

Date: 30th August, 2023

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 Friday, 29th September, 2023.

Dear Sir,

We are enclosing herewith Notice of the 39th Annual General Meeting of the Company, which is scheduled to be held on Friday, 29th September, 2023 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

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
Tel: +91 224 2441200 | Email: mail@arvog.com / finkurvefinancial@gmail.com | Web: www.arvog.com



NOTICE

Notice is hereby given that the 39th Annual General Meeting ('AGM') of the Members of Finkurve Financial Services Limited ("The Company") will be held on Friday, 29th day of September, 2023 at 2.00 p.m. Indian Standard Time ("IST"), through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1 – Approval and Adoption of Audited Financial Statements of the Company for the year ended March 31, 2023 along with Auditor's Report and Board's Report:

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

"RESOLVED THAT the audited Financial Statements of the Company for the financial year ended March 31, 2023 including Balance Sheet as at March 31, 2023, Statement of Profit and Loss as at March 31, 2023 and Statement of Cash Flows for the year ended as on that date, together with other statements and notes forming part of financial statements and the reports of Auditors and Directors, as circulated to the members and laid before meeting, be and are hereby received, considered, approved and adopted."

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

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

"RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013, Mr. Priyank Kothari (DIN: 07676104), who retires by rotation at the 39th Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

Item No. 3 – To Approve Material Related Party Transactions pertaining to Financial Transactions with Related Parties from the conclusion of 39th Annual General Meeting till the conclusion of 40th Annual General Meeting to be held in the Year 2024.

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

"RESOLVED THAT 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 39th Annual General Meeting till conclusion of the 40th Annual General Meeting to be held in the year 2024.

Sr No.	Name of the Related Party	Nature of Relationship	Principal Amount alongwith Interest outstanding at any given point in time (₹ In Crore)
1.	M/s. Aranath Real Estate Private Limited	A Private Company in which relative of Director is a director	50.00
2.	M/s. Augmont Goldtech Private Limited	A Private Company in which Director is a director	100.00
3.	M/s. Augmont Enterprises Private Limited	A Private Company in which Director is a director	50.00
4.	M/s. HR Commercials Private Limited	A Private Company in which Director is a director	10.00

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 – To Approve of Material Related Party Transactions pertaining to payment of Service Fees and other charges to M/s. Augmont Goldtech Private Limited from the conclusion of 39th Annual General Meeting till the conclusion of 40th Annual General Meeting to be held in the Year 2024.

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

“**RESOLVED THAT** 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: Service Fees & Other charges (Expense)

Duration: From conclusion of the 39th Annual General Meeting till conclusion of the 40th Annual General Meeting to be held in the year 2024.

S No.	Name of the Related Party	Nature of Relationship	Nature of Transaction	Amount up to (₹ In Crore)
1.	M/s. Augmont Goldtech Private Limited	A Private Company in which Director is a director	Service Fee & Other charges (Expense)	50.00

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 – Re-classification of Promoters or member of Promoter Group of the Company.

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

"RESOLVED THAT pursuant to the provisions of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements), 2015 and any other relevant provisions, including any modification(s) or re-enactments(s) thereof for the time being in force, and subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary, the approval of the members be and is hereby accorded for re-classification of following persons forming part of Promoter Group from "Promoter & Promoter Group Category" to "Public Category":



1. Mrs. Kalawati Kothari
2. Mrs. Devkumari Kothari

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to the forgoing resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under the forgoing resolution to any committee of the Board or to any director(s) of the Company as it may consider appropriate, including authorisation for submitting/filing of necessary application(s), form(s) and return(s) with the Registrar of Companies, Mumbai, Ministry of Corporate affairs, Stock Exchange and any other concerned authorities, as may be necessary, and to do all such acts, deeds and things as may be expedient or desirable to give effect to the forgoing resolution.”

Item No. 6 – To Increase Authorized Share Capital of the Company and Alter the Capital Clause of the Memorandum of Association

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, read with Section 61 and 64 of the Companies Act, 2013, Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 (including any amendment(s) thereto or re-enactment thereof) and applicable provisions of the Memorandum and Articles of Association of the Company, consent be and is hereby accorded, to increase the Authorized Share Capital of the Company from ₹ 13,00,00,000/- (Rupees Thirteen Crores Only) divided into 13,00,00,000/- (Thirteen Crores) Equity Shares of ₹ 1/- each (Rupees One Only) to ₹ 14,00,00,000/- (Rupees Fourteen Crores Only) divided into 14,00,00,000/- (Fourteen Crores) Equity Shares of ₹ 1/- each (Rupees One Only) by addition to 1,00,00,000 (One Crore) Equity Shares of ₹ 1/- each (Rupees One Only) ranking *pari passu* in all respect with the existing shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013, consent of the Members be and is hereby accorded to substitute the existing Clause V of the Memorandum of Association of the Company, relating to the Authorized Share Capital, with the following new Clause V:

V. The Authorised share capital of the Company is ₹ 14,00,00,000/- (Rupees Fourteen Crores Only) divided into 14,00,00,000/- (Fourteen Crores) Equity Shares of ₹ 1/- each (Rupees One Only)

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary action for giving effect to the aforesaid resolution and to do all such acts and deeds as may be required from time to time in this regard.”



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 ₹ 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 ₹ 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 ₹ 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 any Financial year 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 where in any Financial Year, the Company has no profits or profits are inadequate, the overall managerial remuneration paid to Directors shall not exceed ₹ 1,00,00,000/- (Rupees One Crore Only).

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. 10 – To adopt a new set of Memorandum of Association ('MOA') of the Company as per Companies Act, 2013



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

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 (the ‘Act’), read with the Companies (Incorporation) Rules, 2014, and any other applicable provisions, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, the consent of the members of the Company be and is hereby accorded to substitute the existing Memorandum of Association of the Company with a new set of Memorandum of Association (MOA) as per the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary and expedient for the purpose of giving effect to the foregoing resolution.”

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

**Place: Mumbai
Date: 30th August, 2023**

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



NOTES:

1. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No. 10/2022 dated 28th December, 2022, other Circulars issued by the Ministry of Corporate Affairs (“MCA”) from time to time, and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by SEBI (“the Circulars”), companies are allowed to hold AGM through video conference/other audio visual means (“VC/OAVM”) upto 30th September, 2023, without the physical presence of member. The AGM of the Company is being held through VC/OAVM, and video recording and transcript of the same shall be made available on the website of the Company. National Securities Depository Limited (“NSDL”) will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM and e-voting during the AGM.
2. As the AGM will be conducted through VC/OAVM, the facility for appointment of proxy by the members is not available for this AGM and hence, the proxy form is not annexed to this Notice. Further, attendance slip including route map is not annexed to this Notice.
3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Authorised representatives of the corporate members intending to participate in the AGM pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy (in PDF/JPG format) of the relevant Board Resolution/Authority Letter, etc. authorising them to attend the AGM, by email to finkurvefinancial@gmail.com.
5. In compliance with the Circulars, Notice of the AGM along with the Annual Report for the financial year 2022-23 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depository Participants (“DPs”).

In case any Member is desirous of obtaining physical copy of the Annual Report for the financial year 2022-23 and Notice of the 39th AGM of the Company, he/she may send a request to the Company by writing at finkurvefinancial@gmail.com with mentioning their DP ID and Client ID/folio no.

Members may note that the Notice and the Annual Report for the financial year 2022-23 will also be available on the Company’s website at www.arvog.com, websites of the Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com, and on the website of NSDL at www.evoting.nsdl.com.

6. 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.
7. 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.

- Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at finkurvefinancial@gmail.com between September 22, 2023 (9:00 a.m. IST) to September 24, 2023 (5:00 p.m. IST). The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the AGM. Further, the sequence in which the shareholders will be called upon to speak will be solely determined by the Company.

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

The remote e-voting period begins on Tuesday, 26th September, 2023 at 09:00 A.M. and ends on Thursday, 28th September, 2023 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. 22nd September, 2023 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 22nd September, 2023.

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.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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



	<p>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.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 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. 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 during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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



	<p>www.cdslindia.com and click on New System Myeasi. Tab and then user your existing my easi username & password.</p> <ol style="list-style-type: none"> 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>



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 022 - 4886 7000 and 022 - 2499 7000
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***
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5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:
- 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.
 - Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.
 - 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?

- 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.
- 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.
6. Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at



finkurvefinancial@gmail.com between September 22, 2023 (9:00 a.m. IST) to September 24, 2023 (5:00 p.m. IST). The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the AGM. Further, the sequence in which the shareholders will be called upon to speak will be solely determined by the Company.



**STATEMENT PURSUANT TO SECTION 102(1) OF THE 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.

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 20th May, 2023 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 39th Annual General Meeting till the conclusion of the 40th Annual General Meeting to be held in the year 2024.

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.



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 39th Annual General Meeting till the conclusion of the 40th Annual General Meeting to be held in the year 2024; 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 acts as the Loan Service Provider and handles the end-to-end operations of the Company's Gold Loan Product and is therefore entitled for the Service Fee, reimbursement 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 20th May, 2023 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 39th Annual General Meeting till the conclusion of the 40th Annual General Meeting to be held in the year 2024.

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.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the resolution except Mr. Ketan Kothari, Mr. Narendra Jain and Mr. Priyank 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 acts as the Loan Service Provider and handles the end-to-end operations of such Product and is therefore entitled for the Service Fee, reimbursement 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

The Company had received requests from (i) Mrs. Devkumari Kothari (ii) Mrs. Kalawati Kothari, Promoters of the Company, for their reclassification from 'Promoter' Category to 'Public' category under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015"). The following are the details regarding their respective shareholding in the Company:

Sr No.	Name of the Promoter	No. of shares held	Percentage (%)
1.	Mrs. Devkumari Manekchand Kothari	71,270	0.06
2.	Mrs. Kalawati Prithviraj Kothari	69,92,600	5.51
	Total	70,63,870	5.57

Pursuant to the provisions of Regulation 31A(3)(b) of Listing Regulations, both, Mrs. Devkumari Kothari and Mrs. Kalawati Kothari, seeking reclassification individually confirmed through their respective request letters that:

- i) She, do not hold more than ten per cent of the total Voting Rights in the Company;
- ii) She does not exercise control over the affairs of the Company directly or indirectly;
- iii) She does not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv) She does not represent on the Board of Directors (including not having a Nominee Director) of the Company;
- v) she does not act as a Key Managerial Person in the Company;
- vi) She is not 'wilful defaulter' as per the Reserve Bank of India Guidelines;
- vii) She is not fugitive economic offender.

Further, they have confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A of Listing Regulations.



The said requests for reclassification were considered, analyzed and approved by the Board of Directors at its meeting held on Friday 30th June, 2023, subject to the approval of shareholders of the Company & any other Statutory Authority, in this regard, which inter-alia include BSE Limited. Accordingly, the approval of shareholders of the Company is being sought on same.

The Promoter shareholding in the Company after considering the reclassification as per Item no. 5, the same would be 49.03%.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Priyank Kothari and Mr. Ketan Kothari and their relatives, has any concern or interest, financial or otherwise, in the resolution.

The Directors recommend the Resolution No. 5 of the Notice for approval of the Members by way of an Ordinary Resolution.

Item No. 6

The present Authorised Share Capital of the Company is ₹ 13,00,00,000/- (Rupees Thirteen Crores Only) divided into 13,00,00,000/- (Thirteen Crores) Equity Shares of ₹ 1/- each (Rupees One Only) and Paid-up Capital of the Company is ₹ 12,68,58,198/- (Rupees Twelve Crores Sixty Eight Lakhs Fifty Eight Thousand One Hundred and Ninety Eight Only) divided into 12,68,58,198/- (Twelve Crores Sixty Eight Lakhs Fifty Eight Thousand One Hundred and Ninety Eight) Equity Shares of ₹ 1/- each (Rupees One Only). The Company may require to raise further capital for the growth of business and its working capital requirements hence it considered necessary to increase the Authorized Share Capital of the Company from ₹ 13,00,00,000/- (Rupees Thirteen Crores Only) divided into 13,00,00,000/- (Thirteen Crores) Equity Shares of ₹ 1/- each (Rupees One Only) to ₹ 14,00,00,000/- (Rupees Fourteen Crores Only) divided into 14,00,00,000/- (Fourteen Crores) Equity Shares of ₹ 1/- each (Rupees One Only) by addition to 1,00,00,000 (One Crore) Equity Shares of ₹ 1/- each (Rupees One Only) ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company, subject to shareholders approval.

Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association of the Company.

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 Directors recommend the Resolution No. 6 of the Notice for approval of the Members by way of an Ordinary Resolution.

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 ₹ 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. 7 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.

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.

The Directors recommend the Resolution No. 7 of the Notice for approval of the Members by way of a Special Resolution.

Item no. 8

The Shareholders of the Company at their meeting held on 30th September, 2015 considered and authorized the Company to Borrow upto ₹ 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 ₹ 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.



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. 8 of the Notice.

The Directors recommend the Resolution No. 8 of the Notice for approval of the Members 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/Ordinary Resolution.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 20th May, 2023, recommended to increase in overall limit of managerial remuneration payable by the Company in respect of financial year 2022-23 beyond specified limits under Section 197 and computed in the manner laid down in Section 198 of the Companies Act, 2013.

Where in any Financial Year, the Company has no profits or profits are inadequate, the overall remuneration to Directors shall not exceed ₹ 1,00,00,000/- (Rupees One Crore Only).

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.

The Directors recommend the Resolution No. 9 of the Notice for approval of the Members by way of a Special Resolution.

Item No. 10

The Existing Memorandum of Association (MOA) is based on the erstwhile Companies Act, 1956. The Alteration of MOA is necessary to bring the existing MOA in line with the new Companies Act, 2013.

According to the Companies Act, 2013, a Company's MOA should have only Main Business and Ancillary and Incidental Business to the attainment of Main Business. Therefore, it is important to alter and adopt the new set of Memorandum of Association as per the Companies Act, 2013 although there is no change in the line of business of the Company. The new set of MOA is based on Table A of the Companies Act, 2013.

A copy of the proposed set of new Memorandum of Association of the company would be available for inspection at the registered office of the company during business hours or any working day between 11.00 a.m. 01.30 p.m. upto the date of the Annual General Meeting.

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. 10 of the Notice.

The Directors recommend the Resolution No. 10 of the Notice for approval of the Members by way of a Special Resolution.

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

**Place: Mumbai
Date: 30th August, 2023**

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