

o/c  
Annexure I



**CERTIFIED TRUE COPY OF THE ORDINARY RESOLUTION PASSED ON THURSDAY, 13<sup>TH</sup> FEBRUARY, 2014 AT 2.00 P.M AT THE REGISTERED OFFICE OF THE COMPANY AT OFFICE NO. 114, 11<sup>TH</sup> FLOOR, MITTAL CHAMBERS, OPPOSITE INOX THEATRE, NARIMAN POINT, MUMBAI 400 021 BY POSTAL BALLOT PROCESS CONDUCTED PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956 AND APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (PASSING OF RESOLUTION BY POSTAL BALLOT) RULES, 2011.**

**SUB-DIVISION OF THE EQUITY SHARES OF THE COMPANY**

**"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 and 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.



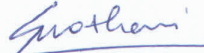
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114, Mittal Chambers,  
Opp. Inox Cinemas,  
Nariman Point,  
Mumbai - 400021, (INDIA).

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."

: Certified True Copy:  
For Finkurve Financial Services Limited

  
Sachin Kothari  
Executive Director



o/c  
Annexure #



CERTIFIED TRUE COPY OF THE ORDINARY RESOLUTION PASSED ON THURSDAY, 13<sup>TH</sup> FEBRUARY, 2014 AT 2.00 P.M AT THE REGISTERED OFFICE OF THE COMPANY AT OFFICE NO. 114, 11<sup>TH</sup> FLOOR, MITTAL CHAMBERS, OPPOSITE INOX THEATRE, NARIMAN POINT, MUMBAI 400 021 BY POSTAL BALLOT PROCESS CONDUCTED PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956 AND APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (PASSING OF RESOLUTION BY POSTAL BALLOT) RULES, 2011.


ALTERATION TO MEMORANDUM OF ASSOCIATION OF THE COMPANY

"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."

: Certified True Copy:  
For Finkurve Financial Services Limited

  
Sachin Kothari  
Executive Director



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

**Item No. 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, 8<sup>th</sup> 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.

**: Certified True Copy:  
For Finkurve Financial Services Limited**

  
**Sachin Kothari  
Executive Director**

