



## FINKURVE FINANCIAL SERVICES LIMITED

(CIN: L65990MH1984PLC032403)

Regd. Off.: 3<sup>rd</sup> Floor, Bullion House, 115, Tambakatta Lane, Zaveri Bazar, Mumbai - 400003

Tel. No.: +91-22-6142 0022 E-mail id : finkurvefinancial@gmail.com website: www.finkurve.com

### POSTAL BALLOT NOTICE

To,  
**The Member(s)**

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 to transact the Special Business by the members of the Company by passing the Resolutions through Postal Ballot.

Your consideration and approval is sought for the Resolution Annexed herewith. The Statement to be annexed to Notice under Section 102 of the Act, setting out the materials facts and reason for the Resolution is also appended herewith and is being sent to you along with Postal Ballot Form for your consideration. The Board of Directors has appointed Mr. Mayank Arora, Practicing Company Secretary of M/s. Mayank Arora & Co. having its office at 36/AB, Nirdhar Bldg., Ground Floor, Mugbhat Cross Lane, Near Thakurdwar Signal, Mumbai – 400 004 as Scrutinizer for conducting Postal Ballot/E-Voting process in fair and transparent manner.

You are requested to carefully read the Notes and return the same duly completed, recording your assent or dissent so as to reach the Scrutinizer on or before the close of the business hours not later than 5.00 p.m. on 15<sup>th</sup> December, 2017, the last date of receipt of the completed Postal Ballot Forms.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to provide an option to the members holding shares in Demat Form and in Physical Form, to vote in the Postal Ballot by way of Electronic Voting/E-Voting to enable members to cast their vote electronically instead of physical Postal Ballot Form. The Company has engaged the services of National Securities Depository Limited (NDSL) to provide E-Voting facilities to the members of the Company. It may be noted that E-Voting is optional. Please carefully read and follow the instructions on E-Voting of the Postal Ballot Notice. In case the member has exercised the vote in physical as well as electronic mode, the valid vote by physical mode only will be considered.

The Scrutinizer will submit his Report to the Chairman of the Company, upon completion of scrutiny of Postal Ballots in a fair and transparent manner. The Chairman of the Company authorized by the Board of Directors of the Company will announce the result of the Postal Ballot on the close of business hours on 16<sup>th</sup> December, 2017 at the registered office of the Company situated at 3<sup>rd</sup> Floor, Bullion House, 115, Tambakatta Lane, Zaveri Bazar, Mumbai – 400 003 besides being communicated to the BSE Ltd. The result of the Postal Ballot will also be displayed at the registered office address and posted on the Company's website **www.finkurve.com**. The result of Postal Ballot shall also be announced through Newspaper Advertisement. The date of declaration of results of the Postal Ballot will be taken to be the date of passing of the Resolution.

Accordingly, this Notice is hereby given to the members of the Company for seeking their approval by way of Postal ballot for the following Special Resolution together with Statement as required under Section 102, of the Companies Act, 2013, setting out the material facts and reasons for the Resolution, along with Postal Ballot Form for your consideration.

## **SPECIAL BUSINESS:**

### **1. Issue of Non – Convertible Debentures:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and 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 subject to such other applicable laws, Rules, Regulations and Guidelines issued by the Reserve Bank of India from time to time and subject to the provisions of the Memorandum and Articles of Association 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 to exercise the powers conferred on the Board by this Resolution) for making offer(s) or invitation(s) to subscribe Secured/Un-Secured Non-Convertible Redeemable Debentures(NCD's) on private placement basis, in one or more series/tranches, in such classes and with such rights or terms as may be considered necessary, during a period of one year from the date of passing of this Special Resolution for an amount up to Rs.100 Crores (Rupees One Hundred Crores) Only.

**RESOLVED FURTHER THAT** for giving effect to this resolution, the Board be and is hereby authorized to determine the terms of issue, including the class of investors to whom NCD's are to be issued, time, securities to be offered, the number of NCD's, tranches, issue price, tenor, interest rate, premium/discount, listing and do all such acts, deeds and things and deal with such matters and take all such steps as may be necessary and to sign and execute any deeds/documents/undertaking/agreements/papers/writings, as may be required in this regards.”

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

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

**Place: Mumbai  
Date: 13<sup>th</sup> November, 2017**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

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 NCD's 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. 100 Crores (Rupees One Hundred Crores) Only, 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 this Resolution) to determine the terms and conditions including the issue price of NCD's, 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 Non-Convertible Debentures (NCD's) 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 NCD's 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 thereunder.

The Board commends the Special Resolution set in the Notice for approval by the members.

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 in the Notice.

### **NOTES:**

1. The Explanatory Statement and reasons for the proposed Resolution stated hereinabove, pursuant to Section 102 of the Companies Act, 2013("the Act") read with the Companies (Management and Administration) Rules, 2014.
2. The Company has appointed Mr. Mayank Arora of M/s. Mayank Arora & Co., (Practicing Company Secretaries) as Scrutinizer for conducting the Postal Ballot process, in a fair and transparent manner.
3. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer i.e. Mr. Mayank Arora. Practising Company Secretary at 36/AB, Nirdhar Bldg., Ground Floor, Mughbat Cross Lane, Near Thakurdwar Signal, Mumbai – 400 004 by courier or registered/speed post at the expense of the shareholder.
4. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rules made there under and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is offering E-Voting facility to all the members of the Company to send their assent or dissent in respect of the Resolution through Postal Ballot/E-Voting contained in Notice dated 13th November, 2017.
5. The votes should be cast either in favour or against by putting the tick [✓] mark in the column provided for assent or dissent. Postal Ballot Form bearing [✓] in both the columns will render the form invalid.
6. Kindly note that the shareholders can opt for only one mode of voting, i.e. either by physical Postal Ballot or E-Voting. If you are opting for E-Voting, then do not vote by physical Postal Ballot also and vice-versa, however, in case shareholders cast their vote by both physical Postal Ballot and E-Voting, then voting done through valid physical Postal Ballot shall prevail and voting done by E-Voting will be treated as invalid.
7. The Notice is being sent to all the members, whose names appear in the Register of Members as on 10th November, 2017.
8. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint shareholder(s).
9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a Certified True Copy of Board Resolution/Authority Letter.
10. A shareholder need not use all the votes or cast all the votes in the same way.
11. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
12. The Resolutions shall be taken as passed effectively on the date of declaration of the result. The result will be declared on or before 16th December, 2017 at the registered office of the Company situated at 3rd Floor, Bullion House, 115, Tambakata Lane, Zaveri Bazar, Mumbai – 400 003. The result will also be published in the Newspapers.
13. The relevant documents referred to in the accompanying notice are open for inspection by the members at the registered office of the Company on all working days, except Saturday and Sunday between 2.00 p.m. to 4:00 p.m. up to the declaration of the results of the Postal Ballot.

## **INSTRUCTIONS:**

### **1. GENERAL INFORMATION**

- a. The voting rights in the Postal Ballot/E-Voting cannot be exercised by a proxy.

### **2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT**

- a. The members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mr. Mayank Arora, Practicing Company Secretary.
- b. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named member and in his absence by the next named member.
- c. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorization, with the specimen signature(s) of the authorised signatory(ies) duly attested.
- d. The signature of the member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) or registered with the Company, in respect of shares held in dematerialized form or in physical form, respectively.
- e. The Completed Postal Ballot Forms should reach the Scrutinizer not later than 5.00 p.m. on 15th December, 2017. The Postal Ballot Forms received after this date will be considered invalid.
- f. The Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.

### **3. PROCESS FOR THE MEMBERS OPTING FOR E-VOTING ARE AS FOLLOWS:**

The E-Voting shall commence from 16th November, 2017 at 9.00 a.m. and will end on 15th December, 2017 at 5.00 p.m.

**Members are requested to follow the instructions below to cast their vote through E-Voting:**

Launch the internet browser by typing the following <http://www.evoting.nsd.com> Click on "Shareholder-Login"

- a. Put user ID and Password noted in Step (1) above as the initial password. Click login. If you are already registered with NSDL for E-Voting then you can use your existing User ID and Password for Login.
- b. If you are logging in for the first time, Password change menu appears. Change the Password of your choice with minimum 8 digits/characters or a combination thereof. Please note the new password for all the future E-Voting cycles offered on NSDL E-Voting platform. It is strongly recommended not to share the new Password with any other person and take utmost care to keep your Password confidential.
- c. Home page of "E-Voting" opens. Click on "E-Voting": Active Voting Cycles.
- d. Select "EVEN (E-Voting Event Number)" of Finkurve Financial Services Limited for an EVEN, you can login any number of times on E-Voting platform of NSDL till you have voted on the Resolution during the voting period.
- e. Now you are ready for "E-Voting" as "Cast Vote" Page opens.
- f. Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Kindly note that vote once cast cannot be modified.
- g. Upon confirmation, the message "Vote cast successfully" will be displayed.
- h. Institutional members (i.e. members other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority Letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through E-mail at [mayankarora17@gmail.com](mailto:mayankarora17@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). You can also forward the documents at the Company's E-mail ID: [finkurvefinancial@gmail.com](mailto:finkurvefinancial@gmail.com)
- i. Once the vote on a Resolution is cast by the shareholder he/she shall not be allowed to change it subsequently.
- j. In case of any queries you may refer the Frequently Asked Questions (FAQs) for members and E-Voting user manual for members available at the "downloads" section of <http://www.evoting.nsd.com> or contact NSDL by E-mail at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at 022-2499 4738.
- k. The E-Voting period commences on 16th November, 2017 from 9:00 a.m. and ends on 15th December, 2017 at 5:00 p.m. The E-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.