



Date: 09th August, 2022

To,
The Manager – CRD,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: 508954

Subject: Notice of Annual General Meeting to be held on Monday, 05th September, 2022.

Dear Sir,

We are enclosing herewith Notice of the 38th Annual General Meeting of the Company, which is scheduled to be held on Monday, 05th September, 2022 at 2.00 p.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

Kindly take the same on your records.

Thanking you.

For Finkurve Financial Services Limited



Sunny Parekh
Company Secretary & Compliance Officer
Membership Number: ACS 32611

Encl. As above

Arvog
FINANCE

Finkurve Financial Services Limited
CIN: L65990MH1984PLC032403

Registered Office: 202/A, 02nd Floor, Trade World, D - Wing, Kamala Mills Compound, S.B. Marg, Lower Parel (west), Mumbai - 400013, INDIA.
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NOTICE

Notice is hereby given that the 38th Annual General Meeting ('AGM') of the Members of Finkurve Financial Services Limited ("The Company") will be held on Monday, 05th day of September, 2022 at 2.00 P. M. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Audited Standalone and Consolidated Financial Statements

To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022, together with the Reports of the Board of Directors and Auditors thereon.

Item No. 2 - Re-appointment of Mr. Priyank Kothari (DIN: 07676104) as Director liable to retire by rotation

To appoint a director in place of Mr. Priyank Kothari (DIN: 07676104), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3 - Approval of Material Related Party Transactions pertaining to Financial Transactions with Related Parties from the conclusion of 38th Annual General Meeting till the conclusion of 39th Annual General Meeting to be held in the Year 2023.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT in supersession with all earlier resolutions passed in this regard, pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (hereinafter referred to as “SEBI Listing Regulations”) and Section 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approvals, consents, permissions and/ or sanctions which

may be agreed to by the Board of Directors of the Company, 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 include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) for entering into and/ or carrying out and/or continuing with contracts, arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with Related Parties, whether individually and/or in the aggregate, including Material Related Party Transactions, i.e. exceeding 10% of the Annual Consolidated Turnover as per the Company’s last Audited Financial Statements or any other materiality threshold as may be applicable under law/ SEBI Regulations from time to time, as per details given below:

Nature of Transaction: Granting and / or acceptance of Loan in Ordinary Course of Business

Duration: From conclusion of the 38th Annual General Meeting till conclusion of the 39th Annual General Meeting to be held in the year 2023.

Sr No.	Name of the Related Party	Nature of Relationship	Principal Amount alongwith Interest outstanding at any given point in time (Rs. In Crore)
1.	M/s. Aranath Real Estate Private Limited (Formerly known as Renaissance Fincon Private Limited)	A Private Company in which relative of Director is a Director	50.00
2.	M/s. Augmont Goldtech Private Limited (Formerly known as Augmont Precious Metals Private Limited)	A Private Company in which Director is a Director	10.00
3.	M/s. Badami Investment	A Partnership Firm in which Director is a Partner	70.00
4.	M/s. Haven Infoline Private Limited	A Private Company in which Director is a Director	10.00
5.	M/s. Kevin and Mike Consultancy	A Partnership Firm in which Director is a Partner	5.00
6.	M/s. Krish Dreams Home Private Limited	A Private Company in which relative of Director is a Director	10.00
7.	M/s. Pratvick Hospitality LLP	A Limited Liability Partnership in which Director is a Partner	2.00
8.	M/s. Augmont Enterprises Private Limited	A Private Company in which Director is a Director	50.00
9.	M/s. HR Commercials Private Limited	A Private Company in which Director is a Director	15.00

10.	M/s. Badami Trading LLP	A Limited Liability Partnership in which Director is a Partner	20.00
11.	M/s. RSBL Builders LLP	A Limited Liability Partnership in which Director is a Partner	30.00

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, to finalise the terms and conditions of the transactions with the aforesaid parties, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.”

Item No. 4 - Approval of Material Related Party Transactions pertaining to payment of Commission and other charges to Augmont Goldtech Private Limited from the conclusion of 38th Annual General Meeting till the conclusion of 39th Annual General Meeting to be held in the Year 2023.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in supersession with all earlier resolutions passed in this regard, pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (hereinafter referred to as “SEBI Listing Regulations”) and Section 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approvals, consents, permissions and/ or sanctions which may be agreed to by the Board of Directors of the Company, 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 include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) for entering into and/ or carrying out and/or continuing with contracts, arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with Related Parties, whether individually and/or in the aggregate, including Material Related Party Transactions, i.e. exceeding 10% of the annual consolidated turnover as per the Company’s last Audited Financial Statements or any other materiality threshold as may be applicable under law/ SEBI Regulations from time to time, as per details given below:

Nature of Transaction: Commission & Other charges (Expense)

Duration: From conclusion of the 38th Annual General Meeting till conclusion of the 39th Annual General Meeting to be held in the year 2023.

S No.	Name of the Related Party	Nature of Relationship	Nature of Transaction	Duration	Amount up to (Rs. In Crore)
1.	M/s. Augmont Goldtech Private Limited (Formerly known as Augmont Precious Metals Private Limited)	A Private Company in which Director is a Director	Commission & Other charges (Expense)	FY 2022-23	20.00

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, to finalise the terms and conditions of the transactions with the aforesaid parties, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.”

Item No. 5 - To appoint Mr. Dharmesh Lalitkumar Trivedi (DIN: 03619491), as Non-Executive Independent Director of the Company

To consider, and if thought fit, to pass, the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Dharmesh Lalitkumar Trivedi (DIN: 03619491), who was appointed as an Additional Independent Director of the Company with effect from 07th June, 2022 to hold the office of Independent Director up to the date of the ensuing Annual General Meeting of the Company and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of Five (05) consecutive years with effect from 07th June, 2022 till 06th June, 2027 on the Board of the Company.

RESOLVED FURTHER THAT the Board of Directors (including its committee thereof) and/or Company Secretary of the Company be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Item No. 6 - Re-appointment of Mr. Nishant Tolchand Ranka (DIN: 06609705) as Independent Director of the Company:

To consider, and if thought fit, to pass, the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Nishant Tolchand Ranka (DIN: 06609705), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years i.e. from 07th March, 2023 till 06th March, 2028 on the Board of the Company.

FURTHER RESOLVED THAT the Board of Directors or any Committee thereof be and is hereby authorized to accept any other name approved by the relevant Regulatory Authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval.”

Item No. 7 - To issue Non – Convertible Debentures on Private Placement Basis:

To consider, and if thought fit, to pass, the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 42, Section 71 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment to any of the foregoing and other applicable rules / regulations / guidelines and provisions of the Articles of Association of the Company, consent of the

Members 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) to offer or issue Redeemable Non-Convertible Debentures (NCDs), secured or unsecured in one or more series / tranches including the debentures already issued, aggregating up to an amount not exceeding Rs. 200 Crore (Rupees Two Hundred Crore Only) on a Private Placement basis, during a period of One (01) year from the date of passing this resolution, on such terms and conditions, as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said NCDs be issued, the consideration for the issue, utilisation of the issue proceeds and all matters connected with or incidental thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise and execute all deeds, documents and writings as may be necessary, desirable or expedient, and to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to delegate all or any of these powers to the Director(s) or any other Officer(s) of the Company or to any other person.”

Item No. 8 - To approve power to borrow funds pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, not exceeding Rs. 600 Crore (Rupees Six Hundred Crore Only)

To consider, and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of all earlier resolutions passed on the matter and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), and the relevant regulations/directions as may be prescribed from time to time (including any amendment(s), modification(s) thereof) and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company to borrow by obtaining loans, overdraft facilities, lines of credit, commercial papers, nonconvertible debentures, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, Insurance Companies, Mutual Funds or other Corporates or other eligible investors, including by way of availing credit limits through Non-Fund based limits i.e. Bank Guarantee, Letter of Credit, etc. or by any other means as deemed fit by it, against the security of term deposits, movables, immovable or such other assets as may be required or as unsecured, at any time or from time to time, any sum or sums of money(ies) which together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), exceeding the aggregate of paid-up share capital of the Company, its free reserves and

Securities Premium, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 600 Crore (Rupees Six Hundred Crore only).

RESOLVED FURTHER THAT the Board of Directors or such person/s or such committee (by whatever name called), as may be authorized by the Board in this regards, be and are hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required.”

Item No. 9 - To increase the overall managerial remuneration of the Directors of the company.

To consider, and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee, approval of the Members of the Company be and is hereby accorded to increase the overall limit of managerial remuneration payable beyond specified limits under Section 197 of Companies Act 2013 in respect of Financial year 2021-22 as per notification issued by Ministry of Corporate Affairs (MCA) dated 12th September 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013 thereby Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time director or a Manager without the approval of the Central Government but by the approval of Members in the general meeting via special resolution .

RESOLVED FURTHER THAT the Board of Directors (including its committee thereof) and/or Company Secretary of the Company be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**By order of the Board of Directors
For Finkurve Financial Services Limited**

**Place: Mumbai
Date: 08th August, 2022**

**Sd/-
Ketan B. Kothari
Chairman
(DIN:00230725)**

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM of the Company through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at

www.arvog.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, 02nd September, 2022 at 09:00 A.M. and ends on Sunday, 04th September, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 26th August, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the cut-off date, being 26th August, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:


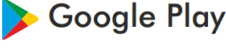


Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting

	<p>during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>   </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in



	progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@mayankarora.co.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to finkurvefinancial@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to finkurvefinancial@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at

step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at finkurvefinancial@gmail.com. The same will be replied by the company suitably.

COMPANIES ACT, 2013 (“The Act”)

The Following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3

The Company enters into various Non Banking Financial Transactions with Related Parties from time to time. These transactions usually occur on a repetitive basis and are expected to exceed the prescribed threshold limits under the Listing Regulations so as to qualify as Material Related Party transactions. Until FY 2020-21 the turnover of Arvog Forex Private Limited, the Subsidiary of the Company was consolidated in the books of the Company. The Annual Consolidated Turnover of the Company was such that the transactions as proposed in the Resolutions of the Notice never exceeded the 10% limit respectively to qualify as material related party transactions. In FY 2021-22, the Company sold its entire stake held in Arvog Forex Private Limited and therefore it ceased to be a subsidiary of the Company. As a result, and also due to the fact that the Company is an NBFC, the proposed Related Party Transactions as stated in the Resolutions of the Notice are expected to qualify as Material Related Party transactions considering the turnover of the Company for the previous Financial Year i.e. FY 2021-22 and also that the turnover of the Company comprises of mainly interest and other financial income leaving aside the aggregate financial transactions.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (“Listing Regulations”) read with SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated 08th April, 2022, all Related Party Transactions shall require prior approval of the Audit Committee and all Material Transactions with related parties require approval of the Members of the Company through Ordinary Resolution. A transaction with a Related Party shall be considered material under the Listing Regulations, if the transaction(s) in a contract to be entered into individually or taken together with previous transactions during a Financial Year, exceeds 10% of the Annual Consolidated Turnover of the Company as per the last Audited Financial Statements of the Company or any other materiality threshold prescribed by any other applicable law.

Further, Section 188 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no Company shall enter into transactions with a Related Party except with the consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm’s length basis.

The Company proposes to enter into transactions with Related Parties as provided in Resolution No. 3, from time to time, at the agreed terms of the transactions between the

parties. The said transactions with the Related Parties as per Resolution No. 3 are to be held at arm's length and in the ordinary course of business of the Company.

The Audit Committee has approved the said Related Party Transactions which were placed before it at its meeting held on 30th May, 2022 and has noted that these transactions are in the ordinary course of business and all the transactions are at arm's length. Further, the said transactions qualify as Material Related Party Transactions under the Listing Regulations. Accordingly, the Members' approval is sought for the same which shall be valid from the conclusion of 38th Annual General Meeting till the conclusion of the 39th Annual General Meeting to be held in the year 2023.

Information relating to transactions viz. names of the related parties and relationships, monetary value of the transactions are mentioned in the resolution. The terms are determined from contract to contract, as agreed between the parties.

The Board has unanimously approved the above proposal at its meeting held on 08th August, 2022.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the resolution except Mr. Ketan Kothari and Mr. Narendra Jain.

The Directors recommend the Resolution No. 3 of the Notice for approval of the Members by way of an Ordinary Resolution.

Additional Information on the proposed Related Party Transactions under the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662

Item No. 3

a. Justification why the proposed transaction is in the interest of the Company:

The Company being an NBFC, provides inter-corporate loans business, loan against gold and various other loans to different entities/individuals in its normal course of business. Therefore, All the proposed transactions which are to be entered into by the Company with its Related Parties in the ordinary course of business and at arm's length contributes to the business of the Company and so are commercially beneficial to the Company.

b. Valuation report or other external report relied upon in relation to the proposed transaction:

The Company has been regularly transacting with the parties on the basis of various external information and market practices in relation to the proposed transactions.

c. Information if the transaction relates to loans, ICD, Advances or Investments:

i. Whether any indebtedness is incurred to make or give loans, etc.:

The Company being an NBFC has incurred indebtedness which is in the ordinary course of business and in furtherance to its main business activity. There is no specific indebtedness incurred in relation to the proposed transactions.

ii. Applicable terms of the proposed transactions:

- a. **Tenure:** The approval sought shall be valid from the conclusion of the 38th Annual General Meeting till the conclusion of the 39th Annual General Meeting to be held in the year 2023; however, the proposed transactions are continuous in nature and are generally made on demand.
- b. **Interest Rate:** As per prevailing market rates/ conditions.
- c. **Repayment:** On demand or Fixed tenure
- d. **Secured / Unsecured:** Both
- e. **Nature of security:** Movable Assets, Immovable Assets, Current Assets, Fix Assets, etc.

iii. The purpose for which the funds will be utilised by the ultimate beneficiary of such funds:

The funds shall be utilised by the ultimate beneficiary towards its main business activity.

Item No. 4:

The proposed transaction as mentioned in Resolution No. 4 is in reference to the Services Agreement entered into by the Company with M/s. Augmont Goldtech Private Limited (“AGTPL”) wherein AGTPL handles the end to end operations of the Company’s Gold Loan Product and is therefore entitled for the Commission and Other Charges in lieu of its services rendered to the Company.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (“Listing Regulations”) read with SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated 08th April, 2022, all Related Party Transactions shall require prior approval of the Audit Committee and all material transactions with Related Parties require approval of the Members of the Company through Ordinary Resolution. A transaction with a Related Party shall be considered material under the Listing Regulations, if the transaction(s) in a contract to be entered into individually or taken together with previous transactions during a Financial Year, exceeds 10% of the annual consolidated turnover of the Company as per the last Audited Financial Statements of the Company or any other materiality threshold prescribed by any law other applicable law.

Further, Section 188 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no Company shall enter into transactions with a Related Party except with the consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm’s length basis.

The Company proposes to enter into transactions with Related Parties as provided in Resolution No. 4, from time to time, at the agreed terms of the transactions between the parties. The said transactions with the Related Parties as per Resolution No. 4 are to be held at arm's length and in the Ordinary Course of business of the Company.

The Audit Committee has approved the said Related Party Transactions which were placed before it at its meeting held on 30th May, 2022 and has noted that these transactions are in the Ordinary Course of business and all the transactions are at arm's length. Further, the said transactions qualify as Material Related Party Transactions under the Listing Regulations. Accordingly, the Members' approval is sought for the same which shall be valid from the conclusion of 38th Annual General Meeting till the conclusion of the 39th Annual General Meeting to be held in the year 2023.

Information relating to transactions viz. names of the related parties and relationships, monetary value of the transactions are mentioned in the resolution. The terms are determined from contract to contract, as agreed between the parties.

The Board has unanimously approved the above proposal at its meeting held on 08th August, 2022.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the resolution except Mr. Ketan Kothari.

The Directors recommend the Resolution No. 4 of the Notice for approval of the Members by way of an Ordinary Resolution.

Additional Information on the proposed Related Party Transactions under the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662

Item No. 4

a. Justification why the proposed transaction is in the interest of the Company:

The proposed transaction as mentioned in Resolution No. 4 is in reference to the Gold Loan Product of the Company wherein Augmont Goldtech Private Limited handles the end to end operations of such Product and is therefore entitled for the commission and other charges in lieu of its services rendered to the Company. The services availed by the Company facilitates it to cater into gold loan segment and thereby tap new opportunities.

b. Valuation report or other external report relied upon in relation to the proposed transaction:

The Company has entered into the Service Agreement with Augmont Goldtech Private Limited on the basis of external reports & market practices followed by other NBFCs/ Banks with respect to loan against gold product.

Item No. 5

Pursuant to the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company at its meeting held on 07th June, 2022, appointed Mr. Dharmesh Lalitkumar Trivedi as an Additional Independent Director of the Company, not liable to retire by rotation, with effect from 07th June, 2022, to hold the office of Independent Director for a term of 05 (Five) consecutive years commencing on 07th June, 2022 and ending on 06th June, 2027, subject to the approval of Members in the ensuing Annual General Meeting.

Mr. Dharmesh Lalitkumar Trivedi meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations and is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Dharmesh Lalitkumar Trivedi for the office of Independent Director of the Company, not liable to retire by rotation.

Brief profile of Mr. Dharmesh Lalitkumar Trivedi and the additional information in respect of pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given in Annexure A to this Notice. A copy of the draft letter of appointment of Mr. Dharmesh Lalitkumar Trivedi as an Independent Director setting out the terms and conditions of appointment will be available for inspection upto the date of AGM.

The Board considers that Mr. Dharmesh Lalitkumar Trivedi's appointment is independent of the management of the Company and his association would be of immense benefit to the Company. Hence, the Board recommends the Special resolution set out at Item No. 5 of this Notice for approval of the Members of the Company.

The Board has unanimously approved the above proposal at its meeting held on 08th August, 2022.

Except Mr. Dharmesh Lalitkumar Trivedi being the appointee under this resolution, none of the other Directors and Key Managerial Personnel of the Company and their relatives are

concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice.

Item no. 6

Mr. Nishant Tolchand Ranka (DIN:06609705) was appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Nishant Tolchand Ranka as Independent Director for a second term of 05 (Five) consecutive years i.e. from 07th March, 2023 to 06th March, 2028 on the Board of the Company. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of Nomination and Remuneration Committee, considers that, given the background and experience and contributions made by him during his tenure, the continued association of Mr. Nishant Tolchand Ranka would be beneficial to the Company and it is desirable to continue to avail his service as Independent Director. Accordingly, it is proposed to re-appoint Mr. Nishant Tolchand Ranka as Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 05 (Five) consecutive years i.e. from 07th March, 2023 to 06th March, 2028 on the Board of the Company. Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) inter alia prescribe that an Independent Director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to 05 (Five) consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the company and disclosure of such appointment in its Board’s report. Section 149(11) provides that an Independent Director may hold office for up to two consecutive terms. Mr. Nishant Tolchand Ranka is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Nishant Tolchand Ranka for the office of Independent Directors of the Company. The Company has also received declaration from Mr. Nishant Tolchand Ranka that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Mr. Nishant Tolchand Ranka fulfils the condition for appointment as Independent Directors as specified in the Act and the Listing Regulations. Mr. Nishant Tolchand Ranka is independent of the management.

Details of Director whose re-appointment as Independent Director is proposed at Item No. 6, is provided in the “Annexure A” to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India. Copy of draft letter of appointment of Mr. Nishant Tolchand setting out the terms and conditions of appointment is available for inspection by the Members at the Registered Office of the Company.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

The Board has unanimously approved the above proposal at its meeting held on 08th August, 2022.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice

The Brief resume of Mr. Nishant Tolchand Ranka is given below:

Name of the Appointee	Mr. Nishant Tolchand Ranka
Designation	Independent Director
Age (in Years)	41 years
Qualification & Nature of Expertise	Mr. Nishant Tolchand Ranka is a qualified Chartered Accountant from the Institute of Chartered Accountants of India. He has an experience of over 17 years in the field of Accountancy and Finance.
Date of Appointment	07 th March, 2018
Shareholding in the Company	Nil
Other Directorships (Independent)	Supama Financial Services Limited
Committee Chairmanships	02
Committee Memberships	Nil

Item No. 7

In order to augment long term resources for financing, inter alia, for the strategic business expansion in future and for general corporate purposes, the Company is planning to mobilize funds through issue of Non-Convertible Debentures.

It is proposed to offer or invite subscriptions for NCDs on private placement basis, in one or more tranches, during the period of one year from the date of passing of this special resolution by the members upto Rs. 200 Crore (Rupees Two Hundred Crore Only) including the debentures already issued, as may be approved by the Members from time to time, with

the authority to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by Resolution No. 3 to determine the terms and conditions including the issue price of NCDs, interest, repayment, security or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental hereto as the Board shall in its absolute discretion deems fit, without being required to seek any further consent or approval from Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the resolution.

As per the provisions of Section 42 of the Companies Act, 2013 (“the Act”) and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company offering or making an invitation to subscribe to Redeemable Non-Convertible Debentures (NCDs) secured or unsecured on a Private Placement basis is required to obtain prior approval of the Members by way of Special Resolution. Such approval by a Special resolution can be obtained once a year for all the offer(s) and invitation(s) for such NCDs to be made during the year. Accordingly, the approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any of the Act and its Rules there under as set out in Item No. 7 appended to this notice.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

The Board has unanimously approved the above proposal at its meeting held on 08th August, 2022.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice

Item no. 8

The Shareholders of the Company at their meeting held on 30th September, 2015 considered and authorized the Company to Borrow upto Rs. 500 Crore (Rupees Five Hundred Crore Only) by way of Inter Corporate Deposits, Long Term Loans, and External Commercial Borrowings or

through issue of any securities, instruments, etc. pursuant to Section 180(1)(c) and other applicable provisions, if any, of Companies Act, 2013. Considering the requirement of the Company, it is proposed to increase the said limit of borrowings to Rs. 600 Crore (Rupees Six Hundred Crore Only) including the existing borrowings already made by the Company.

The provisions of Section 180 of the Companies Act, 2013 requires the Companies to pass Special resolution to authorize the Board to borrow funds which will exceed the aggregate of the paid-up capital and free reserves. In view thereof, it is proposed to obtain a fresh approval of Shareholders by a Special Resolution.

The resolution as above is placed before the shareholders for approval.

The Board has unanimously approved the above proposal at its meeting held on 08th August, 2022.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of the Resolution.

The Board of Directors recommends resolution as set out in the notice for approval of the members of the Company by way of a Special Resolution.

Item no. 9

As per Section 197 of the Companies Act, 2013, total managerial remuneration payable by the Company to its directors, including Managing Director and Whole-Time Director and its manager in respect of any financial year may be given to maximum permissible limit as per the provisions laid down in Section 198 of the Companies Act, 2013, provided that the same has been approved by the shareholders of the Company by way of Special Resolution. Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 08th August, 2022, recommended to increase in overall limit of managerial remuneration payable by the Company in respect of financial year 2021-22 beyond specified limits under Section 197 and computed in the manner laid down in Section 198 of the Companies Act, 2013.

Accordingly, the Board recommends the resolution set out at item no. 9 for approval of Members as Special resolution.

The Board has unanimously approved the above proposal at its meeting held on 08th August, 2022.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Priyank Rakesh Kothari and Mr. Narendra Champalal Jain is in any way concerned or interested, in the said resolution.

**By order of the Board of Directors
For Finkurve Financial Services Limited**

**Place: Mumbai
Date: 08th August, 2022**

Sd/-
Ketan B. Kothari
Chairman
(DIN:00230725)

ANNEXURE A

Brief Profile of Mr. Dharmesh Lalit Kumar Trivedi

Mr. Dharmesh Lalit Kumar Trivedi (B. Com, CA and LLB) is a Registered Valuer with Insolvency and Bankruptcy Board of India for the Category of Financial assets or securities and has been doing valuation assignments for startups, companies raising capital, valuation under Ind AS, Business/Enterprise Valuation and Brand Valuations.

He has overall 30 years of Industry experience in the field of Finance, treasury, audit, MIS, systems etc in various companies.

Brief Profile of Mr. Nishant Ranka:

Mr. Nishant Ranka is a qualified Chartered Accountant from Institute of Chartered Accountants of India. He has an experience of over 17 years in the field of Accountancy and Finance.

Details pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings:

Name of the Director	Mr. Dharmesh Lalitkumar Trivedi	Mr. Nishant Ranka
Date of Birth & Age	23 rd October, 1963, 58 Years	16 th September, 1980, 41 Years
Date of First Appointment	07 th June, 2022	07 th March, 2018
Relationship with Directors and Key Managerial Personnel	Mr. Dharmesh Lalitkumar Trivedi is not related to any Directors on the Board of the Company.	Mr. Nishant Ranka is not related to any Director on the Board of the Company.
Expertise in specific functional area	Mr. Dharmesh Lalit Kumar Trivedi (B. Com, CA and LLB) is a Registered Valuer with Insolvency and Bankruptcy Board of India for the Category of Financial assets or securities and has been doing valuation assignments for startups, companies raising capital, valuation under Ind AS, Business/Enterprise Valuation and Brand Valuations. He has overall 30 years of Industry experience in the field	Mr. Nishant Tolchand Ranka is a qualified Chartered Accountant from the Institute of Chartered Accountants of India. He has an experience of over 17 years in the field of Accountancy and Finance.

	of Finance, treasury, audit, MIS, systems etc in various companies.	
Qualification(s)	B. Com, Chartered Accountant and LLB	B.com and Chartered Accountant
Board Membership of other listed Companies	None	None
Chairmanships/Memberships of the Committees of other public limited companies	None	Chairmanship : 02 (Two) Membership : Nil
Shareholding in the Company	Nil	Nil
Number of Board Meetings Attended during the financial year 2021-22	0 of 0	9 of 9
Terms and Conditions of Appointment	Non-Executive, Independent Director, not liable to retire by rotation	Non-Executive, Independent Director, not liable to retire by rotation