

NOTICE

Notice is hereby given that the 35<sup>th</sup> Annual General Meeting of the Members of Finkurve Financial Services Limited will be held on Monday, 30<sup>th</sup> day of September, 2019 at 2.00 P. M. at Office No. 202, D - Wing, Trade World, Kamala Mills Compound, Lower Parel (W), Mumbai - 400 013 to transact the following businesses:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Consolidated and Standalone Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ketan Kothari (DIN: 00230725), who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. **Issue of Non - Convertible Debenture 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, 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 aggregating up to an amount not exceeding Rs. 150 crores (rupees One Fifty crores only) on a private placement basis, during a period of one 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.”

4. **Re-appointment of Mrs. Riddhi Tilwani (DIN:06910038) as Independent Director of the Company**

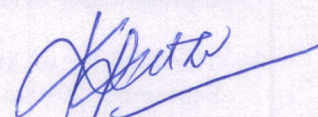
To consider, and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the 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), Riddhi Tilwani (DIN: 06910038), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years i.e. till 30<sup>th</sup> June, 2024 on the Board of the Company.

**FURTHER RESOLVED THAT** the Board of Directors or any Committee thereof be and is hereby authorized to accept any other name approved by the relevant Regulatory Authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval."

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



**Ketan B. Kothari**  
Chairman  
(DIN:00230725)

Place: Mumbai

Date: 27<sup>th</sup> August, 2019

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF ON POLL ONLY AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**  
Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Shareholder.
2. Corporate Members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at the Annual General Meeting or any adjournment thereof.
3. The Register of Member and the Share Transfer Books of the Company will remain closed from Monday, 23<sup>rd</sup> September, 2019 to Thursday, 03<sup>rd</sup> October, 2019 (both days inclusive).
4. Members desirous of seeking information about the accounts of the Company are requested to send their queries at least ten days before the meeting at the Company's Registered Office, so that the information required can be made readily available at the meeting.
5. Members are requested to intimate change in their address immediately to Registrar and Share Transfer Agents of the Company, Sharex Dynamic (India) Private Limited, C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai- 400083. Members holding shares in electronic form may update such details with their respective Depository Participants.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
7. Members are requested to bring their copies of Annual Report at the Annual General Meeting.
8. The Members / Proxies should bring the attendance slip duly filed in and signed for attending the meeting.
9. Members are requested to quote Folio Number/Client ID. / DP ID. in their all correspondence.
10. Members are requested to bring their original photo ID (like PAN Card, Aadhar Card, Voting Card, etc, having photo identity) while attending the meeting.
11. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Monday, 23<sup>rd</sup> September, 2019, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this notice. Members who have acquired shares after the despatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The E-voting period will commence at 9.00 a.m. on Friday, 27<sup>th</sup> September, 2019 and will end at 5.00 p.m. on Sunday, 29<sup>th</sup> September, 2019. The Company has appointed Mr. Mayank Arora, proprietor of M/s. Mayank Arora & Co., Company

Secretaries in whole time practice, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on E-voting given hereinafter.

## PROCEDURE FOR E-VOTING

### 1. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through E-voting services provided by National Securities Depository Limited (NSDL):

#### **The instructions for E-voting are as under:**

The Notice of the 35<sup>th</sup> AGM of the Company inter alia indicating the process and manner of E-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members.

### **EVEN (E-voting Event Number) USER ID PASSWORD/PIN**

- (i) NSDL shall also be sending the User-ID and Password; to those Members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/Depository Participants(s).
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login.
- (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of E-voting opens. Click on E-voting: Active Voting Cycles.
- (vii) Select "EVEN" of Finkurve Financial Services Limited.
- (viii) Now you are ready for E-Voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institution 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail [mayankarora17@gmail.com](mailto:mayankarora17@gmail.com) or [finkurvefinancial@gmail.com](mailto:finkurvefinancial@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- (xiii) 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 Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- (xiv) If you are already registered with NSDL for E-voting then you can use your existing user ID and password for casting your vote.
- (xv) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (xvi) The E-voting period commences on Friday, 27<sup>th</sup> September, 2019 (9:00 am) and ends on Sunday, 29<sup>th</sup> September, 2019 (5:00 pm). During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 23<sup>rd</sup> September, 2019, may cast their vote electronically. The E-voting module shall also 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.
- (xvii) The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Monday, 23<sup>rd</sup> September, 2019.
- (xviii) Since the Company is required to provide Members facility to exercise their right to vote by electronic means, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 23<sup>rd</sup> September, 2019 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- (xix) The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the E-voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (xx) The Results shall be declared on or after the 35<sup>th</sup> Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.finkurve.com](http://www.finkurve.com) and on the website of NSDL within two(2) days of passing of the resolutions at the 35<sup>th</sup> Annual General Meeting of the Company on 30<sup>th</sup> September, 2019 and communicated to the BSE Limited.

2. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 4.00 p.m. up to the date of declaration of the result of the 35<sup>th</sup> Annual General Meeting of 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

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 Rs. 150 Crores, 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. 3 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. 3 appended to this notice.

The Board commends the Special Resolution set out at Item No. 3 of 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 at Item No. 3 of the Notice

#### **Item No. 4**

Mrs. Riddhi Tilwani (DIN:06910038) was appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mrs. Riddhi Tilwani as Independent Director for a second term of 5 (five) consecutive years i.e. till 30<sup>th</sup> June, 2024 on the Board of the Company. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of Nomination and Remuneration Committee, considers that, given the background and experience and contributions made by her during their tenure, the continued association of Mrs. Riddhi Tilwani would be beneficial to the Company and it is desirable to continue to avail her service as Independent Director. Accordingly, it is proposed to re-appoint Mrs. Riddhi Tilwani as Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years i.e. till 30<sup>th</sup> June, 2024 on the Board of the Company. Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an Independent Director may hold office for up to two consecutive terms. Mrs. Riddhi Tilwani is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has received notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Riddhi Tilwani for the office of Independent Directors of the Company. The Company has also received declaration from Mrs. Riddhi Tilwani that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Mrs. Riddhi Tilwani fulfils the condition for appointment as Independent Directors as specified in the Act and the Listing Regulations. Mrs. Riddhi Tilwani is independent of the

management. Details of Director whose re-appointment as Independent Director is proposed at Item No. 4, is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letter of appointment of Mrs. Riddhi Tilwani setting out the terms and conditions of appointment is available for inspection by the Members at the Registered Office of the Company.

The Board commends the Special Resolution set out at Item No. 4 of 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 at Item No. 4 of the Notice

The Brief resume of Mrs. Riddhi Tilwani is given below:

Name of the Appointee	Mrs. Riddhi Tilwani
Designation	Independent Director
Age (in Years)	34 years
Qualification & Nature of Expertise	Company Secretary
Date of Appointment	01/07/2014
Shareholding in the Company	Nil
Other Directorships (Independent)	Nil
Committee Chairmanships	Nil
Committee Memberships	03

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

**Ketan B. Kothari**  
Chairman  
(DIN:00230725)

Place: Mumbai  
Date: 27<sup>th</sup> August, 2019