



FINKURVE FINANCIAL SERVICES LIMITED

Regd. Off: Office No.114, 11th Floor, Mittal Chambers, Opposite INOX Theatre, Nariman Point, Mumbai – 400021

NOTICE OF POSTAL BALLOT

(Pursuant to Section 192A(2) of the Companies Act, 1956 read with Companies Act, 2013)

Dear Shareholder(s),

NOTICE is hereby given that pursuant to the provisions of Section 192A(2) of the Companies Act, 1956 (“the Act”) and applicable provisions of the Companies Act, 2013 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 (“said Rules”), the resolutions as set out in this notice at Item Nos. 1 to 3 are proposed to be passed by means of Postal Ballot.

The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 pertaining to the said resolutions setting out the material facts and reasons thereof along with the Postal Ballot Form and a self addressed postage prepaid envelope are enclosed hereto for your consideration.

The Board of Directors at its meeting held on Wednesday, 8th January, 2014 has appointed Mr. Manish L. Ghia, Practicing Company Secretary, Mumbai as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. It is further brought to your notice that pursuant to Rule 6(f) of the said Rules, postal ballots, giving consent or otherwise, received after thirty days from the date of dispatch of this notice shall be treated as the reply from the Member has not been received. The Company is providing voting through postal ballot only.

You are requested to carefully read the instructions printed overleaf the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before the close of working hours on Tuesday, 11th February, 2014.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the Postal Ballot Forms. The result of the voting by Postal Ballot will be announced by the Chairman of the Company or by such other person as may be authorized by him on Thursday, 13th February, 2014 at 2.00 p.m. at the registered office of the Company.

PROPOSED RESOLUTIONS:

ITEM NO. 1

SUB-DIVISION OF EQUITY SHARES:

To consider and if thought fit, to accord assent/dissent to the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 94(1)(d) and all other applicable provisions, if any, of the Companies Act, 1956 (herein after referred to as “the Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies Act, 2013 to the extent applicable, the provisions of the Memorandum and Article 9 of the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, if any, required, every existing Equity Share having face value of Rs. 10/- (Rupees Ten only) each fully paid up be sub-divided into 10 (Ten) Equity Shares of Re. 1/- (Rupee One only) each fully paid up with effect from the “Record Date” to be determined by the Board of Directors (herein after referred to as “the Board” which term shall also include any committee thereof duly authorised in this behalf) and the relevant capital clause in the Memorandum of Association of the Company be accordingly altered as proposed in the resolution set out at Item No.2 of this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to issue new share certificates representing the sub-divided shares with new distinctive numbers (except in case of shares held in demat form) in the aforesaid proportion, subject to the rules laid down in the Companies (Issue of Share Certificates) Rules, 1960 with an option to either exchange the new share certificate(s) in lieu of cancellation of the old share certificates or without physically exchanging the share certificates as deemed to be cancelled and also to inform Registrar & Share Transfer Agent of the Company and Depositories and the Stock Exchange where the shares of the Company are listed and to take all other necessary actions to give effect to the above resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things including issue of fresh share certificates and sign and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

ITEM NO. 2

ALTERATION TO MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to accord assent/dissent to the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provision of Section 16 and all other applicable provisions, if any, of the Companies Act, 1956 (herein after referred to as "the Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies Act, 2013 to the extent applicable, Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause V:

"V. The Authorized Share Capital of the Company is Rs. 9,70,00,000/- (Rupees Nine Crores Seventy Lakhs only) divided into 9,70,00,000 (Nine Crores Seventy Lakhs) Equity Shares of Re. 1/- (Rupee One only) each."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be expedient and necessary to give effect to the above resolution."

ITEM NO. 3

FIXATION OF INVESTMENT LIMIT IN THE SECURITIES OF THE COMPANY BY NON RESIDENT INDIANS (NRIs)

To consider and if thought fit, to accord assent/dissent to the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the applicable provisions of the Foreign Exchange Management Act (FEMA) 1999, the Companies Act, 1956, the Companies Act, 2013 and all other applicable laws, rules, regulations, guidelines (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Memorandum and Articles of Association of the Company and subject to approval, consent, permission of the Government of India, The Reserve Bank of India and other appropriate authorities, institutions or bodies as may be necessary and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors (hereinafter referred to as the "Board" which term shall include a Committee of Directors) in its sole discretion and in partial modification of the Special Resolution passed through Postal Ballot, result of which was declared on 9th August, 2013, the investment limit in the Equity Shares / Convertible Debentures of the Company by the Non Resident Indians (NRIs) be and is hereby fixed up to 24% of the paid-up Equity Share Capital/value of each series of Convertible Debentures.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and to take all such steps as may be considered necessary, proper and expedient to carry on the purpose of this resolution.”

By Order of the Board of Directors

Place: Mumbai
Date: 8th January, 2014

Sachin Kothari
Executive Director

Registered Office:
Office No.114, 11th Floor, Mittal Chambers,
Opposite INOX Theatre, Nariman Point, Mumbai – 400021

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NOS. 1 & 2

Presently, the face value of the Equity Shares of the Company is Rs.10/- (Rupees Ten only) per equity shares. The Equity Shares of the Company are listed on BSE Limited. In order to facilitate the benefits like more liquidity, less volatility and broad basing of small investors and free float, the Board of Directors of the Company at its meeting held on Wednesday, 8th January, 2014, considered it desirable to sub-divide the face value of the equity share capital of the Company from Rs. 10/- (Rupees Ten only) per share to Re. 1/- (Rupee One only) per share.

As a corollary to the sub-division of shares of the Company, Clause V of the Memorandum of Association of the Company needs to be altered suitably.

A copy of Memorandum of Association of the Company together with the proposed alteration would be available for inspection by the members at the Registered Office of the Company during business hours on any working day except Saturdays upto the date of declaration of result of Postal Ballot.

The Board of Directors of the Company accordingly recommends the Ordinary Resolutions as set out at Item No.1 & 2 of the notice for approval of the members' through Postal Ballot process.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the said Resolutions.

ITEM NO. 3

As per the provisions of Regulation 5 of the Foreign Exchange Management (Transfer or Issue of Security by A Person Resident Outside India) Regulations, 2000, as amended from time to time, the Foreign Institutional Investors (FIIs) and Non Resident Investors (NRIs) are permitted to purchase/acquire equity shares / convertible debentures of an Indian company to the extent of 24% and 10% of the paid up share capital / value of each series of convertible debentures issued by that Indian Company respectively. Under the said provisions, a Company can increase these investment limit upto 100% in case of investment by the FIIs and upto 24% in case of investment by NRIs, if approved by its shareholders by passing a Special Resolution.

The Company had taken the approval of the shareholders through Postal Ballot, result of which was declared on 9th August, 2013, for increase in investment limit upto its sectoral cap of 100%. However, as per the Master Circular dated 1st July, 2013 bearing reference no. 15/2013-14 issued by the Reserve Bank of

India (RBI), the Company can increase the investment limit for NRIs upto 24% only, subject to approval of the shareholders of the Company by passing Special Resolution. Accordingly, your Company has decided to fix the investment limit for the NRIs upto to the maximum limit of 24% subject to the approval of the members.

The Board of Directors of the Company accordingly recommends the Special Resolution as set out at Item No.3 of the notice for approval of the members through Postal Ballot process.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the said Resolution.

By Order of the Board of Directors

Place: Mumbai
Date: 8th January, 2014

Sachin Kothari
Executive Director

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