Directorships, Membership/ Chairpersonship of Committee of other Boards	Nil

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 11th AGM of the Company, to be held on **Tuesday, July 28, 2026 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, 2026 together with the reports of the Board of Directors and Auditors thereon

Special Business:

2. To approve the appointment of Mr. Cchatardeep Dua (DIN: 11730323) as a Non-Executive Nominee Director of the Company.

Affix Revenue Stamp here

Signed this _____day of _____, 2026

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 11th Annual General Meeting of the Company, held on **Tuesday, July 28, 2026 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).

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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.