



NOTICE OF POSTAL BALLOT

[Notice Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Notice is hereby given, pursuant to Section 110 and Section 108 of the Companies Act, 2013 (the “Act”) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Management Rules”), Secretarial Standards –II on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI) to the extent applicable read with General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021 and No. 20/2021 dated December 8, 2021, No. 02/2022 dated May 5, 2022 and No. 03/ 2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “Listing Regulations”) and other applicable provisions of the Companies Act, 2013 and the Rules, Circulars, Notifications thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable provisions, if any, for seeking approval of the Members of Finkurve Financial Services Limited (“the Company”) through Postal Ballot only by voting through electronic means for the resolutions proposed to be passed as an Ordinary Resolutions set out hereinafter.

In compliance with the aforesaid provisions and the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to all its Members whose email addresses are registered with the Company/ Depositories and the communication to assent/dissent of the Members on the resolutions proposed in this Notice will only take place through the remote e voting system. If your email address is not registered with the Company/Depositories, please follow the process provided in the notes.

The Explanatory Statement pursuant to section 102, 110 and other applicable provisions, if any, of the Act, pertaining to the proposed resolutions setting out the material facts and the reasons thereof, is appended to this Postal Ballot Notice.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Company has appointed Mr. Mayank Arora, proprietor of M/s Mayank Arora & Co. Practicing Company secretaries, Mumbai (Membership No. FCS10378, COP NO. 13609) as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

Arvog
FINANCE

Finkurve Financial Services Limited
CIN: L65990MH1984PLC032403

Registered Office: 202/A, 02nd Floor, Trade World, D - Wing, Kamala Mills Compound, S.B. Marg, Lower Parel (west), Mumbai - 400013, INDIA.
Tel: +91 224 2441200 | Email: mail@arvog.com / finkurvefinancial@gmail.com | Web: www.arvog.com



In accordance with Regulation 44(1) of Listing Regulations and Section 108, 110 of the Act read with Rule 20, 22 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer facility of voting by electronic means (“remote e-voting”) to its Members to enable them to cast their votes through remote e-voting. The Members holding Equity Shares of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting.

Upon completion of the votes cast through remote e-voting, the Scrutinizer will submit his report along with scrutinizer register and other related papers to the Chairman of the Company or in his absence to any official of the Company as authorised. The results of the Postal Ballot will be announced and communicated to BSE Limited (the “BSE”), (the “Stock Exchange”) where the Equity Shares of the Company are listed within the prescribed timelines. The results of the Postal Ballot will also be displayed on the Company’s website www.arvog.com and on the website of National Securities Depository Limited (“NSDL”).

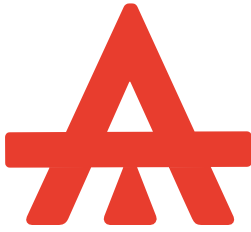
Special Business:

1. Approval of Material Related Party Transactions For The Financial Year 2022-23 Pertaining To Financial Transactions With Related Parties.

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

“**RESOLVED THAT** pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (hereinafter referred to as “Listing Regulations”) and Section 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 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: Granting and / or acceptance of Loan in Ordinary Course of Business

Duration: Financial Year 2022-23

Sr No.	Name of the Related Party	Nature of Relationship	Principal Amount alongwith Interest outstanding at any given point in time (Rs. In crores)
1.	M/s. Aranath Real Estate Private Limited (Formerly known as Renaissance Fincon Private Limited)	A Private Company in which relative of Director is a Director	50.00
2.	M/s. Augmont Goldtech Private Limited (Formerly known as Augmont Precious Metals Private Limited)	A Private Company in which Director is a Director	10.00
3.	M/s. Badami Investment	A Partnership Firm in which Director is a Partner	50.00
4.	M/s. Haven Infoline Private Limited	A Private Company in which Director is a Director	10.00
5.	M/s. Kevin and Mike Consultancy	A Partnership Firm in which Director is a Partner	5.00
6.	M/s. Krish Dreams Home Private Limited	A Private Company in which relative of Director is a Director	10.00
7.	M/s. Pratvick Hospitality LLP	A Limited Liability Partnership in which Director is a Partner	2.00
8.	M/s. Augmont Enterprises Private Limited	A Private Company in which Director is a Director	50.00
9.	M/s. HR Commercials Private Limited	A Private Company in which Director is a Director	10.00
10.	M/s. Badami Trading LLP	A Limited Liability Partnership in which Director is a Partner	20.00
11.	M/s. RSBL Builders LLP	A Limited Liability Partnership	30.00



		Partnership in which Director is a Partner	
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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.”

2. Approval of Material Related Party Transactions for the Financial Year 2022-23 pertaining to payment of Commission and other charges to Augmont Goldtech Private Limited.

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

“**RESOLVED THAT** pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (hereinafter referred to as “Listing Regulations”) and Section 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 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:

S No.	Name of the Related Party	Nature of Relationship	Nature of Transaction	Duration	Amount up to (Rs. In crores)
1.	M/s. Augmont Goldtech Private Limited	A Private Company in	Commission & Other charges	FY 2022-23	20.00





	(Formerly known as Augmont Precious Metals Private Limited)	which Director is a Director	(Expense)		
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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.”

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

**Date: 05th May, 2022
Place: Mumbai**

**sd/-
Sunny Parekh
Company Secretary & Compliance Officer
Membership No. ACS32611**

Regd Off: 202/A, 02nd Floor, Trade World,
D-Wing, Kamala Mills Compound,
S. B. Marg, Lower Parel West,
Mumbai Maharashtra – 400013.

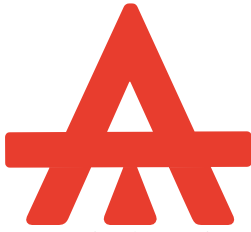
Notes:

1. An explanatory statement pursuant to Sections 102 of the Companies Act, 2013 (the Act) stating all material facts and the reasons for the proposals set out in the Resolution No. 1 is annexed herewith.
2. The Postal Ballot is to be conducted as per provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars issued from time to time.
3. In terms of the General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021 and No. 20/2021 dated December 8, 2021, No. 2/2022 dated May 5, 2022, and No. 03/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), this Postal Ballot Notice along with the instructions regarding remote e-voting is being sent only by email to all those Members, whose email addresses are registered with the Company or with the depository (ies)/depository participants and whose names

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CIN: L65990MH1984PLC032403

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appear in the register of Members/list of Beneficial Owners as on the **Cut-off date, i.e., Friday, 06th May, 2022.**

All Members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this notice. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Any person who is not a Member as on the Cut-off date shall treat this notice for information purpose only.

As per the MCA Circulars, physical copy of the Postal Ballot Notice and Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

4. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the Paid-up Equity share capital of the Company as on the Cut-Off Date.
5. The Board of Directors have also appointed Mr. Mayank Arora, Proprietor of M/s. Mayank Arora & Co. who has given the consent to act as the Scrutinizer, for conducting the Postal Ballot Process.
6. This Postal Ballot Notice will also be available on Company's website under "Investors" section at www.arvog.com and on the website of the BSE Limited at www.bseindia.com and of NSDL at www.evoting.nsdl.com.
7. The Company has made necessary arrangements for the Members to register their email address on temporary basis:
 - a) Members holding shares in physical form and who have not registered their email addresses with the Company/ Link Intime India Private Limited (Company's Registrar and Share Transfer Agent) may get their email addresses registered by visiting link - https://linkintime.co.in/emailreg/email_register.html and thereafter select the Company name from drop box and provide the details such as Folio Number, Share Certificate Number, Member's Name, PAN , Mobile Number, Email ID and upload the image of share certificate and PAN card in PDF or JPEG format (up to 1MB).
 - b) Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Postal Ballot Notice. Members holding shares in dematerialised mode are requested to register their email addresses with their respective Depository Participant.
8. The facility for registration of bank details for the Members holding shares in physical form is also available at https://linkintime.co.in/emailreg/email_register.html by providing details such as Bank





Account No., Bank Name, IFSC code and also upload self-attested cancelled cheque leaf along with duly signed request letter.

9. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act read with Companies (Management and Administration) Rules, 2014 and any other Rules made thereunder and Regulation 44 of the Listing Regulations, as amended, read with MCA Circulars and Circular of SEBI on e-Voting Facility to be provided by Listed Entities, the Company is providing facility to the Members to exercise their right to votes through electronic voting system (“e-voting”) on the e-voting platform provided by NSDL to enable them to cast their votes electronically. The instructions for remote e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
10. The remote e-voting shall commence on Friday, 13th May, 2022 at 09.00 a.m. (IST) and will end on Saturday, 11th June, 2022 at 05.00 p.m. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. During this period, Members of the Company holding shares as on the cut-off date, i.e., Friday, 06th May, 2022, may cast their vote by electronic means in the manner given below. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
11. Resolutions passed by the Member through Postal Ballot shall be deemed to have been duly passed at a general meeting of the Company.
12. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to finkurvefinancial@gmail.com.
13. The physical Members are requested to take note of the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 on mandatory updation of KYC and SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 on issuance of securities in dematerialized form only by listed entities. The said SEBI circulars, key highlights of said circulars and the necessary forms are available on the Company’ website for Member’s information.
14. The details of the process and manner for e-voting are explained herein below:

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



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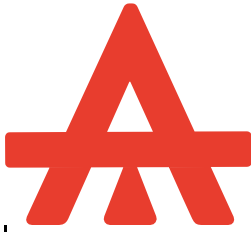


A. Login method for e-Voting for Individual Members holding securities in demat mode

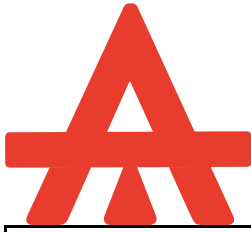
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile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

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

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period.2. If the user is 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.jsp3. 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 held



	<p>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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
<p>Individual Members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4. 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 Members (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. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
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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 Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Members 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 Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.

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

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

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at





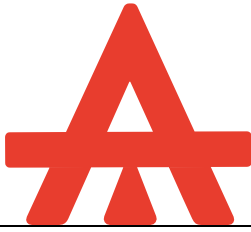
<https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for Members other than Individual Members are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those Members whose email ids are not registered**



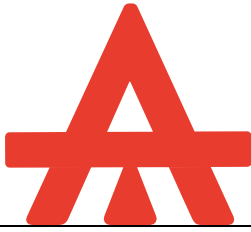
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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.





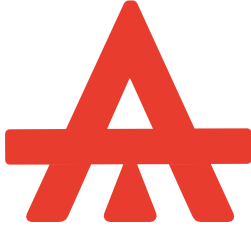
General Guidelines for Members

1. Institutional Members (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 Members and e-voting user manual for Members 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 evoting@nsdl.co.in

Process for those Members 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 Member, 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 Members 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 for Individual Members 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 Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



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

Item No. 1:

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

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (“Listing Regulations”), 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. 1, 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. 1 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 02nd May, 2022 and has noted that these transactions are in the ordinary course of



business and all the transactions are at arm's length. Further, the said transactions qualify as Material Related Party Transactions under the Listing Regulations. Accordingly, the Members' approval is sought for the same.

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. 1 of the Notice for approval of the Members by way of an Ordinary Resolution.

Item No. 2:

The proposed transaction as mentioned in Resolution No. 2 is in reference to the Services Agreement entered into by the Company with M/s. Augmont Goldtech Private Limited ("AGTPL") wherein AGTPL handles the end to end operations of the Company's Gold Loan Product and is therefore entitled for the commission and other charges in lieu of its services rendered to the Company.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 ("Listing Regulations"), 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. 2, 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. 2 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 02nd May, 2022 and has noted that these transactions are in the ordinary course of



business and all the transactions are at arm's length. Further, the said transactions qualify as Material Related Party Transactions under the Listing Regulations. Accordingly, the Members' approval is sought for the same.

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.

The Directors recommend the Resolution No. 2 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

Resolution No. 1

1. 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.

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

The Company has been regularly transacting with the parties and there are no valuation reports or external report relied upon in relation to the proposed transactions.

3. 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 is sought for the Financial Year 2022-23; however, the proposed transactions are continuous in nature and are generally on demand.

b. **Interest Rate:** As per prevailing market 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.

Resolution No. 2

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

The proposed transaction as mentioned in Resolution No. 2 is in reference to the Gold Loan Product of the Company wherein Augmont Goldtech Private Limited handles the end to end operations of such Product and is therefore entitled for the commission and other charges in lieu of its services rendered to the Company. The services availed by the Company facilitates it to cater into gold loan segment and thereby tap new opportunities.

2. Valuation report or other external report relied upon in relation to the proposed transaction:
None

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

**Date: 05th May, 2022
Place: Mumbai**

**sd/-
Sunny Parekh
Company Secretary & Compliance Officer
Membership No. ACS32611**

Regd Off: 202/A, 02nd Floor, Trade World,
D-Wing, Kamala Mills Compound,
S. B. Marg, Lower Parel West,
Mumbai Maharashtra – 400013.

Arvog
FINANCE

Finkurve Financial Services Limited
CIN: L65990MH1984PLC032403

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