



# Finkurve

**Financial Services Limited**

CIN: L65990MH1984PLC032403

**35<sup>TH</sup> ANNUAL REPORT**

**2018 - 2019**



**BOARD OF DIRECTORS**

Mr. Ketan Kothari	-	Chairman
Mr. Sachin Kothari	-	Executive Director
Mr. Nishant Ranka	-	Independent Director
Mrs. Riddhi Tilwani	-	Independent Director
Mr. Sunny Parekh	-	Company Secretary
Mrs. Bhavi Desai	-	Chief Financial Officer

**AUDITORS**

M/s. Ladha Singhal & Associates,  
Chartered Accountants, Mumbai.

**Registrar and Transfer Agent**

Sharex Dynamic India Pvt. Ltd.  
C 101, 247 Park, LBS Marg,  
Vikhroli (West), Mumbai - 400 083.

**BANKERS**

Axis Bank  
Union Bank of India

**REGISTERED OFFICE**

3rd Floor, Bullion House,  
115, Tambakatta Lane,  
Zaveri Bazar, Mumbai - 03.

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### 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 31st 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 30th 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**

**Place: Mumbai  
Date: 27th August, 2019**

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

**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 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.



- (i) 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.
  - (ii) 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.
  - (iii) 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**

**Place: Mumbai  
Date: 27th August, 2019**

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

### DIRECTOR'S REPORT

To,  
The Members,  
Finkurve Financial Services Limited

Your directors take the pleasure in presenting their Report and Audited Consolidated and Standalone Financial Statements of the Company along with Auditor's Report thereon for the financial year ended 31<sup>st</sup> March, 2019.

(Amount in Rs.)

Particulars	Standalone		Consolidated	
	2018-19	2017-18	2018-19	2017-18
Total Revenue	15,02,96,693	12,36,29,793	4,14,36,40,378	2,98,45,62,746
<b>Less:</b> Total Expenses	13,64,86,915	9,72,87,347	4,13,04,55,730	2,96,54,74,631
Profit/(Loss) before tax	1,38,09,778	2,63,42,446	1,31,84,648	2,38,74,748
<b>Less:</b> Provision for Taxation				
- Income Tax	48,00,000	76,60,000	52,70,000	78,40,000
- Deferred Tax (Asset)/Liability	(5,04,092)	(7,02,793)	(10,81,274)	(47,947)
- Short/Excess Provision for Tax for Earlier Year	95,468	(24,451)	1,21,531	(7,02,793)
<b>Add:</b> MAT Credit Entitlement	-	14,61,162	-	14,61,162
Profit/(Loss) After tax	94,18,402	1,79,48,528	88,74,391	1,53,24,325

#### 1. BUSINESS OVERVIEW:

Your Company has been classified as a Loan Company is providing long term and short term loans to other corporate/firms. However your Board is in constant search for new business avenues which can be taken with the existing business.

#### 2. BUSINESS PERFORMANCE:

During the year under review your Company earned total revenue of Rs. 1502.96 lakhs as against Rs. 1236.29 lakhs in the previous year. The profit before Tax was Rs. 138.09 lakhs as against profit of Rs. 263.42 lakhs in the previous year. The Net profit of Rs. 94.18 lakhs has been carried to the Balance Sheet. Your directors expect a better performance in the coming years.

#### 3. SHARE CAPITAL:

The authorized share capital is Rs. 12,00,00,000/- and paid-up share capital is Rs. 108,437,148/- of Rs. 1/- each. There has been change in the authorized capital of the company during the year under review. In the previous year the authorized capital of the Company was increased from Rs. 97,000,000/- to Rs. 12,00,00,000/-.

The Company allotted 11,837,148 (In total) Equity Shares of Rs. 1/- each on Preferential Basis to M/s. Nexfact Limited and M/s. Rishabh Jewellers on April 12, 2019.

#### 4. DIVIDEND:

Your directors are not recommending any payment on account of dividend.

#### 5. TRANSFER TO RESERVES:

The Board of Directors re-commends to transfer 20% of profit to the reserve fund during the year under review as per Section 45IC of The RBI Act, 1934. Further, the balance amount of profit for the year under review has been carried forward to the Statement of Profit and Loss.

**6. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Pursuant to Regulation 34(2) of the SEBI Listing Obligations and Disclosures Requirements (LODR) Regulation, 2015 with the stock exchanges, the Management Discussion & Analysis Report for the year under review is given under a separate section.

**7. PUBLIC DEPOSITS:**

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act, 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

**8. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Mr. Anilchandra Bhujade & Mr. Punit Goyal ceased to be the Directors of the Company with effect from 29th May, 2018.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Ketan Kothari (DIN: 00230725), Director of the Company who retires by rotation and being eligible, offer himself for re-appointment.

Mrs. Riddhi Tilwani (DIN: 06910038), was appointed as an Independent Director on Board of the Company w.e.f 01.07.2014 for the term of 5 consecutive years. The Company has received a notice as per the provisions of section 160 (1) of the Companies Act, 2013 from a Member proposing Mrs. Riddhi Tilwani's re-appointment as Independent Director. Mrs. Riddhi Tilwani has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013, and the same has been considered and taken on record by the Board. The Board of Directors recommends her appointment as Independent Director for second term of 5 years.

**Key Managerial Personnel:**

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the company are as follows:

Sr. No.	Name	Designation
1.	Mr. Sunny Parekh	Company Secretary & Compliance Officer
2.	Mrs. Bhavi Desai	Chief Financial Officer

**9. DIRECTOR'S RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013 with respect to Director's Responsibility Statement, it is hereby confirmed that:

- In preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- The directors had prepared the annual accounts for the financial year on a "Going Concern" basis;
- The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively and
- The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**10. PARTICULARS OF EMPLOYEES AND REMUNERATION:**

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975 in respect of employees of the Company and directors have been appended as “Annexure – 1” to this report.

**11. EXTRACT OF ANNUAL RETURN:**

Pursuant to the Section 92(3) of the Companies Act, 2013 extract of the Annual Return is annexed to this report as “Annexure – II”.

**12. AUDITORS:****A. STATUTORY AUDITORS AND AUDITOR'S REPORT:**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under, the current Auditors of the Company, Ladha Singhal & Associates, Chartered Accountants (having FRN: 120241W) were appointed by the members at the 32<sup>nd</sup> Annual General Meeting to hold office until the conclusion of the 36<sup>th</sup> Annual General Meeting to be held in the year 2020.

**STATUTORY AUDITORS QUALIFICATION:**

There is no qualification, reservation or adverse remarks made in the Statutory Auditors Report.

**B. SECRETARIAL AUDITOR & SECRETARIAL AUDIT REPORT:**

Pursuant to provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, your Company engaged the services of Mr. Mayank Arora, proprietor of M/s. Mayank Arora & Co., Company Secretaries, Mumbai (Membership. No. A33328 and COP No.: 13609) to conduct the Secretarial Audit of the Company for the financial year ended 31<sup>st</sup> March, 2019.

The report of the Secretarial Auditor is appended as “Annexure – III”.

**SECRETARIAL AUDITORS QUALIFICATION:**

There is no qualification, reservation or adverse remarks made in the Statutory Auditors Report.

**13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The Company being engaged in the financial services does not have any energy utilization or technology absorption. The Company during the year under consideration has not earned or spent any foreign exchange.

**14. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

All related party transactions done by the Company during the financial year were at Arm's Length and in ordinary course of business. All related party transactions were placed in the meetings of the Audit Committee and the Board of Directors for their necessary review and approval. During the financial year, your Company has not entered into any material transaction (as per Regulation 23 of SEBI LODR, 2015) with any of its related parties which may have potential conflict with the interest of the Company at large. The disclosures pursuant to Accounting Standards on related party transactions have been made in the notes to the Financial Statements. To identify and monitor significant related party transactions, the Company has also framed a policy on the related party transactions and the same is available on the Company's website i.e., [www.finkurve.com](http://www.finkurve.com)

**15. LOANS, GUARANTEES AND INVESTMENTS:**

Pursuant to Section 186 of Companies Act, 2013 and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), disclosure on particulars relating to loans, advances, guarantees and investments are provided as part of the financial statements.

**16. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

The Company allotted 11,837,148 (In total) Equity Shares of Rs. 1/- each on Preferential Basis to M/s. Nexfact Limited and M/s. Rishabh Jewellers on April 12, 2019.

No other material changes and commitments affecting the financial position of the Company occurred from the end of the previous financial year till the date of this report.

**17. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

There are no significant material orders passed by the Regulators/Courts/Tribunals which would impact the going concern status of the Company and its future operations.

**18. CONSOLIDATED FINANCIAL STATEMENTS**

In accordance with the Accounting Standard AS-21, AS-23 and AS-27 of the Companies (Accounting Standards) Rules, 2006 and pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audited Consolidated Financial Statements forms part of this Annual Report.

**19. SUBSIDIARIES, ASSOCIATES & JOINT VENTURES:**

The Company has two subsidiaries out of which one is material unlisted Indian Subsidiary Company. There are no associate or joint ventures companies within meaning of Section 2(6) of the act.

**Brief Details And Highlights of Performance of The Direct Subsidiaries:**
**Supama Forex Private Limited:**

Particulars	2018-19	2017-18
Gross Income	399,33,58,474	285,21,50,508
Total Expenses	399,20,68,984	285,11,81,372
Profit Before Tax	12,89,490	9,69,136
Less: Tax Expenses	1,07,182	(1,56,505)
Net profit After Tax	13,96,672	8,12,631

**Aether Leisure Private Limited: (Formerly known as Finkurve Enterprises Private Limited)**

Particulars	2018-19	2017-18
Gross Income/(Loss)	155,204	1,42,42,454
Total Expenses	1,997,791.90	1,76,79,286
Profit Before Tax	(1,914,618.62)	(34,36,832)
Less: Tax Expenses	Nil	Nil
Net profit After Tax	(1,914,618.62)	(34,36,832)

Pursuant to provisions of Section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company as "**Annexure – IV**" The statement also provides the details of performance and financial position of the Subsidiary Companies.

**20. AUDIT COMMITTEE**

The details pertaining to the composition of the audit committee are included in the Corporate Governance Report, which is a part of this report.

**21. RISK MANAGEMENT:**

Pursuant to Section 134(3)(n) of the Companies Act, 2013 and the Listing Regulations, the Company has constituted a business risk management committee and it has framed and adopted a policy on Risk Management of the Company, to identify the elements of risk which may threaten the existence of the Company and possible solutions to mitigate the risk involved.

At present the Company has not identified any element of risk which may threaten the existence of the Company.

**22. CORPORATE SOCIAL RESPONSIBILITY (CSR):**

Company has not developed any corporate social responsibility initiative as the same is not applicable to Company.

**23. NOMINATION AND REMUNERATION POLICY:**

Pursuant to Section 178 of the Companies Act, 2013 the Board of Directors of your Company has, on recommendation of the Nomination & Remuneration Committee, framed and adopted a policy for selection and appointment of directors, senior management and their remuneration.

**24. CORPORATE GOVERNANCE:**

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 compliance with the Corporate Governance provisions are not applicable to a company whose paid-up Share Capital is less than Rs.10 crores and Net Worth does not exceed Rs.25 crores.

With respect to the above, we would like to inform you that, the paid-up share capital of the Company has increased to Rs. 108,437,148 w.e.f April 12, 2019 and hence the above provisions are applicable to the Company w.e.f April 12, 2019. Therefore, the same shall be complied within 6 months from the effective date as per the Regulation.

However, the Company has complied with all the mandatory requirements of Corporate Governance.

**BOARD OF DIRECTORS:**
**Composition:**

The Board of the Company has an optimum combination of Executive, Non-Executive and Independent Directors. The current strength of the Board includes one Women Director. The composition of the Board of the Directors is in conformity with the Listing Regulations. No relationship exists between the directors inter-se. The details of the directors and their directorships/memberships in Committees of other companies as on 31st March, 2019, (excluding Finkurve Financial Services Limited) are as under.

Sr. No.	Name of Director	Category	No. of Directorships in other Companies	Committee Positions*	
				Chairman	Member
1.	Mr. Ketan Kothari	Non-Executive, Non-Independent	5	Nil	Nil
2.	Mr. Sachin Kothari	Executive, Non-Independent	1	Nil	Nil
3.	Mrs. Riddhi Tilwani	Non-Executive Independent	0	Nil	Nil
4.	Mr. Nishant Ranka	Non-Executive Independent	4	2	Nil

**Profile of Directors:**

The brief profile of the Company's Board of Directors is as under:

**(i) Mr. Ketan Kothari (DIN: 00230725):**

Mr. Ketan Kothari is a Chairman & Non-Executive Director of the Company and has done M.A. in Finance & Investments from Nottingham University, UK and joined RiddiSiddhi Bullions Limited (RSBL) in the year 2003. He has been instrumental in the successful technical implementation of the futures trading division as well as RSBL Spot. He has been in the forefront in the launch of India's first structured product in the commodities market - RSBL Optionally Convertible Debentures (OCDs). Also, to address the growing demand of bullion investments, he introduced an innovative product called 'Bullion++' which is primarily targeted to HNIs and provides a dual income advantage. Mr. Ketan Kothari is now spearheading new product development and innovation at Finkurve Financial Services Limited.

**(ii) Mr. Sachin Kothari (DIN: 03155884):**

Mr. Sachin Kothari is an Executive Director of the Company and has done MBA in Strategy and Finance from Cass Business School, London. He is also a qualified Chartered Accountant from Institute of Chartered Accountants of India. He has an experience of over 10 years in the field of Accountancy and Finance. Prior to joining Finkurve, he worked as a Senior Consultant in a Management Consulting Firm. Mr. Sachin Kothari is now actively involved in the day to day functioning and decision making at Finkurve Financial Services Limited.

**(iii) Mrs. Riddhi Tilwani (DIN: 06910038):**

Mrs. Riddhi Tilwani is a Non-Executive Independent Director of the Company and is a qualified Company Secretary from the Institute of Company Secretaries of India. She has an experience of over 5 years in Secretarial and Compliance field.

**(iv) Mr. Nishant Ranka (DIN: 06609705):**

Mr. Nishant Ranka is a Non-Executive Independent Director of the Company and is a qualified Chartered Accountant from Institute of Chartered Accountants of India. He has an experience of over 14 years in the field of Accountancy and Finance.

**Board Meetings**

During the year 7 (Seven) Board Meetings were held i.e. on 09th April, 2018, 29th May, 2018, 13th August, 2018, 30th August, 2018, 02nd November, 2018, 08th February, 2019 and 25th February, 2019. The particulars of attendance of the directors are as under:

Sr. No.	Name of Director	No. of Board Meetings attended	Attendance at AGM held on 29/09/2018
1.	Mr. Ketan Kothari	7 of 7	Yes
2.	Mr. Sachin Kothari	7 of 7	Yes
3.	Mr. Nishant Ranka	7 of 7	Yes
4.	Mrs. Riddhi Tilwani	7 of 7	Yes
5.	Mr. Anilchandra Bhujade	1 of 1*	No
6.	Mr. Punit Goyal	1 of 1*	No

\*Mr. Anilchandra Bhujade & Mr. Punit Goyal ceased to be the Directors of the Company effect from May 29, 2018.

**Induction & Training of Board members:**

On appointment, the concerned director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Independent Director is taken through a formal induction program including the presentation on the Company's finance and other important aspects. The Company Secretary briefs the director about their legal and regulatory responsibilities as a director.

**Independent Director:**

Pursuant to the provisions of the section 149 of the Companies Act, 2013, the following Non-Executive Directors are appointed as Independent Directors:-

Sr. No.	Name of the Director	Date of Appointment
1	Mrs. Riddhi Kamlesh Tilwani	01/07/2014
2	Mr. Nishant Tolchand Ranka	07/03/2018

**Separate Meeting of Independent Directors:**

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on 15th February, 2019 to review the performance of Non-Independent Directors, Chairman and the Board as whole. The Independent Directors also reviewed the quality, quantity and timeliness of the flow of information between the management and the Board and it's Committees which is necessary to effectively and reasonably perform and discharge their duties.



**Familiarization Programme for Independent Directors:**

Whenever any person joins the Board of the Company as an Independent Director, an induction programme is arranged for him/her wherein he/she is familiarised with the Company, their roles, rights and responsibilities in the Company, the code of conduct to be adhered, nature of the industry in which the Company operates, business model of the Company, meeting with the senior management team members, etc. The details of familiarization programmes imparted to Independent Directors can be viewed at our website [www.finkurve.com](http://www.finkurve.com).

**Women Director:**

In terms of the provision of Section 149 of the Companies Act, 2013 and Regulation 17 (1) of SEBI (LODR) Regulation, 2015 a company shall have at least one women director on the board of the company. Your Company has one woman director Mrs. Riddhi Kamlesh Tilwani on Board w.e.f. 01st July, 2014.

**Committees of the Board**

As on 31st March, 2019 the Company has Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Risk Management Committee. The details of these Committees are set out below.

**1. Audit Committee:**
**Composition:**

The Audit Committee comprises with following members as on 31<sup>st</sup> March, 2019:

Sr. No.	Name of the Member	Designation
1.	Mr. Nishant Ranka	Chairman, Independent Director
2.	Mr. Sachin Kothari	Member, Executive Director
3.	Mrs. Riddhi Tilwani	Member, Independent Director

**Meetings & Attendance:**

During the year under review, the Committee met 4 (Four) times on 29th May, 2018, 13th August, 2018, 02nd November, 2018 and 08th February, 2019.

Names of the Committee Members along with their attendance are given below:

Sr. No.	Name of the Member	Designation	No. of meetings attended
1.	Mr. Nishant Ranka	Chairman	4 of 4
2.	Mr. Sachin Kothari	Member	4 of 4
3.	Mrs. Riddhi Tilwani	Member	4 of 4

**Terms of reference:**

The terms of reference of the Audit Committee are as per the guidelines set out in the Listing Regulations of the stock exchange read with Section 177 of the Companies Act, 2013. These broadly includes (i) develop an annual plan for Committee (ii) review of financial reporting processes (iii) review of risk management, internal control and governance processes (iv) discussions on quarterly half yearly and annual financial statements (v) interaction with statutory and internal auditors (vi) recommendation for appointment, remuneration and terms of appointment of auditors and (vii) risk management framework concerning the critical operations of the Company.

**In addition to the above, the Audit Committee also reviews the following:**

- (i) Matter included in the Director's Responsibility Statement
- (ii) Changes, if any, in the accounting policies
- (iii) Major accounting estimates and significant adjustments in financial statement
- (iv) Compliance with listing and other legal requirements concerning financial statements
- (v) Disclosures in financial statement including related party transactions
- (vi) Qualification in draft audit report
- (vii) Scrutiny of inter-corporate loans & investments
- (viii) Management's Discussions and Analysis of Company's operations
- (ix) Valuation of undertakings or assets of the Company, wherever it is necessary
- (x) Periodical Internal Audit Reports and the report of Risk Management Committee, if any
- (xi) Findings of any special investigations carried out either by the Internal Auditors or by the external investigating agencies.
- (xii) Letters of Statutory Auditors to management on internal control weakness, if any.
- (xiii) Major non routine transactions recorded in the financial statements involving exercise of judgment by the management.
- (xiv) Recommend to the Board the appointment, re-appointment and, if required the replacement or removal of the statutory auditors considering their independence and effectiveness, and recommend the audit fees.
- (xv) Subject to review by the Board of Directors, review on quarterly basis, Related Party Transactions entered into by the Company pursuant to each omnibus approval given.

**2. Nomination & Remuneration Committee:**
**Composition:**

The Nomination and Remuneration Committee comprises with following members as on 31st March, 2019:

Sr. No.	Name of the Member	Designation
1.	Mr. Nishant Ranka	Chairman, Independent Director
2.	Mr. Ketan Kothari	Member, Non-Executive Director
3.	Mrs. Riddhi Tilwani	Member, Independent Director

**Meetings & Attendance:**

During the year under review, the Committee met 1 (One) time on 02nd November, 2018.

**Names of the Committee Members along with their attendance are given below:**

Sr. No.	Name of the Member	Designation	No. of meetings attended
1.	Mr. Nishant Ranka	Chairman	1 of 1
2.	Mr. Ketan Kothari	Member	1 of 1
3.	Mrs. Riddhi Tilwani	Member	1 of 1

**Terms of Reference:**

- i. To identify persons who are qualified to become directors and who may be appointed in senior management level in accordance with the criteria laid down in the Nomination & Remuneration policy.
- ii. To recommend to the Board, appointment and removal of the directors and evaluation of every director's performance as laid down in the Nomination & Remuneration policy
- iii. To formulate the criteria for determining qualifications and positive attributes of the Directors
- iv. To deal with the matters relating to the remuneration payable to Whole Time Directors, Key Managerial Personnel and Senior Management Executives and commission, if any, to be paid to Non-Executive Directors, apart from sitting fees.
- v. To review the overall compensation policy, service agreement and other employment conditions of Whole Time Directors, Key Managerial Personnel and Senior Management Executives which include the employees designated as Vice-President and above (normally include the first layer of management below the Board level),
- vi. To deal with other matters as the Board may refer to the Nomination and Remuneration Committee ("the Committee") from time to time.

**Performance evaluation criteria for Independent Director:**

The Company has carried out performance evaluation of its Independent Directors individually. The structured evaluation process contained various aspects of the functioning of Independent Directors and their roles, frequency of meetings, level of participation, and independence of judgments, performance of duties and obligations and implementation of good corporate governance practices. The Company expressed its satisfaction on the performance of Independent Directors individually.

**3. Remuneration of Directors:**
**Criteria of making payments to Non-Executive Directors:**

Company does not make any payments to Non-Executive Directors towards their services except from the sitting fees which are cited below:

**Details of Sitting fees paid to the Non-Executive Directors during the financial year ended 31st March, 2019 are given below.**

Sr. No.	Name of Director	Sitting Fees (Amt. in Rs.)	Annual Remuneration / Commission* (Amt in Rs.)	No. of Shares held
1.	Mr. Ketan Kothari	-	-	5,34,51,230
2.	Mrs. Riddhi Tilwani	50,000	-	Nil
3.	Mr. Nishant Ranka	50,000	-	Nil

The tenure of the Independent Directors is fixed in accordance with the requirements laid down in the Companies Act, 2013 and clarifications/circulars issued by the Ministry of Corporate Affairs, in this regard, from time to time.

**The Disclosures with respect to the remuneration of the director is given in the Annexure - I of the Directors Report.**
**Disclosures regarding appointment/re-appointment of Directors:**

The details of the directors who are being appointed/ reappointed are provided in the Notice to the Annual General Meeting.

**4. Stakeholder's Relationship Committee:****Composition:**

The Stakeholder Relationship Committee comprises with following members as on 31<sup>st</sup> March, 2019:

Sr. No.	Name of the Member	Designation
1.	Mr. Ketan Kothari	Chairman, Non-Executive Director
2.	Mr. Nishant Ranka	Member, Independent Director
3.	Mrs. Riddhi Tilwani	Member, Independent Director

**Meetings & Attendance:**

During the year under review, the Committee met 4 (Four) times on 29th May, 2018, 13th August, 2018, 02nd November, 2018 and 08th February, 2019.

Name of the Committee Members along with their attendance is given below –

Sr. No.	Name of the Member	Designation	No. of meetings attended
1.	Mr. Ketan Kothari	Chairman	4 of 4
2.	Mr. Nishant Ranka	Member	4 of 4
3.	Mrs. Riddhi Tilwani	Member	4 of 4

Mr. Sunny Parekh, Company Secretary of the Company has been designated as Compliance Officer (E-mail ID: finkurvefinancial@gmail.com) for complying with the requirements of SEBI (LODR) Regulations, 2015 with the Stock Exchanges.

**Terms of Reference**

The Committee focuses primarily on monitoring and ensuring that all investor services operate in an efficient manner and that shareholder and investor grievances/complaints including that of all other stakeholders are addressed promptly with the result that all issues are resolved rapidly and efficiently.

**Details of Investor Complaints**

Number of Complaints received from 01/04/2018 to 31/03/2019			
Pending as on 01/04/2018	Received	Redressed	Pending as on 31/03/2019
Nil	Nil	Nil	Nil

**EVALUATION OF THE BOARD'S PERFORMANCE:**

During the year, the Board adopted a formal mechanism for evaluating its performance as well as that of its Committees and individual directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc. The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors. The directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

**DECLARATION BY INDEPENDENT DIRECTORS:**

The Company has received a declaration made by the Independent Directors of the Company that they have fulfilled the criteria given under Section 149(6) of the Companies Act, 2013 and other applicable provisions.

**25. LISTING OF SHARES:**

The Equity Shares of the Company are listed on BSE Limited. Further, the Company has paid necessary listing fees to BSE as per the Listing Agreement.

**26. ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES:**

The Whistle Blower Policy is formulated to encourage all employees and directors of the Company to report any unethical behavior, actual or suspected fraud or violation of the Code of the Company and to provide a secure environment to such employees acting in good faith and safeguarding them from any adverse action by the management. This policy is in line with the requirements of the Listing Regulations of the Stock Exchange and the provisions of Sub Section 9 of Section 177 of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 which stipulated that every listed Company shall establish a "Vigil Mechanism".

**27. CODE OF CONDUCT:**

The Code of Conduct for the directors and Senior Management Personnel of the Company have been laid by the Board and necessary declaration has been obtained from them. The Company has adopted amended 'Code of Conduct' (including code of conduct of Independent Directors) and the terms & conditions for appointment of Independent Directors of the Company in the meeting of Board of Directors held on 12th November, 2014.

A declaration signed by the Executive Director of the Company to this effect is contained at the end of this report. The said Code is posted on the website of the Company.

**28. COMPANY'S PHILOSOPHY:**

Your Company believes that sound ethical practices, transparency in operations and timely disclosures go a long way in enhancing long-term shareholders value while safeguarding the interest of all the stakeholders. It is this conviction that has led the Company to make strong corporate governance values intrinsic in all operations. The Company is led by a distinguished Board, which includes independent directors. The Board provides a strong oversight and strategic counsel. The Company has established systems and procedures to ensure that the Board of the Company is well-informed and well-equipped to fulfill its oversight responsibilities and to provide management the strategic direction it needs to create long-term shareholders value.

**29. OTHER DISCLOSURES:****(i) Related Party Transactions:**

There are no transactions of materially significant nature that have been entered into by the Company with the promoters, directors, their relatives and the management and in any Company in which they are interested, that may have potential conflict with the interest of the Company. The transactions entered into by the Company with related parties in the normal course of business. The members may refer to the Notes to Accounts for details of Related Party Transactions. The Board of Directors of the Company on the recommendation of the Audit Committee has adopted a policy to regulate transactions between the Company and its Related Parties in compliance with the applicable provisions of the Companies Act, 2013 the Rules there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This policy was considered and approved by the Board at its Meeting held on 12th November, 2014. The policy has also been uploaded on the website of the Company i.e. [www.finkurve.com](http://www.finkurve.com).

**(ii) Disclosure of Accounting Treatment:**

The Company has followed the treatment laid down in the Accounting Standards prescribed by the Institute of Chartered Accountants of India, in the preparation of financial statements. There are no audit qualifications in the Company's financial statements for the year under review.

**(iii) Compliance:**

The Company has complied with the requisite regulations relating to capital markets. No Penalties/restrictions have been imposed on the Company by the Stock Exchange or SEBI or any other statutory authority on any matter related to capital market during the last three years.

**(iv) Whistle Blower Policy:**

In line with the best Corporate Governance practices, the Company has in place a system through which the directors and employees may report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics without fear of reprisal. The employees and directors may report to the Compliance Officer and have direct access to the Chairman of the Audit Committee. The Whistle-Blower Policy is placed on the website of the Company.

**(v) Disclosure on Sexual Harassment of Women at Workplace:**

The Company has no tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under. The Company has also constituted an Internal Complaints Committee to consider and to redress complaints of sexual harassment.

**(vi) Prevention of Insider Trading Code:**

As per SEBI (Prevention of Insider Trading) Regulation, 1992, as amended, the Company has adopted a Code of Conduct for Prevention of Insider Trading. All the directors, employees at senior management and other employees who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the Code. The Compliance Officer is responsible for setting forth procedures and implementation of the code for trading in Company securities. During the year under review there has been due compliance with the said code.

**(vii) Material Subsidiary policy:**

The Company has framed policy for determining "material subsidiaries" to ensure that Board of Directors has overall supervision of functioning of subsidiaries of the Company and to provide the governance framework for such subsidiaries. The policy has been uploaded on the website of the Company i.e. [www.finkurve.com](http://www.finkurve.com)

**(viii) CEO/CFO Certification:**

The certificate certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs is annexed and forms part of the Annual Report.

**(ix) Risk Management:**

The Company has laid down the procedures to inform the members of the Board about the risk assessment and minimization procedures and the Board has also formulated Risk Management Policy to ensure that the critical risks are controlled by the executive management.

**The Management Discussion & Analysis Report forms part of the Annual Report.**

**30. ACKNOWLEDGEMENT:**

Your Company and its Directors wish to extend their sincerest thanks for the co-operation received from shareholders, bankers and other business constituent during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all employees of the Company.

**For and on behalf of the Board of Directors**

**Place: Mumbai  
Date: 27th August, 2019**

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

**Annexure – 1**

[Pursuant to Section 197 (12) and Rule 5(1) and Rule 5 (2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

- a. The ratio of remuneration of each Director to the Median Remuneration of employees who were on the payroll of the Company during the financial year 2018-19 is given below:

Sr. No.	Name	Designation	Ratio of Median Remuneration
1	Mr. Ketan Bhawarlal Kothari	Non-Executive Director	Nil
2	Mr. Sachin Gheesoolal Kothari	Whole Time Director	0.92
3	Mr. Nishant Tolchand Ranka	Independent Director	Nil
4	Mrs. Riddhi Kamlesh Tilwani	Independent Director	Nil

- b. The Percentage increase in remuneration of each director, Chief Financial Officer, Company Secretary in the financial year is as follows:

Sr. No.	Name of Director, Chief Financial Officer & Company Secretary	Designation	% of Increase in remuneration in the financial year
1	Mr. Ketan Bhawarlal Kothari	Non-Executive Director	Nil
2	Mr. Sachin Gheesoolal Kothari	Whole Time Director	Nil
3	Mr. Nishant Tolchand Ranka	Independent Director	Nil
4	Mrs. Riddhi Kamlesh Tilwani	Independent Director	Nil
5	Mr. Sunny Parekh	Company Secretary and Compliance Officer	28.21%
6	Mrs. Bhavi Desai	Chief Financial Officer	15%

- c. The percentage increase in the median remuneration of employees in the financial year was 3.70%.
- d. The number of permanent employees on the rolls of Company as on 31st March, 2019 was 10.
- e. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
- f. Affirmation that the remuneration is as per the remuneration policy of the Company: The Company affirms remuneration is as per the remuneration policy of the Company.
- g. Details Pertaining to remuneration as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) and (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and forming part of the directors report for the year ended March 31, 2019.

During the year under review none of the employees of the Company was drawing remuneration equal to or more than 1 crore and 2 lacs per annum and 8 lacs & 50 thousand per month pursuant to Provisions of Section 197(12) read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Details of Top 10 Employees in terms of remuneration drawn as per Rule 5(2) and 5(3) are as follows:

Employee Name	Designation	Educational Qualification	Age (in years)	Experience (in years)	Date of joining	Gross Remuneration (Rs)	Previous Employment and Designation	The percentage of equity shares held by the employee in the company	Whether any such employee is a relative of any director or manager of the company
Pawan Betala	Regional Head - South		35	12	19.11.2018	1,200,000	Assistant Manager, South - Bombay Stock exchange	0	No
Sunny Parekh	Company Secretary & Compliance Officer	Company Secretary	29	06	26.07.2013	1,000,044	Times of Money Limited (Assistant CS)	0	No
Sachin Kothari	Whole time Director	Chartered Accountant	37	08	01.09.2011	900,000	Concept Management and Consulting Limited	0	No
Bhavi Desai	Chief Financial Officer	Chartered Accountant	31	05	01.07.2014	897,000	Chartered Accountant at Lotus Refineries Pvt Ltd	0	No
Sparsha Sharma	Manager-Finance & Accounts	Chartered Accountant	27	02	24.01.2018	750,000	Senior Accounts & Taxation Associate at Lasco International	0	No
Jay Bhatia	Projects Manager	MBA Finance	24	03	08.05.2018	600,000	Research Analyst at Gold Stone Devices Pvt Ltd	0	No
Sugandhi Ravi Kumar	Manager - Finance and Accounts	Chartered Accountant	30	02	22.04.2019	550,000	Senior Associate at Ashok D Shah & Company	0	No
Chetan Tulshikar	Senior Marketing Executive	MBA Marketing	30	07	06.09.2018	490,056	Assistant Manager - Zonal Marketing & Communications at Idea Cellular	0	No
Swapnil Shinde	HR & Admin Manager	BA History	33	7.5	08.01.2019	360,000	Progress and Happiness Officer at Goodlight Venture Pvt Ltd	0	No
Pradhya Sarmalkar	Senior Accounts Executive	B Com	32	07	05.08.2016	247,503	Accounts Executive at Hitech eTerminal Services Pvt Ltd	0	No

**For and on behalf of the Board of Directors**

**Ketan Kothari**  
Chairman  
DIN: 00230725

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



**Annexure – II**
**EXTRACT OF ANNUAL RETURN**
**As on the financial year ended 31/03/2019**

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**FORM NO. MGT – 9**
**I. REGISTRATION AND OTHER DETAILS:**

<b>CIN</b>	L65990MH1984PLC032403
<b>Registration Date</b>	23/03/1984
<b>Name of the Company</b>	Finkurve Financial Services Limited
<b>Category/Sub-Category of the Company</b>	Company having Share Capital
<b>Address of the registered office and contact details</b>	3rd Floor, Bullion House, 115, Tambakata Lane, Zaveri Bazar, Mumbai – 400 003 Tel. No.: 022-6142 0022
<b>Whether listed Company</b>	Yes
<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	Sharex Dynamic (India) Private Limited, C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400083. Tel. No.: 022-2851 5600/5644

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated

Sr. No.	Name and description of main products/ services	NIC Code of the products/ services	% of the total turnover of the Company
1	Other financial service activities, except insurance and pension funding activities, n.e.c.	64990	100 %

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	<b>Name:</b> Aether Leisure Private Limited (formerly known as Finkurve Enterprises Private Limited) <b>Address:</b> 3rd Floor, Bullion House, 115, Tambakata Lane, Zaveri Bazar, Mumbai – 03	U51100MH2004PTC146355	Subsidiary Company	99.99%	2(87) of the Companies Act, 2013
2.	<b>Name:</b> Supama Forex Private Limited <b>Address:</b> A/7, Bharat Nagar, Grant Road, Mumbai – 400 007	U05999MH1996PTC098004	Subsidiary Company	83.20%	2(87) of the Companies Act, 2013



## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A. PROMOTERS</b>									
(1) Indian									
a) Individual/HUF	70230700	-	70230700	72.70	70230700	-	70230700	72.70	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A)(1):-	70230700	-	70230700	72.70	70230700	-	70230700	72.70	-
(2) Foreign									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	70230700	-	70230700	72.70	70230700	-	70230700	72.70	-
<b>B. PUBLIC SHAREHOLDING</b>									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub Total (B) (1):-	-	-	-	-	-	-	-	-	-



## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
2. Non-Institutions									
a) Bodies Corporate									
i) Indian	570307	-	570307	0.59	650890	-	650890	0.67	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual Shareholders holding nominal share capital upto 1 lakh	2064945	2089500	4154445	4.30	2131761	2089500	4221261	4.36	-
ii) Individual Shareholders holding nominal share capital in excess of 1 lakh	19723926	315000	20038926	20.75	18249950	315000	18564950	19.22	-
c) Others (specify)	1605572	-	1605572	1.66	2111185	-	2111185	2.19	-
HUF	-	-	-	-	-	-	-	-	-
i) Shares held by Pakistani citizens vested with the Custodian of Enemy Property	-	-	-	-	-	-	-	-	-
ii) Other Foreign Nationals	-	-	-	-	-	-	-	-	-
iii) Foreign Bodies	-	-	-	-	-	-	-	-	-
iv) NRI / OCBs	-	-	-	-	750000	-	750000	0.78	-
v) Clearing Members / Clearing House	50	-	50	0.00	4014	-	4014	0.00	-
vi) Trusts	-	-	-	-	-	-	-	-	-
vii) Limited Liability Partnership	-	-	-	-	-	-	-	-	-
viii) Foreign Portfolio Investor (Corporate)	-	-	-	-	67000	-	67000	0.07	-
ix) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
Sub-Total (B)(2):	23964800	2404500	26369300	27.30	23964800	2404500	26369300	27.30	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	23964800	2404500	26369300	27.30	23964800	2404500	26369300	27.30	-
C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	94195500	2404500	96600000	100	94195500	2404500	96600000	100	-



d. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Mrs. Sangeeta B. Singh	1501500	1.55	1501500	1.55
2.	Mr. Vipul R. Mehta	1396500	1.45	1396500	1.45
3.	Mr. Prakash R. Jain	1372000	1.42	1372000	1.42
4.	Mr. Narendra S. Shah	1302000	1.35	1302000	1.35
5.	Mr. Chetan M. Bafna	1281000	1.33	1281000	1.33
6.	Mr. Kishore D. Jain	1260700	1.31	1260700	1.31
7.	Mr. Harakhchand F. Vardhan	1050000	1.09	1050000	1.09
8.	Mrs. Shobha R. Mehta	1022000	1.06	1022000	1.06
9.	Mr. Dinesh H. Vardhan (HUF)	1015000	1.05	1015000	1.05
10.	Mr. Mahendra N. Bafna	882800	0.91	882800	0.91

e. Shareholding of Directors and Key Managerial Personnel As on 31st March 2019:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Mr. Ketan Kothari	53451230	55.33%	53451230	55.33%
	Date wise increase/decrease in share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	Nil	Nil	Nil	Nil
	At the end of the year (or on the date of separation, if separated during the year)	53451230	55.33%	53451230	55.33%

Other than this, no other Director and Key Managerial Personnel holds any shares in the Company for the year ended 31st March, 2019.

**INDEBTEDNESS:**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	1,10,45,95,476.35	Nil	<b>1,10,45,95,476.35</b>
ii) Interest due but not paid	Nil	Nil	Nil	<b>Nil</b>
iii) Interest accrued but not due	Nil	Nil	Nil	<b>Nil</b>
<b>Total (i+ii+iii)</b>	<b>Nil</b>	<b>1,10,45,95,476.35</b>	<b>Nil</b>	<b>1,10,45,95,476.35</b>
Change in Indebtedness during the financial year				
• Addition (Including Interest)	Nil	98,64,06,637.00	Nil	<b>98,64,06,637.00</b>
• Reduction (Including TDS)	Nil	1,16,05,75,050.00	Nil	<b>1,16,05,75,050.00</b>
<b>Net Change</b>	<b>Nil</b>	<b>(17,41,68,413.00)</b>	<b>Nil</b>	<b>(17,41,68,413.00)</b>
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	93,04,27,063.35	Nil	<b>93,04,27,063.35</b>
ii) Interest due but not paid	Nil	Nil	Nil	<b>Nil</b>
iii) Interest accrued but not due	Nil	Nil	Nil	<b>Nil</b>
<b>Total (i+ii+iii)</b>	<b>Nil</b>	<b>93,04,27,063.35</b>	<b>Nil</b>	<b>93,04,27,063.35</b>

**V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (in Rs.)****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sr. No.	Particulars of Remuneration	Name of Director Mr. Sachin Kothari (WTD)
1.	Gross Salary (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 (b) Value of Perquisites u/s 17(2) Income Tax Act, 1961 (c) Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961	Rs. 900,000 - -
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission a.) as a % of profit b.) others, specify	- -
5.	Others, please specify	-
	<b>Total (A)</b>	<b>Rs. 900,000</b>

**B. Remuneration to other Directors:**

Sr. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Mr. Nishant Ranka	Mrs. Riddhi Tilwani	
1.	<b>Independent Directors</b>			
a.	Fee for attending Board/committee meetings	50,000	50,000	
b.	Commission	-	-	
c.	Others, please specify	-	-	
	Total (1)	50,000	50,000	
2.	<b>Other Executive &amp; Non-Executive Directors</b>	Mr. Ketan Kothari		
a.	Fee for attending Board/committee meetings	-	-	
b.	Commission	-	-	
c.	Others, please specify	-	-	
	Total (2)	-	-	
	Total (B)=(1+2)		100,000	100,000
	<b>Total Managerial Remuneration</b>		<b>1,000,000</b>	<b>1,000,000</b>
	Overall Ceiling as per the Act		1% of Net Profit of Company	

**C. Remuneration to key managerial personnel other than MD/Manager/WTD**

Sr. No.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount
		CFO	CS	
		Mrs. Bhavi Desai	Mr. Sunny Parekh	
1.	<b>Gross Salary</b>			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	897,000	10,00,000	18,97,000
	(b) Value of Perquisites u/sec 17 (2) Income Tax Act, 1961	-	-	-
	c. Profits in lieu of salary under section 17 (3) of Income Tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission as	-	-	-
	a.% of profit	-	-	-
	b.others, specify	-	-	-
5.	Others, Please specify	-	-	-
	<b>Total</b>	<b>897,000</b>	<b>10,00,000</b>	<b>18,97,000</b>

**VI. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES (Under the Companies Act): N.A.**

For and on behalf of the Board of Directors

Place: Mumbai  
Date: 27th August, 2019

Ketan Kothari  
Chairman  
(DIN: 00230725)



**Annexure – III**  
**Secretarial Audit Report**  
**FORM NO. MR-3**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

To,  
**The Members,**  
**FINKURVE FINANCIAL SERVICES LIMITED**  
3rd Floor, Bullion House,  
115 Tambakatalane, Zaveri Bazar  
Mumbai 400003

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by **FINKURVE FINANCIAL SERVICES LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended 31st March, 2019, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **FINKURVE FINANCIAL SERVICES LIMITED** ("the Company") for the financial year ended on 31st March, 2019, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Reserve Bank of India Act, 1934;
- (v) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;(not applicable to the Company during the Audit period);
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Regulations, 2009, and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October 2014(not applicable to the Company during the Audit period);
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 (not applicable to the Company during the Audit period) and



- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009(not applicable to the Company during the Audit period); and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998(not applicable to the Company during the Audit

(vii) Other Laws applicable to the Company as per the representations made by the Company are listed in **Annexure A** and forms an integral part of this report.

In case of Direct and Indirect Tax Laws like Income Tax Act, Service Tax Act, Excise & Custom Acts we have relied on the Reports given by the Statutory Auditors of the Company.

We have also examined compliance with the applicable clause of the following:

- a. Secretarial Standards issued by The Institute of Company Secretaries of India; and
- b. The (Listing Obligation and Disclosure Requirements) Regulations, 2015

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to us, the Company has generally complied with the provisions of the Act, Old Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors during the year under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the period under review;

- a. The Members of the Company vide there Extra Ordinary General Meeting dated 30th March, 2019 has passed a resolution to issue not more than 2,34,00,000 (Two Crore Thirty Four Lakhs) number of equity shares of face value of Rs. 1/- each (Rupee One Only) by way of preferential allotment on a private placement basis.

This report is to be read with my letter of even date which is annexed as **Annexure B** and form an integral part of this report.

**For Mayank Arora & Co.**

**Date: 23.08.2019**  
**Place: Mumbai**

**Mayank Arora**  
**Proprietor**  
**C.P. No. 13609**





**Annexure - A**

**Other Laws applicable to the Company**

**(A) Commercial Laws**

- (i) Indian Contract Act
- (ii) Limitation Act
- (iii) Arbitration and Conciliation Act
- (iv) Negotiable Instruments Act
- (v) Information Technology Act
- (vi) The Competition Act

**(B) Others**

- a) Shops & Establishments Act
- b) Bombay/Indian Stamp Act
- c) Registration Act

**For Mayank Arora & Co.**

**Date: 23.08.2019**  
**Place: Mumbai**

**Mayank Arora**  
**Proprietor**  
**C.P. No. 13609**



**Annexure - B**

**To,**  
**The Members,**  
**FINKURVE FINANCIAL SERVICES LIMITED**  
3rd Floor, Bullion House,  
115 Tambakata Lane, Zaveri Bazar  
Mumbai 400003

Our report of even date is to read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provided a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Book of Accounts of the Co.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. Our examination was limited to the verification of procedures on the test basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
7. We have reported, in our audit report, only that non-compliance, especially in respect of filing of applicable forms/documents, which, in our opinion, are material and having major bearing on financials of the Company.

**For Mayank Arora & Co.**

**Date: 23.08.2019**  
**Place: Mumbai**

**Mayank Arora**  
**Proprietor**  
**C.P. No. 13609**

**Annexure – IV”**
**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries / associate companies**
**Part “A”: Subsidiaries**

(Information in respect of each subsidiary presented with amounts in Rs.)

Sr. No.	Particulars	Subsidiary Companies	
		1. Supama Forex Private Limited	2. Aether Leisure Private Limited (Formerly Known as Finkurve Enterprises Private Limited)
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	From 01/04/2018 to 31/03/2019	From 01/04/2018 to 31/03/2019
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A.	N.A
3	Share capital	87,500,000	250,150
4	Reserves & surplus	44,713,433	5,377,986.38
5	Total assets	156,005,367	5,961,826.38
6	Total Liabilities	156,005,367	5,961,826.38
7	Investments	22,876,492	-
8	Turnover	3,984,608,337	155,204
9	Profit/(Loss) before taxation	1,289,490	(1,914,618.62)
10	Provision for taxation	470,000	-
11	Profit/(Loss) after taxation	1,396,672	(1,914,618.62)
12	Proposed Dividend	0	0
13	% of shareholding	83.20	99.99

**Part “B”: Associates**

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies: - NIL.

**For Ladha Singhal & Associates**

Chartered Accountants  
Firm Regn. No: 120241W

**For and on behalf of the Board of Directors**

**Ketan Kothari**  
Director

**Sachin Kothari**  
Executive Director

**Ajay Singhal**

Partner  
Membership No.: 104451  
Place: Mumbai  
**Date:**27th August, 2019

**Sunny Parekh**  
Company secretary  
& Compliance Officer

**Bhavi Desai**  
Chief Financial Officer

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****1. INDUSTRY STRUCTURE AND DEVELOPMENT:**

The Non Banking Financial Companies (NBFC) sector is still struggling for its growth in India. The NBFC sector is doing much better all over the world as compared to Asian Countries as the general perception about NBFC in the mind of public is still hazy. Other reason may be the excess regulatory requirements by the Reserve Bank of India which constituted a hurdle for its growth in India. Except few NBFCs no other companies are doing well. This has created a very discouraging situation for the remaining NBFCs who have no option except to diversify from its business of financing. Entrance of banks in consumer durable financing as well as in housing finance has brought forth a huge competition and has also added to worst scenario for the NBFCs. This has virtually put a stop on private financing and most of the Non-Banking Finance Companies are out of this business.

**2. OPPORTUNITIES AND THREATS:**

Due to recession all over the world, the Indian economy, though not affected substantially, has suffered and the opportunities have become limited in all spheres of businesses. The financial market has suffered a lot and the business for NBFCs has further reduced. This did not discourage the Board of directors of your Company who are constantly looking for an opportunity to expand the business of the Company. Your Company being in the financial services sector is facing a very stiff competition from public sector as well as private sector banks and financial institutions. It is trying to cope up with the same but is finding it difficult to match up with them in expertise as well as finances available. However, the Company is trying its level best to achieve the same level of competence to meet the challenges thrown in this sector.

**3. SEGMENT-WISE OR PRODUCT WISE PERFORMANCE:**

The Company operates in only single segment. Hence segment wise performance is not applicable.

**4. OUTLOOK AND FUTURE PROSPECTS:**

The Competition continues to be intense, as the Indian and foreign banks have entered the retail lending business in a big way, thereby exerting pressure on margins. The erstwhile providers of funds have now become competitors. The NBFCs can sustain in this competitive environment only through optimization of funding costs, identification of potential business areas, widening geographical reach, and use of technology, cost efficiencies, strict credit monitoring and raising the level of customer service.

**5. RISKS & CONCERNS:**

In today's complex business environment, almost every business decision requires executives and managers to balance risk and reward. The effective risk management is therefore critical to an organization's success. The globalization, with increasing integration of markets, newer and more complex products & transactions and an increasingly stringent regulatory framework has exposed organizations to newer risks. As a result, today's operating environment demands a rigorous and integrated approach to risk management. The timely and effective risk management is of prime importance to our continued success. The increased competition and market volatility has enhanced the importance of risk management.

**6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The established Internal Control Systems of your Company are adequate to ensure that all the activities are monitored and controlled against any misuse or misappropriation of asset and that the transactions are authorized, recorded and reported correctly. More so, these internal control systems are regularly monitored by the Audit Committee of your Company and are improved upon on regular basis.

**7. HUMAN RESOURCES:**

The Company regards its employees as valuable asset and continuously reviews and evolves policies and procedures to attract and retain its pool of technical and managerial personnel through a conducive work environment.

**8. CAUTIONARY STATEMENT:**

The Management Discussion and Analysis Report may contain statements that might be considered forward looking. These statements are subject to certain risks and uncertainties. The actual results may differ materially from those expressed in the statement as important factors could influence the Company's operations such as government policies, local, political and economic development, risk inherent to the Company's growth and such other factors.

**For and on behalf of the Board of Directors**

Place: Mumbai  
Date: 27th August, 2019

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

**MD/CFO CERTIFICATION**

To,

**The Board of Directors,  
Finkurve Financial Services Limited**

We, the undersigned, in our respective capacities as the Executive Director and Chief Financial Officer of Finkurve Financial Services Limited ("the Company"), to the best of our knowledge and belief, hereby certify that:

- (a) We have reviewed financial statements and the Cash Flow statement for the year ended 31st March, 2019 and based on our knowledge and belief, state that:
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with the existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and for evaluating the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies
- (d) We have indicated to the Auditors and the Audit Committee that:
- (i) there has been no significant changes in internal control over financial reporting during the year under reference;
  - (ii) there has not been any significant changes in accounting policies during the year which need to be disclosed in the notes to the financial statements; and
  - (iii) We are not aware of any material instances of significant fraud during the year and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For and on behalf of the Board of Directors**

**Sd/-**

**Sachin Kothari  
Executive Director**

**Sd/-**

**Bhavi Desai  
CFO**



**DECLARATION**

**DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT PURSUANT TO SCHEDULE V(D) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

**To,  
The Members,**

I, Sachin Kothari, Executive Director of the Company, do hereby declare that all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct adopted by the Board of Directors and Senior Management of the Company. The same has been made available on the website of the Company i.e., [www.finkurve.com](http://www.finkurve.com).

**For and on behalf of the Board of Directors**

**Place: Mumbai  
Date: 27th August, 2019**

**Sachin Kothari  
Executive Director  
(DIN: 03155884)**

**DISCLOSURE UNDER PARA F OF SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015**

**To,  
The Members,  
Finkurve Financial Services Limited**

In accordance with Para F of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we hereby confirm that, there are no shares in the Demat Suspense Account or Unclaimed Suspense Account.

**For and on behalf of the Board of Directors**

**Place: Mumbai  
Date: 27th August, 2019**

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

**INDEPENDENT AUDITOR'S REPORT****To The Members of Finkurve Financial Services Limited****Report on the Standalone Financial Statements**

1. We have audited the accompanying Standalone financial statements of **Finkurve Financial Services Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, and the Statement of Profit and Loss, the Statement of cash flows for the year then ended and, notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit and its cash flows for the year ended on that date.

**Basis of Opinion**

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
5. We have determined that there are no key audit matters to communicate in our report.

**Information other than the financial statements and auditors' report thereon**

6. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditor's report.
7. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
8. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

**Management's Responsibility for the Standalone Financial Statements**

9. The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
10. In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

11. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.
12. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also :
- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
  - Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.





- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
13. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
  14. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
  15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Report on other Legal and Regulatory Requirements

16. As required by section 197(16) of the Act, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
17. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
18. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on 31st March, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**".



- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company does not have any pending litigations which would impact its financial position;
  - ii) The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses; and
  - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For Ladha Singhal & Associates**

Chartered Accountants  
(Firm Registration No. 120241W)

**Ajay Singhal**  
**(Partner)**

M. No. 104451

Place: Mumbai

Dated: 29<sup>th</sup> May 2019.

**Annexure A to Independent Auditor's Report**

Referred to as **Annexure 'A'** in paragraph 17 of the Independent Auditors' Report of even date to the members of **Finkurve Financial Services Limited** on the standalone financial statement for the year ended on 31<sup>st</sup> March, 2019, we report that :

- (I) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management during the year under a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets.  
No discrepancies were noticed on such verification.
- (c) The company does not have immovable property hence; verification of title deed of any such immovable properties is not applicable.
- (ii) The Company is in the business of providing services and does not have any physical inventory hence; the provisions of the clause 3(ii) of the Companies (Auditors' Report) Order, 2016 are not applicable to the company.
- (iii) The Company has granted unsecured loan to two bodies corporate and eleven other parties covered in the register maintained under section 189 of the Act.
  - (a) In respect of aforesaid loans granted, the terms and condition under which such loans are granted are not prejudicial to the interest of the company.
  - (b) The aforesaid loans are of short term in nature and are repayable on demand. There is no schedule of repayment of principle and interest of such loans. The repayment of principle and receipt of interest are, whenever demanded have been received and is regular.
  - (c) There are no overdue amounts for more than ninety days or more in respect of the loans granted to the bodies corporate and other parties listed in the register maintained under section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) In our opinion and according to the information given to us, the company has not accepted deposits and hence, compliance with the directives issued by Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under with regard to the deposits accepted is not applicable.
- (vi) According to the information and explanation given to us, the central government has not prescribed maintenance of cost records under sub section (1) of section 148 of the Act for any of the product of the company.
- (vii) (a) The company is regular in depositing with appropriate authorities applicable undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues as applicable and no any undisputed amounts of such taxes were in arrears as at 31<sup>st</sup> March, 2019 for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, goods and service tax, duty of customs, duty of excise and value added tax which have not been deposited with appropriate authority on account of any dispute.
- (viii) In our opinion and according to the information and explanation given to us, the company has not availed any loan or borrowings from the financial institutions or banks or debenture holders during the year; hence clause 3(viii) of the Companies (Auditors' Report) Order, 2016 is not applicable to the Company.



- (ix) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) or term loans during the year; hence clause 3(ix) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (xi) According to the information and explanation give to us and based on our examination of the records of the Company, the company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with the Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company; hence clause 3(xii) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with the sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year hence; clause 3(xiv) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with the directors or the persons connected with him; hence clause 3(xv) of the Companies (Auditors' Report) Order, 2016 is not applicable to the Company.
- (xvi) The Company is required to be registered as NBFC under section 45-IA of the Reserve Bank of India Act 1934 and it has obtained certificate of registration dated 9<sup>th</sup> March, 1998.

**For Ladha Singhal & Associates**

Chartered Accountants

(Firm Registration No. 120241W)

**(Ajay Singhal)****Partner**

M. No. 104451

Place : Mumbai

Dated : 29<sup>th</sup> May, 2019.

**Annexure B to Independent Auditor's Report**

Referred to as **Annexure 'B'** in paragraph 18(f) of the Independent Auditors' Report of even date to the members of **Finkurve Financial Services Limited** on the standalone financial statement for the year ended on 31<sup>st</sup> March, 2019.

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

1. We have audited the internal financial controls over financial reporting of **Finkurve Financial Services Limited** ("the Company") as on 31<sup>st</sup> March, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended and as on that date.

**Management's Responsibility for Internal Financial Controls**

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("the Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors' Responsibility**

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls over financial reporting. Those Standards and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.



### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

8. In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### **For Ladha Singhal & Associates**

Chartered Accountants

(Firm Registration No. 120241W)

**(Ajay Singhal)**

**Partner**

M. No. 104451

Place : Mumbai

Dated : 29<sup>th</sup> May, 2019.

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2019**

Particulars	Note No.	As at 31 <sup>st</sup> March 2019	As at 31 <sup>st</sup> March 2018
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' Funds</b>			
(a) Share Capital	2	9,66,00,000	9,66,00,000
(b) Reserves and Surplus	3	4,53,90,493	3,59,72,091
		<b>14,19,90,493</b>	<b>13,25,72,091</b>
<b>2. Non - Current Liabilities</b>			
(a) Long Term Borrowings	4	4,50,23,411	11,72,27,539
(b) Other Long Term Liabilities	5	-	50,00,000
		<b>4,50,23,411</b>	<b>12,22,27,539</b>
<b>3. Current Liabilities</b>			
(a) Short Term Borrowing	6	88,54,72,922	98,73,67,938
(b) Trade Payables	7	14,52,915	19,11,201
(c) Other Current Liabilities	8	31,09,976	1,32,92,848
(d) Short Term Provision	9	1,24,60,000	76,60,000
		<b>90,24,95,813</b>	<b>1,01,02,31,987</b>
<b>TOTAL</b>		<b>1,08,95,09,716</b>	<b>1,26,50,31,617</b>
<b>II. ASSETS</b>			
<b>1. Non - Current Assets</b>			
(a) Fixed Assets (Net Block)	10		
(i) Tangible Assets		6,34,082	6,75,772
(ii) In-Tangible Assets		18,230	42,146
(b) Non - Current Investments	11	9,77,47,682	9,69,13,300
(c) Deferred Tax Assets (Net)	12	12,15,393	7,11,301
(d) Long - Term Loans and Advances	13	1,41,500	1,71,500
(e) Other Non-Current Assets	14	1,74,800	-
		<b>9,99,31,687</b>	<b>9,85,14,019</b>
<b>2. Current Assets</b>			
(a) Cash and Cash Equivalents	15	60,19,356	4,48,002
(b) Short Term Loans and Advances	16	98,35,16,163	1,16,60,63,086
(c) Other Current Assets	17	42,510	6,510
		<b>98,95,78,029</b>	<b>1,16,65,17,598</b>
<b>TOTAL</b>		<b>1,08,95,09,716</b>	<b>1,26,50,31,617</b>
<b>Significant Accounting Policies</b>	1		
<b>Notes forming part of the financial statements</b>	23 to 33		

As per our report of even date  
**For Ladha Singhal and Associates**  
Chartered Accountants  
Firm Registration No : 120241W

For and on behalf of the Board of Directors  
For Finkurve Financial Services Limited

**(Ajay Singhal)**  
Partner  
M. No. 104451

**(Ketan Kothari)**  
Director  
DIN : 00230725

**(Sachin Kothari)**  
Executive Director  
DIN : 03155884

**Place : Mumbai**  
**Date : 29<sup>th</sup> May 2019**

**(Sunny Parekh)**  
Company Secretary

**(Bhavi Desai)**  
CFO

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2019**

(Amounts in Rs.)

Particulars	Note No.	For the year ended 31 <sup>st</sup> March 2019	For the year ended 31 <sup>st</sup> March 2018
<b>A. CONTINUING OPERATIONS</b>			
I. Revenue from Operations (gross)	18	14,97,21,603	12,33,31,790
II. Other Income	19	5,75,089	2,98,003
<b>III. Total Revenue (I + II)</b>		<b>15,02,96,693</b>	<b>12,36,29,793</b>
<b>IV. Expenses</b>			
Employee Benefits Expenses	20	68,33,582	47,34,213
Depreciation and Amortization Expenses	10	3,85,199	2,69,233
Other Expenses	21	1,30,23,912	1,18,20,492
Financial Expenses	22	11,62,44,222	8,04,63,409
<b>Total Expenses</b>		<b>13,64,86,915</b>	<b>9,72,87,347</b>
V. Profit / (Loss) before Exceptional and Extraordinary Items and Tax (III-IV)		<b>1,38,09,778</b>	<b>2,63,42,446</b>
VI. Exceptional Items / Extraordinary Items		-	-
VII. Profit / (Loss) Before Tax (V-VI)		<b>1,38,09,778</b>	<b>2,63,42,446</b>
VIII. Tax Expense:			
(a) Current Tax		48,00,000	76,60,000
(b) Deferred Tax (Asset) / Liability	12	(5,04,092)	(7,02,793)
(c) Short / (Excess) Provision for Tax for Earlier Year		95,468	(24,451)
(d) MAT Credit Utilisation / (Entitlement)		-	14,61,162
		<b>43,91,376</b>	<b>83,93,918</b>
IX. Profit / (Loss) from Continuing operations (VII-VIII)		<b>94,18,402</b>	<b>1,79,48,528</b>
<b>B. DISCONTINUING OPERATIONS</b>			
X. Profit/(Loss) for the Year from Discontinuing Operations		-	-
<b>C. TOTAL OPERATIONS</b>			
XI. Profit / (Loss) for the Year (IX + X)		<b>94,18,402</b>	<b>1,79,48,528</b>
<b>XII. Earnings Per Sub-Divided Eq. Share of Rs.1/- each:</b>			
Weighted average no. of shares (Basic & Diluted)		9,66,00,000	9,66,00,000
(1) Basic Earning Per Share (Rs.)		0.10	0.19
(2) Diluted Earning Per Share (Rs.)		0.10	0.19
<b>Significant Accounting Policies</b>	1		
<b>Notes forming part of the financial statements</b>	23 to 33		

As per our report of even date  
**For Ladha Singhal and Associates**  
 Chartered Accountants  
 Firm Registration No : 120241W

For and on behalf of the Board of Directors  
 For Finkurve Financial Services Limited

**(Ajay Singhal)**  
 Partner  
 M. No. 104451

**(Ketan Kothari)**  
 Director  
 DIN : 00230725

**(Sachin Kothari)**  
 Executive Director  
 DIN : 03155884

**Place : Mumbai**  
**Date : 29<sup>th</sup> May 2019**

**(Sunny Parekh)**  
 Company Secretary

**(Bhavi Desai)**  
 CFO



CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2019

(Amounts in Rs.)

PARTICULARS	For the year ended 31 <sup>st</sup> March 2019	For the year ended 31 <sup>st</sup> March 2018
<b>A.CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) before tax and Extraordinary Items	1,38,09,778	2,63,42,446
<b>Adjustments for</b>		
Depreciation	3,85,199	2,69,233
Deferred Revenue Expenditure written off	43,700	1,14,790
Loss on Sale of Investments	13,02,000	22,98,000
Profit on Redemption of Mutual Fund	(46,775)	(1,48,003)
Profit on Sale of Assets	(7,113)	-
Share of Loss / (Profit) from Firm / LLP	18,93,405	51,28,891
Deferred Revenue Expenditure Incurred	(2,18,500)	-
Interest on Income Tax Refund	(5,13,938)	-
Income Tax Paid	1,48,691	-
Interest Paid on borrowings	11,62,44,222	8,04,63,409
<b>Operating Profit Before Working Capital Adjustments</b>	<b>13,30,40,669</b>	<b>11,44,68,766</b>
<b>Adjustments for changes in working capital</b>		
Long Term Loans and Advances	30,000	(1,45,000)
Trade Receivables	-	-
Short Term Loans and Advances	18,20,77,523	(36,28,25,187)
Other Current Assets	(36,000)	(6,510)
Other Non Current Liability	(50,00,000)	-
Trade Payables	(4,58,286)	8,52,113
Other Current Liability	(1,01,82,872)	(4,72,69,430)
<b>Cash generated from operations</b>	<b>29,94,71,034</b>	<b>(29,49,25,248)</b>
Direct Tax Paid (Refund) [Net]	(7,39,178)	86,24,586
<b>Net Cash from Operating Activities</b>	<b>30,02,10,212</b>	<b>(30,35,49,833)</b>
<b>B.CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sales / (Purchase) of Current Investments - Net	46775	26,48,003
Sales / (Purchase) of Non - Current Investments - Net	(1627787)	5,74,500
Investments in Firm & LLP	(5,08,595)	(1,28,000)
Share of Profit / (Loss) from Firm / LLP	(18,93,405)	(51,28,891)
Capital Expenditure on Fixed Assets	(3,12,480)	(6,33,080)
<b>Net Cash from Investing Activities</b>	<b>(42,95,492)</b>	<b>(26,67,468)</b>
<b>C.CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds/(Repayment) from/of borrowings (Net) - Long Term	(7,22,04,128)	(57,56,16,242)
Proceeds/(Repayment) from/of borrowings (Net) - Short Term	(10,18,95,016)	93,50,83,766
Interest Paid on Borrowings	(11,62,44,222)	(8,04,63,409)
<b>Net Cash from Financing Activities</b>	<b>(29,03,43,366)</b>	<b>27,90,04,115</b>
Net increase in cash and cash equivalents (A+B+C)	55,71,354	(2,72,13,186)
Opening Balance of Cash and Cash Equivalents	4,48,002	2,76,61,188
<b>Closing Balance of Cash and Cash Equivalents</b>	<b>60,19,356</b>	<b>4,48,002</b>

## NOTES:

- The Cash Flow Statement has been prepared as per Indirect Method
- Cash & Cash Equivalents represent Cash & Bank Balance

For and on behalf of the Board of Directors

For Finkurve Financial Services Limited

(Ketan Kothari)  
Director  
DIN : 00230725

(Sachin Kothari)  
Executive Director  
DIN : 03155884

As per our report of even date  
For Latha Singhal and Associates  
Chartered Accountants  
Firm Registration No : 120241W

(Ajay Singhal)  
Partner  
M. No. 104451  
Place : Mumbai  
Date : 29th May 2019

(Sunny Parekh)  
Company Secretary

(Bhavi Desai)  
CFO

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2019****NOTE : 1****A. BACKGROUND**

The company, Finkurve Financial Services Limited, formerly known as Sanjay Leasing Limited was incorporated in the year 1984. The company is registered as Non Deposit Accepting NBFC (Non-Banking Finance Company) and was issued registration certificate by the Reserve Bank of India on 9<sup>th</sup> March 1998. Since then, the company is carrying on the business activity of NBFC.

Subsequently, in the year 2011-12, the name of the Company was changed from Sanjay Leasing Limited to Finkurve Financial Services Limited by passing the necessary resolution and other compliances and have been issued new certificate of incorporation by the registrar of companies, Maharashtra, Mumbai on 28<sup>th</sup> March 2012.

**B. SIGNIFICANT ACCOUNTING POLICIES****a. Basis Of Preparation**

The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India under the historical cost convention. The Company follows Mercantile System of Accounting and income and expenditure are recognised on accrual basis of accounting. The accounting policies have been consistently applied by the Company unless otherwise stated.

**b. Use of estimates**

The preparation of financial statements in conformity with accounting standards requires the management to make estimates and assumptions that affect the reported amounts of assets, liabilities and disclosure relating to contingent liability at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates. Any revision to such estimates is recognised in the period the same is determined.

**c. Revenue Recognition**

The Company follows Mercantile System of Accounting and Income and expenditure are recognised on accrual basis.

**d. Fixed Assets**

All Fixed Assets are stated at cost of acquisition less accumulated depreciation. All cost relating to the acquisition and installation of the fixed assets are capitalised and includes financing costs relating to borrowed fund attributable to the acquisition of fixed assets up to the date the fixed assets is put to use.

**e. Depreciation**

Depreciation has been provided on Written Down Value basis and in accordance with, Method and useful life prescribed in Schedule II to the Companies Act, 2013.

**f. Investments:**

Long-term Investments are valued at cost less provision for diminution, other than temporary, if any. The cost is determined by taking purchase price and other direct expenses related to acquisition.

**g. Taxes On Income**

Current Tax is measured at the amount expected to be paid to the taxation authorities, using the applicable tax rates and tax laws.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been announced upto the balance sheet date. Deferred Tax assets and liabilities are recognised for the future tax consequences attributable to timing differences between the taxable income and accounting income. The effect of tax rate change is considered in the Statement of Profit and Loss of the respective year of change. Deferred Tax Assets on unabsorbed depreciation & tax losses is recognised, subject to the consideration of prudence, only if there is virtual certainty that such deferred tax asset can be realised against future taxable profits.



**h. Impairment of Assets**

The carrying amount of Company's assets including intangible assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated, as the higher of the net selling price and the value in use. Any impairment loss is recognised whenever the carrying amount of the asset exceeds its recoverable amount.

**i. Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit / (loss) for the period attributable to equity shareholders (after deducting attributable taxes) by weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders and the average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**j. Provisions, Contingent Liabilities And Contingent Assets**

Provisions are recognized in the accounts in respect of present probable obligations arising as a result of past events and it is probable that there will be an outflow of resources, the amount of which can be reliably estimated.

Contingent liabilities are disclosed in respect of possible obligation that arises from past events but their existence is confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company.

Contingent Assets are neither recognized nor disclosed in the financial statements.

**Note 2 : Share Capital**

Particulars	As at 31st March 2019	As at 31st March 2018
<b>Authorised:</b> 12,00,00,000 (P.Yr. 9,70,00,000) Equity Shares of Rs. 1/- each (P.Yr. Rs 1/- each) with voting rights	12,00,00,000	9,70,00,000
<b>TOTAL</b>	<b>12,00,00,000</b>	<b>9,70,00,000</b>
<b>Issued, Subscribed and Paid up:</b> 9,66,00,000 (P.Yr. 9,66,00,000) Equity Shares of Rs. 1/- each (P.Yr. Rs. 1/- each) with voting rights, fully paid up	9,66,00,000	9,66,00,000
<b>TOTAL</b>	<b>9,66,00,000</b>	<b>9,66,00,000</b>

**(I) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period :**

Particulars	As at 31st March 2019	As at 31st March 2018
Number of sub-divided equity shares at the beginning of the year Add: Equity Shares allotted as fully paid-up bonus shares	9,66,00,000	9,66,00,000
Number of sub-divided equity shares at the end of the year	9,66,00,000	9,66,00,000

**(ii) Terms/rights attached to Equity Shares**

The Company has only one class of equity shares having a par value of Rs 1 per share. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(iii) Details of shareholder holding more than 5% shares in the company :**

Name of Share Holder	As at 31st March 2019		As at 31st March 2018	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Kalawati Kothari	80,72,600	8.36%	80,72,600	8.36%
Ketan Kothari	5,34,51,230	55.33%	5,34,51,230	55.33%
Mohinidev Kothari	76,35,600	7.90%	76,35,600	7.90%

**(iv) Aggregate number of bonus shares issued during the period of five years immediately preceding the reporting date**

Particulars	As at 31st March 2019	As at 31st March 2018
Equity Shares allotted as fully paid-up bonus shares (Nos.) (The Bonus share were allotted during the Financial Year 2013-14)	8,28,00,000	8,28,00,000

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2019

## Note 3 : Reserve &amp; Surplus

(Amounts in Rs.)

Particulars	As at 31st March 2019	As at 31st March 2018
<b>a) Securities Premium Account</b>		
Opening Balance	27,00,000	27,00,000
Add: Received / (Utilised) during the year	-	-
Closing Balance	27,00,000	27,00,000
<b>b) General Reserve</b>		
Opening Balance	78,481	78,481
Add: Received / (Utilised) during the year	-	-
Closing Balance	78,481	78,481
<b>c) Special Reserve created u/s 45 IC of RBI Act, 1934</b>		
Opening Balance	-	-
Add: Received / (Utilised) during the year	83,55,510	-
Closing Balance	83,55,510	-
<b>d) Surplus / (Deficit) in Statement of Profit and Loss</b>		
Opening Balance	3,31,93,610	1,52,45,082
Add/(Less): Profit/(Loss) for the year	94,18,402	1,79,48,528
Less: Transferred to Special Reserve created u/s 45IC of RBI Act, 1934	(83,55,510)	-
Closing Balance	3,42,56,502	3,31,93,610
<b>Total</b>	<b>4,53,90,493</b>	<b>3,59,72,091</b>

## Note 4 : Long Term Borrowings

Particulars	As at 31st March 2019	As at 31st March 2018
Loan from Body Corporates	4,50,23,411	11,72,27,539
<b>TOTAL</b>	<b>4,50,23,411</b>	<b>11,72,27,539</b>

## Note 5 : Other Long Term Liabilities

Particulars	As at 31st March 2019	As at 31st March 2018
Security Deposit	-	50,00,000
<b>TOTAL</b>	<b>-</b>	<b>50,00,000</b>

## Note 6 : Short Term Borrowings

Particulars	As at 31st March 2019	As at 31st March 2018
Loan from Body Corporates	88,54,72,922	98,73,67,938
<b>TOTAL</b>	<b>88,54,72,922</b>	<b>98,73,67,938</b>

## Note 7 : Trade Payables

Particulars	As at 31st March 2019	As at 31st March 2018
<b>Trade Payables:</b>		
For Services & Expenses - Other than Acceptance	14,52,915	19,11,201
<b>TOTAL</b>	<b>14,52,915</b>	<b>19,11,201</b>

Based on the information available with the company and verbal confirmation obtained from the suppliers, there are no dues to micro, small and medium enterprises as defined under "The Micro, Small and Medium Enterprises Development Act, 2006" as on 31st March 2019.

**Note 8 : Other Current Liabilities**

(Amounts in Rs.)

Particulars	As at 31st March 2019	As at 31st March 2018
<b>Other Payables</b>		
Statutory Remittance	31,09,976	81,63,957
Other Payable	-	51,28,891
<b>TOTAL</b>	<b>31,09,976</b>	<b>1,32,92,848</b>

**Note 9 : Short-Term Provision**

Particulars	As at 31st March 2019	As at 31st March 2018
Provision for Taxation	1,24,60,000	76,60,000
<b>TOTAL</b>	<b>1,24,60,000</b>	<b>76,60,000</b>

**Note 11 : Non-Current Investments**

Particulars	As at 31st March 2019	As at 31st March 2018
<b>Other than Trade</b>		
Investment in equity instruments - Unquoted, fully paid up		
(i) of wholly owned subsidiary (at Cost) - 25,015 (25,015) equity shares of Rs. 10/- each of Aether Leisure Pvt Ltd (Formerly known as Finkurve Enterprises Pvt Ltd)	83,30,000	83,30,000
(ii) of subsidiary (at Cost) - 7,28,000 (7,28,000) equity shares of Rs. 100/- each of Supama Forex Pvt Ltd	8,52,80,000	8,52,80,000
(iii) Nil (37,050) equity shares of Rs. 10/- each of Finkurve Bullion Pvt Ltd.	-	16,72,500
(iv) 221 (221) equity shares of Rs.10/- each of Carcrew Technology Pvt Ltd.	15,02,800	15,02,800
(v) 208 (Nil) Compulsory Convertible Preference Shares of SumHR Software Pvt Ltd	19,88,726	-
(vi) 1 (Nil) Equity Shares of SumHR Software Pvt Ltd	9,561	-
<b>Investment in Partnership Firm</b>		
Kevin & Mike Consultancy	-	98,000
Pratvick Hospitality LLP (see note no. 27)	6,36,595	30,000
<b>TOTAL</b>	<b>9,77,47,682</b>	<b>9,69,13,300</b>
Agregate amount of unquoted investments	9,77,47,682	9,69,13,300
Agregate provision for diminution in value of investments	-	-

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019**
**Note 10 : Fixed Assets**

(Amount in Rs.)

Description	Gross Block			Accumulated Depreciation			Net Block		
	Balance as at 1st April 2018	Additions during the Year	Deductions / Adjustments	Balance as at 31st March 2019	Balance as at 1st April 2018	Depreciation For the Year	Deductions / Adjustments	Balance as at 31st March 2019	Balance as at 31st March 2018
<b>TANGIBLE ASSETS - OWNED</b>									
Vehicles	56,000	1,52,086	-	2,08,086	48,813	15,147	-	1,44,136	7,187
Computers	21,73,086	1,19,762	11,94,549	10,98,299	17,10,488	2,93,133	11,34,824	2,29,502	4,62,598
Office Equipments	2,25,397	1,07,460	-	3,32,857	49,972	45,092	-	2,37,793	1,75,425
Furniture & Fixture	58,852	-	-	58,852	28,290	7,911	-	22,651	30,562
	<b>25,13,335</b>	<b>3,79,318</b>	<b>11,94,549</b>	<b>16,96,104</b>	<b>18,37,563</b>	<b>3,61,283</b>	<b>11,34,824</b>	<b>6,34,082</b>	<b>6,75,772</b>
<b>IN TANGIBLE ASSETS - OWNED</b>									
Software	1,22,805	-	-	1,22,805	80,659	23,916	-	1,04,575	42,146
	<b>1,22,805</b>	<b>-</b>	<b>-</b>	<b>1,22,805</b>	<b>80,659</b>	<b>23,916</b>	<b>-</b>	<b>1,04,575</b>	<b>42,146</b>
<b>TOTAL</b>	<b>26,36,140</b>	<b>3,79,318</b>	<b>11,94,549</b>	<b>18,20,909</b>	<b>19,18,222</b>	<b>3,85,199</b>	<b>11,34,824</b>	<b>6,52,312</b>	<b>7,17,918</b>
<b>PREVIOUS YEAR</b>	<b>20,03,060</b>	<b>6,33,080</b>	<b>-</b>	<b>26,36,140</b>	<b>16,48,989</b>	<b>2,89,233</b>	<b>-</b>	<b>7,17,918</b>	<b>3,54,071</b>

**Note 12 : Deferred Tax Assets (Net)**

(Amounts in Rs.)

Particulars	As at 31st March 2019	As at 31st March 2018
<b>Deferred Tax Assets</b>		
Tax Effect of item constituting deferred tax Assets		
- Depreciation	34,470	9,462
- Unabsorbed Losses	11,80,923	7,01,839
Tax Effect of item constituting deferred tax liability		
- Depreciation	-	-
<b>TOTAL</b>	<b>12,15,393</b>	<b>7,11,301</b>

The company has recognised deferred tax assets on unabsorbed brought forward losses based on the Management's estimates of future activity and profits of the company and based on virtual certainty that the assets will be realised in future.

**Note 13 : Long-Term Loans and Advances**

Particulars	As at 31st March 2019	As at 31st March 2018
<b>Unsecured, Considered good</b>		
Security Deposits	1,41,500	1,71,500
<b>TOTAL</b>	<b>1,41,500</b>	<b>1,71,500</b>

**Note 14 : Other Non-Current Assets**

Particulars	As at 31st March 2019	As at 31st March 2018
<b>Unamortized Expenses</b>		
(To the extent not written off or adjusted)		
Deferred Revenue Expenses		
As per Last Balance Sheet	-	1,14,790
Add:- Incurred During the Year	2,18,500	-
Less:- Written off during the year	43,700	1,14,790
<b>TOTAL</b>	<b>1,74,800</b>	<b>-</b>

**Note 15 : Cash and Cash Equivalents**

Particulars	As at 31st March 2019	As at 31st March 2018
Cash on Hand	42,250	64,941
Balance with Banks		
- In Current Accounts	59,77,106	3,83,061
<b>TOTAL</b>	<b>60,19,356</b>	<b>4,48,002</b>



**Note 16 : Short Term Loans and Advances**

(Amounts in Rs.)

Particulars	As at 31st March 2019	As at 31st March 2018
<b>Loans &amp; Advances (Secured)</b>		
Loan Given	29,21,55,199	25,15,12,485
Retail Asset Loan	7,71,356	13,98,949
<b>Loans &amp; Advances (Unsecured, Considered Good unless otherwise specified)</b>		
Loans to Related Parties	33,22,36,981	36,47,88,447
Other Loans and Advances		
- Loans Given		
- Considered Good	29,50,00,847	49,30,74,153
- Considered Doubtfull	3,82,70,248	3,03,37,293
- Advances recoverable in cash or in kind or for value to be received	17,53,731	13,24,174
Prepaid Expenses	2,76,672	65,305
Share Application Money	-	41,750
Balance with Government Authorities		
- Advance Income Tax & Tax Deducted at Source	2,30,51,130	2,35,20,529
<b>TOTAL</b>	<b>98,35,16,163</b>	<b>1,16,60,63,086</b>

**Note 17 : Other Current Assets**

Particulars	As at 31st March 2019	As at 31st March 2018
Accured Interest on Vehicle Loan	42,510	6,510
<b>TOTAL</b>	<b>42,510</b>	<b>6,510</b>

**Note 18 : Revenue from Operations**

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Interest on Loans	14,94,70,394	12,33,09,738
Interest on Vehicle Loan	2,51,209	22,052
<b>TOTAL</b>	<b>14,97,21,603</b>	<b>12,33,31,790</b>

**Note 19 : Other Income**

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Interest on Income Tax Refund	5,13,938	-
Profit on Sale of Current Investment	46,775	1,48,003
Profit on Sale of Assets	7,113	-
Rent (ATM Machine)	-	1,50,000
Miscellaneous Income	7,263	-
<b>TOTAL</b>	<b>5,75,089</b>	<b>2,98,003</b>

**Note 20 : Employees Benefits Expenses**

(Amounts in Rs.)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Salaries and Wages	57,47,335	37,33,317
Director Remuneration	10,18,000	8,65,000
Staff Welfare Expenses	68,247	1,35,896
<b>TOTAL</b>	<b>68,33,582</b>	<b>47,34,213</b>

**Note 21 : Other Expenses**

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
<b>Administrative and General Expenses</b>		
Stock exchange, depository & RTA fees and charges	6,62,013	3,46,336
Legal and Professional Fees	19,08,326	15,38,984
Payment to Auditors		
Statutory Audit Fees	1,18,000	1,00,000
Tax Audit Fees	59,000	50,000
Income Tax Matters	11,800	10,000
Certification	14,160	20,000
Other services	26,800	64,500
Business Promotion Expenses	15,81,200	4,62,763
Printing & Stationary	58,231	1,31,795
Telephone & Communication Expenses	1,09,969	1,47,525
Advertisement & Publishing	73,445	67,350
Loss on Sale of Investments	13,02,000	22,98,000
Deferred Revenue Expenses written off	43,700	1,14,790
Travelling Expenses	2,31,068	42,312
Office Rent	8,11,200	5,13,549
Share in Loss in LLP / Partnership Firm	18,93,405	51,28,891
Bad-Debts	35,12,662	-
Repairs & Maintenance	87,645	1,07,758
Miscellaneous Expenses	5,19,289	6,75,939
<b>TOTAL</b>	<b>1,30,23,912</b>	<b>1,18,20,492</b>

**Note 22 : Financial Expenses**

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Interest paid on Loan	11,62,44,222	8,04,63,409
<b>TOTAL</b>	<b>11,62,44,222</b>	<b>8,04,63,409</b>

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2019**
**ADDITIONAL INFORMATION TO THE FINANCIAL STATEMENTS:**
**23. Contingent liabilities, commitments and event occurring after the balance sheet date:**

The management of Company does not anticipate any contingent liability or commitments having material effect on the position stated in the balance sheet at the year-end.

To the best of knowledge of the management, there are no events occurring after the Balance sheet date that provide additional information materially affecting the determination of the amount relating to the conditions existing at the Balance Sheet date that requires adjustment to the Assets or Liabilities of the Company.

24. The information as required to be disclosed in accordance with the provisions of Schedule III of the Companies Act, 2013 have been disclosed to the extent applicable to the Company. In view of the nature of business activity of the Company being of Non Banking Financial Company, other information as required under Schedule III of Companies Act, 2013 are either nil or not applicable to the company for the period under consideration.
25. In order to comply with the provisions of section 45IC of Reserve Bank of India Act, 1934, the Company have created the Special Reserve of Rs. 83,55,510/- (Rupees Eighty Three Lakhs Fifty Five Thousand Five Hundred and Ten Only ) as on 31<sup>st</sup> March, 2019.
26. **Earnings per share has been calculated as under:**

<b>Particulars</b>	<b>As on 31.03.2019</b>	<b>As on 31.03.2018</b>
Net Profit After Tax as per Statement of Profit & Loss	94,18,402	1,79,48,528
Weighted Average number of equity shares used as denominator for calculating EPS	9,66,00,000	9,66,00,000
Basic Earning per share	0.10	0.19
Diluted Earning per share	0.10	0.19
Nominal Value per equity share	1.00	1.00

27. Investment in the Partnership Firm shown in the Balance Sheet is total capital account balance in M/s Pratvick Hospitality LLP which includes closing balance of Rs. 30,000/- as Fixed Capital Account. Other information of LLP is as follows:

**Name of the LLP** : **Pratvick Hospitality LLP**  
**Financial Year** : **2018-19**

**Name of the Partners & their Profit Sharing Ratio:**

<b>Sr. No</b>	<b>NAME OF PARTNER</b>	<b>SHARE OF PROFIT/LOSS (%)</b>
1.	MR. VINIT VIJAY MODY	23.00%
2.	MR. VISHAL PRATAP DHULLA	12.00%
3.	FINKURVE FINANCIAL SERVICES LTD	30.00%
4.	CHARMY VINIT MODY	12.00%
5.	PRATAP HIRHIBHAI DHULLA	23.00%
	<b>Total Partners Fixed Capital</b>	<b>: Rs. 1,00,000/-</b>



The share of profit (loss) received from M/S. Pratvick Hospitality LLP is Loss of Rs. (-) 18,93,405/- and is exempt from tax u/s 10(2A) of The Income Tax Act, 1961, as the same is the share of the total profit / loss of the firm, which is separately assessed to tax.

**DISCLOSURES UNDER ACCOUNTING STANDARDS**

**28. Segment Information:**

The Company has only one reportable business segment, i.e., Financing and other related Activities therefore, no separate disclosure is required in accordance with Accounting Standard [AS]-17 on 'Segment Reporting' notified by Companies [Accounting Standards] Rules, 2006.

**29. Related Party Disclosure:**

a) List of Related Parties & Relationship where control exists:

NAMES OF THE RELATED PARTY	NATURE OF RELATIONSHIP
Key Management Personnel	
Mr. Ketan Kothari	Director
Mr. Sachin Kothari	Director
Mrs. Riddhi Tilwani	Director
Mr. Nishant Tolchand Ranka	Director

Company owned or controlled by KMP/Relatives	
Supama Financial Services Ltd	Director is Director
Supama Infra Services Ltd	Director is Director
Raha Payment Solutions Private Limited	Director is Director
Riddisiddhi Bullions Ltd	Director is Director
Supama Forex Private Limited	Director is Director
Hriday Products Private Limited	Director is having significant control
Renaissance Fincon Pvt Ltd	Director is Director
Augmont Enterprises Pvt Ltd	Director is Director
Augmont Gold Pvt Ltd	Director is Director
Finkurve Bullion Pvt Ltd (previously an associate)	Director is Director
BSK Realtors LLP	Director is Partner
Supama Realtors LLP	Director is Partner
Supama Developers LLP	Director is Partner
Supama Nicnish	Director is Partner
Supama Nicnish Realtors LLP	Director is Partner
Haven Infoline LLP	Director is Partner
Independent Leasing	Director is Partner
Badami Trading LLP	Director is Partner
Badami Enterprise LLP	Director is Partner
Badami Developers LLP	Relative is Partner
Badami Investment	Director is Partner
Parshwanath Investments	Director is Partner
Pratvick Hospitality LLP	Company is Partner
Kevin & Mike Consultancy	Company is Partner
RSBL Builders LLP	Director is Partner
RSBL Refining & Assaying LLP	Director is Partner
MSK Infra Realtors LLP	Director is Partner
Vimuk Enterprises LLP	Director is Partner
Supama Forex Pvt Ltd	Subsidiary
Aether Leisure Pvt Ltd (formerly known as Finkurve Enterprises Pvt Ltd)	Subsidiary

**b) Transactions with Related Parties during the year:**

Sr. No.	NATURE OF TRANSACTIONS WITH THE RELATED PARTY	KEY MANAGEMENT PERSONNEL	ENTERPRISES OWNED OR CONTROLLED BY K.M.P. OR RELATIVES	SUBSIDIARY	GRAND TOTAL
1	Interest Income	-	5,65,89,871 (2,37,80,521)	1,69,992 (6,73,375)	<b>5,67,59,863</b> (2,44,53,896)
2	Rent Received	-	1,80,000 (5,40,000)	-	<b>1,80,000</b> (5,40,000)
3	Rent Paid	-	9,91,200 (5,37,420)	-	<b>9,91,200</b> (5,37,420)
4	Director Remuneration	10,18,000 (8,65,000)	-	-	<b>10,18,000</b> (8,65,000)
5	Interest paid	-	10,33,53,898 (1,50,94,225)	-	<b>10,33,53,898</b> (1,50,94,225)
6	Purchase of Investment	-	25,00,000 (-)	-	<b>25,00,000</b> (-)
7	Sale of Investment	-	17,70,500 (-)	-	<b>17,70,500</b> (-)
8	Loans Given	-	60,43,48,563 (86,72,06,438)	6,50,00,000 (7,76,50,000)	<b>66,93,48,563</b> (94,48,56,438)
9	Loan Received Back	-	61,86,14,350 (90,68,35,824)	6,90,94,331 (7,62,00,000)	<b>68,77,08,681</b> (98,30,35,824)
10	Loan taken during the year	-	80,69,50,000 (190,11,45,352)	-	<b>80,69,50,000</b> (190,11,45,352)
11	Loan refunded back	-	98,57,44,000 (99,17,00,000)	-	<b>98,57,44,000</b> (99,17,00,000)
	<b>Balance Outstanding</b>				
1	Trade Payable	74,800 (82,000)	-	-	<b>74,800</b> (82,000)
2	Loans Taken	-	81,17,27,309 (90,93,51,752)	-	<b>81,17,27,309</b> (90,93,51,752)
3	Investments	-	25,30,000 (18,00,500)	9,36,10,000 (9,36,10,000)	<b>9,61,40,000</b> (9,54,10,500)
4	Loans Given	-	33,21,44,360 (27,17,55,013)	92,621 (46,69,596)	<b>33,22,36,981</b> (27,64,24,609)

30. Short Term Loans and Advances includes doubtful loan of Rs. 3,82,70,248/- (Previous Year Rs. 3,03,37,293/-) against whom, the management have taken steps for recovery. However, based on the management opinion, same will be recovered in full and hence, no any provision for the same have been made in the books.
31. In the opinion of the management, all the current assets and loans and advances are not less than as stated, if realised in the ordinary course of business.
32. The Company has followed the guidelines of RBI for Prudential norms wherever applicable.
33. Previous year's figure have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

As per our report of even date  
**For Ladha Singhal and Associates**  
 Chartered Accountants  
 Firm Registration No : 120241W

**(Ajay Singhal)**  
 Partner  
 M. No. 104451

Place : Mumbai  
 Date : 29th May 2019

For and on behalf of the Board of Directors  
 For Finkurve Financial Services Limited

**(Ketan Kothari)**  
 Director  
 DIN : 00230725

**(Sunny Parekh)**  
 Company Secretary

**(Sachin Kothari)**  
 Executive Director  
 DIN : 03155884

**(Bhavi Desai)**  
 CFO



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**INDEPENDENT AUDITOR'S REPORT****To The Members of Finkurve Financial Services Limited****Report on the Consolidated Financial Statements**

1. We have audited the accompanying consolidated financial statements of **Finkurve Financial Services Limited** (hereinafter referred to as "the Holding Company") its subsidiaries **Supama Forex Private Limited** and **Aether Leisure Private Limited** (the holding company and its subsidiaries constitute "the Group") which comprise the consolidated Balance Sheet as at March 31, 2019, and the consolidated Statement of Profit and Loss, the Consolidated Statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information. (hereinafter referred to as "the consolidated financial statements").
2. In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of such subsidiaries as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2019, and its consolidated profits and its consolidated cash flows for the year ended on that date.

**Basis of Opinion**

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
5. We have determined that there are no key audit matters to communicate in our report.

**Information other than the financial statements and auditors' report thereon**

6. The Holding Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditor's report.
7. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
8. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

**Management's Responsibility for the Consolidated Financial Statements**

9. The Holding Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Group and for preventing and detecting the frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.
10. In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the Companies included in the Group is responsible for overseeing the financial reporting process of each company.

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

11. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
12. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also :
  - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
  - Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.



- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements, of which we are the independent auditors. We are responsible for the direction, supervision and performance of the audit of financial information of such entities. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) of the section titled 'Other Matters' in this audit report.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

13. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
14. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Other Matter**

16. We did not audit the financial statements of the subsidiaries, whose financial statements reflect total assets of Rs. 1,494.91 lacs as at 31<sup>st</sup> March 2019, total revenues of Rs. 39,935.14 lacs, net loss of Rs. 5.44 lacs and net cash inflow amounting to Rs. 31.96 lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statement have been audited by the other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relate to the amounts and disclosure included in respect of the subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in-so-far as it relates to aforesaid subsidiaries, is based solely on the report of the other auditor.
17. Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

**Report on other Legal and Regulatory Requirements**

18. As required by section 197(16) of the Act, in our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of subsidiary companies incorporated in India which were not audited by us, we report that the Holding Company, and its subsidiary companies covered under the Act, paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 of the Act read with Schedule V to the Act.





19. As required by section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries as were audited by other auditors, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors of the Holding Company as on 31st March, 2019, taken on record by the Board of Directors of the Holding Company and on the basis of the report of the statutory auditor of its subsidiary companies, none of the directors is disqualified as on 31st March, 2019, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our report in "Annexure A".
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, as noted in the 'Other Matters' paragraph:
    - i) There were no pending litigations which would impact the consolidated financial position of the Group;
    - ii) The Group did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses; and
    - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.

**For Ladha Singhal & Associates**  
Chartered Accountants  
(Firm Registration No. 120241W)

**Ajay Singhal**  
(Partner)  
M. No. 104451  
Place: Mumbai  
Dated: 29<sup>th</sup> May 2019.

### **Annexure A to the Independent Auditors' Report**

Referred to as **Annexure 'A'** in paragraph 19(f) under Independent Auditors' Report of even date to the members of **Finkurve Financial Services Limited** on the consolidated financial statement for the year ended on 31<sup>st</sup> March, 2019.

#### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

1. We have audited the internal financial controls over financial reporting of **Finkurve Financial Services Limited** ("the Holding Company") and its subsidiary companies which are incorporated in India, as on 31<sup>st</sup> March, 2019 in conjunction with our audit of the consolidated financial statements of the Company for the year ended and as on that date.

#### **Management's Responsibility for Internal Financial Controls**

2. The Respective Board of Directors of the Holding Company and its subsidiary companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("the Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls over financial reporting. Those Standards and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies incorporated in India, in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Group's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

8. In our opinion, the Holding Company and its subsidiary companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2019, based on the internal control over financial reporting criteria established by the Company and its subsidiary companies incorporated in India considering the essential components of internal control stated in the Guidance Note issued by ICAI.

**Other Matter**

9. Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to its subsidiary companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

**For Ladha Singhal & Associates**  
Chartered Accountants  
Firm Registration No.: 120241W

**(Ajay Singhal)**  
Partner  
M. No.: 104451  
Place : Mumbai  
Dated : 29th May, 2019

Consolidated Balance Sheet as at 31<sup>st</sup> March 2019

		(Amount in Rs)	
Particulars	Note No.	As at 31st March 2019	As at 31st March, 2018
<b>I EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' funds</b>			
(a) Share Capital	2	96,600,000	96,600,000
(b) Reserves and Surplus	3	67,340,090	58,695,961
		<b>163,940,090</b>	<b>155,295,961</b>
<b>2. Minority Interest</b>			
		22,281,973	22,051,711
<b>3. Non-Current Liabilities</b>			
(a) Long Term Borrowings	4	45,023,411	117,227,539
(b) Other Long Term Liabilities	5	-	5,000,000
		<b>45,023,411</b>	<b>122,227,539</b>
<b>4. Current Liabilities</b>			
(a) Short Term Borrowings	6	889,850,825	991,745,841
(b) Trade Payables	7	4,643,591	3,781,547
(c) Other Current Liabilities	8	7,098,010	26,258,546
(d) Short Term Provisions	9	12,460,000	7,660,000
		<b>914,052,426</b>	<b>1,029,445,934</b>
<b>TOTAL</b>		<b>1,145,297,900</b>	<b>1,329,021,145</b>
<b>II ASSETS</b>			
<b>1. Non - Current Assets</b>			
(a) Fixed Assets (Net Block)	10		
(i) Tangible Assets		5,111,157	4,162,111
(ii) In-Tangible Assets		410,177	46,571
(b) Non - Current Investments	11	14,514,184	25,596,384
(c) Deferred Tax Assets (Net)	12	2,067,607	986,333
(d) Long - Term Loans and Advances	13	176,500	206,500
(e) Other Non Current Assets	14	25,403,339	18,723,597
		<b>47,682,963</b>	<b>49,721,496</b>
<b>2. Current Assets</b>			
(a) Inventories	15	39,182,927	39,234,976
(b) Trade Receivable	16	8,783,473	15,852,305
(c) Cash and Cash Equivalents	17	46,560,228	37,792,945
(d) Short Term Loans and Advances	18	1,003,045,799	1,186,412,913
(e) Other Current Assets	19	42,510	6,510
		<b>1,097,614,937</b>	<b>1,279,299,649</b>
<b>TOTAL</b>		<b>1,145,297,900</b>	<b>1,329,021,145</b>
<b>Significant Accounting Policies</b>	1		
<b>Notes forming part of the financial statements</b>	27 to 32		

As per our report of even date  
**For Ladha Singhal and Associates**  
Chartered Accountants  
Firm Registration No : 120241W

For and on behalf of the Board of Directors  
**Finkurve Financial Services Limited**

**(Ajay Singhal)**  
Partner  
M. No. 104451

**(Ketan Kothari)**  
Director  
DIN : 00230725

**(Sachin Kothari)**  
Executive Director  
DIN : 03155884

Place : Mumbai  
Date : 29th May, 2019

**(Sunny Parekh)**  
Company Secretary

**(Bhavi Desai)**  
CFO

Consolidated Statement of Profit and Loss for the year ended 31<sup>st</sup> March 2019

(Amount in Rs)

	Particulars	Note No.	For the year ended 31st March 2019	For the year ended 31st March 2018
<b>A</b>	<b>CONTINUING OPERATIONS</b>			
I	Revenue from Operations (gross)	20	4,136,721,061	2,984,562,746
II	Other Income	21	6,919,317	4,786,632
III	<b>Total Revenue (I + II)</b>		<b>4,143,640,378</b>	<b>2,989,349,379</b>
IV	<b>Expenses</b>			
	Purchase	22	3,964,490,497	2,824,805,164
	Change in Inventory	23	52,049	19,066,196
	Employee Benefits Expense	24	22,070,583	17,160,055
	Finance Cost	25	116,288,618	80,583,198
	Depreciation and Amortization Expense	10	1,473,410	1,092,014
	Other Expenses	26	26,080,573	22,768,003
	<b>Total Expenses</b>		<b>4,130,455,730</b>	<b>2,965,474,631</b>
V.	Profit / (Loss) before Exceptional and Extraordinary Items and Tax (III-IV)		<b>13,184,648</b>	<b>23,874,748</b>
VI.	Exceptional Item		-	-
VII.	Profit / (Loss) Before Tax (V-VI)		<b>13,184,648</b>	<b>23,874,748</b>
VIII.	Tax Expense:			
	(a) Current Tax		5,270,000	7,840,000
	(b) Short Provision for Tax for Earlier Years		121,531	(702,793)
	(c) Deferred Tax (Asset) / Liability	12	(1,081,274)	(47,947)
	Add: MAT Credit Entitlement		-	1,461,162
			<b>4,310,257</b>	<b>8,550,422</b>
IX.	Profit / (Loss) after tax (VII-VIII)		<b>8,874,391</b>	<b>15,324,325</b>
	Less: - Minority Interest		230,262	136,522
	Add: - De-Recognition of Loss of Associates, Finkurve Bullion Pvt Ltd		-	(4,545,000)
X.	Profit / (Loss) after Tax, Minority Interest and Share of Profit of Associates for the Year		<b>8,644,129</b>	<b>19,732,803</b>
XI.	<b>Earnings Per Equity Share of Rs.10/- each :</b>			
	Weighted average no. of shares (Basic & Diluted)		96,600,000	96,600,000
	(1) Basic Earning Per Share (Rs.)		0.09	0.20
	(2) Diluted Earning Per Share (Rs.)		0.09	0.20
	<b>Significant Accounting Policies</b>	1		
	<b>Notes forming part of the financial statements</b>	27 to 32		

As per our report of even date

**For Ladha Singhal and Associates**

Chartered Accountants

Firm Registration No : 120241W

For and on behalf of the Board of Directors

**Finkurve Financial Services Limited****(Ajay Singhal)**

Partner

M. No. 104451

Place : Mumbai

Date : 29th May, 2019

**(Ketan Kothari)**

Director

DIN : 00230725

**(Sachin Kothari)**

Executive Director

DIN : 03155884

**(Sunny Parekh)**

Company Secretary

**(Bhavi Desai)**

CFO

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2019**

PARTICULARS		For the year ended 31st March 2019	For the year ended 31st March 2018
<b>A.</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Net Profit/(Loss) before tax and Exceptional Items	13,184,648	23,874,748
	<b>Adjustments for</b>		
	Interest Expensed	116,288,618	80,583,198
	Depreciation	1,473,410	1,092,014
	Interest Earned	(3,650,100)	(2,874,948)
	Dividend Received	(51,152)	(36,412)
	Deferred Revenue Expenditure written off	43,700	114,790
	Deferred Revenue Expenditure incurred	(573,718)	-
	Income Tax Paid	148,691	-
	Loss / (Profit) on Sale of Assets	(7,113)	-
	Share of Loss / (Profit) from Firm / LLP	1,893,405	5,128,891
	Loss / (Profit) on Sale of Long Term Investment	1,302,000	2,298,000
	Loss / (Profit) on Sale of Current Investments	(535,388)	(1,301,349)
	<b>Operating Loss Before Working Capital Adjustments</b>	<b>129,517,001</b>	<b>108,878,932</b>
	<b>Adjustments for changes in working capital</b>		
	Long Term Loans and Advances	30,000	(92,290)
	Other Non current Assets	(6,149,724)	(682,513)
	Inventories	52,049	19,066,196
	Trade Receivables	7,068,832	(3,567,267)
	Short Term Loans and Advances	182,238,696	(358,505,342)
	Other Current Assets	(36,000)	(6,510)
	Other Non Current Liabilities	(5,000,000)	-
	Trade Payables	862,045	825,895
	Other Current Liabilities	(19,160,537)	(34,606,136)
	<b>Cash generated from operations</b>	<b>289,422,362</b>	<b>(268,689,034)</b>
	Direct Tax Refund (Paid) [Net]	388,197	(9,417,500)
	<b>Net Cash from Operating Activities</b>	<b>289,810,559</b>	<b>(278,106,534)</b>
<b>B.</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	Sales / (Purchase) of Non-Current Investments	9,780,201	(12,369,099)
	Sales / (Purchase) of Current Investments	535,388	2,648,003
	Capital Expenditure on Fixed Assets	(2,845,787)	(2,361,074)
	Proceeds from sale of Fixed Assets	66,838	-
	Interest Earned	3,650,100	2,874,948
	Dividend Received	51,152	36,412
	Share of Loss / (Profit) from Firm / LLP	(1,893,405)	(5,128,891)
	<b>Net Cash from Investing Activities</b>	<b>9,344,487</b>	<b>(14,299,701)</b>
<b>C.</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	Proceeds/(Repayment) from/of borrowings (Net)	(174,099,144)	359,467,524
	Interest paid on Borrowings	(116,288,618)	(80,583,198)
	<b>Net Cash from Financing Activities</b>	<b>(290,387,762)</b>	<b>278,884,326</b>
	Net increase in cash and cash equivalents (A+B+C)	8,767,284	(13,521,909)
	Opening Balance of Cash and Cash Equivalents	37,792,945	51,314,854
	<b>Closing Balance of Cash and Cash Equivalents</b>	<b>46,560,228</b>	<b>37,792,945</b>

**NOTES:**

- The Cash Flow Statement has been prepared as per Indirect Method
- Cash & Cash Equivalents represent Cash & Bank Balance

As per our report of even date  
**For Ladha Singhal and Associates**  
Chartered Accountants  
Firm Registration No : 120241W

For and on behalf of the Board of Directors  
**Finkurve Financial Services Limited**

**(Ajay Singhal)**  
Partner  
M. No. 104451  
Place : Mumbai  
Date : 29th May, 2019

**(Ketan Kothari)**  
Director  
**DIN : 00230725**

**(Sachin Kothari)**  
Executive Director  
**DIN : 03155884**

**(Sunny Parekh)**  
Company Secretary

**(Bhavi Desai)**  
CFO

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2019****NOTE – 1****A. Background**

The Consolidated Financial Statement comprises the financial statement of **Finkurve Financial Services Ltd**, (“The Company”) and its subsidiaries, **M/s Aether Leisure Pvt Ltd** (Formerly known as Finkurve Enterprises Pvt Ltd) and **Supama Forex Pvt Ltd** (“the company and its subsidiary constitute “the Group”). The company and subsidiaries are carries on the business activity of Non-Banking Financial Services, providing services of Leisure & Hospitality and trading in Forex respectively.

**B. Basis Of Preparation**

The Consolidated Financial Statements are prepared on going concern basis under historical cost convention, on accrual basis, in accordance with the generally accepted accounting principles in India and to comply with the Accounting standards as prescribed.

All assets and liabilities have been classified as current or non-current, wherever applicable as per the operating cycle of the Company as per the guidance as set out in the Schedule III to the Companies Act, 2013.

**C. Significant Accounting Policies****a. Use of estimates**

The preparation of consolidated financial statements in conformity with accounting standards requires the management to make estimates and assumptions that affect the reported amounts of assets, liabilities and disclosure relating to contingent liability at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates. Any revision to such estimates is recognised in the period the same is determined.

**b. Revenue Recognition**

- i. The group follows Mercantile System of Accounting and Income and expenditure are recognised on accrual basis;
- ii. Revenue from Sales is recognized when the sale has been completed and are net of tax collected thereon;
- iii. Income/Loss on derivative contracts which have matured during the year have been accounted for as income/loss for the year. Unexpired derivative contracts are carried forward to next financial year;
- iv. Dividend are accounted when the right to receive is established;
- v. Interest income is recognised on accrual basis.

**c. Principles of Consolidation:**

The Consolidated financial statements relate to the company and its subsidiary companies. The consolidated financial statements have been prepared on the following basis:

- I. The financial statement of the company and its subsidiaries are combined on a line by – line basis by adding together the book values of likes items of assets, liabilities, income and expenses after fully eliminating intra-group balances and intra-group transaction resulting in unrealized profit or losses in accordance with Accounting Standard (AS) - 21 – “Consolidated Financial Statement”.
- II. The excess of the Company's portion of the equity of the subsidiaries calculated on the basis of financial statements of subsidiaries ending as at 31<sup>st</sup> March 2019 in accordance with Accounting Standard (AS) - 21 – “Consolidated Financial Statement”, over the cost to the Company of its investment in subsidiary is recognised in the financial statements as capital reserve.



- III. As far as possible, the consolidated financial statement are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the company's separate financial statement.
- IV. Notes on these consolidated financial statements are intended to serve as a means of informative disclosure and a guide to better understanding of the consolidated positions of the group. Recognising this purpose, the company has disclosed only such notes from the individual financial statements, which fairly present the needed disclosures.
- V. The Company accounts for its share of post acquisition changes in net assets of associates, after eliminating unrealised profits and losses resulting from transactions between the Company and its associates to the extent of its share, through its Statement of Profit and Loss, to the extent such change is attributable to the associates' Statement of Profit and Loss and through its reserves for the balance based on available information.
- VI. The difference between the cost of investment in the associates and the Company's share of net assets at the time of acquisition of share in the associates is identified in the financial statements as Goodwill or Capital Reserve as the case may be.
- VII. The list of subsidiaries considered in these consolidated financial statements with percentage holding is summarized below:

Name of Subsidiaries	Country of Incorporation	Proportion of ownership interest
Supama Forex Private Limited	India	83.20%
Aether Leisure Private Limited (Formerly known as Finkurve Enterprises Pvt Ltd)	India	100.00%

#### d. Fixed Assets

All Fixed Assets are stated at cost of acquisition less accumulated depreciation. All cost relating to the acquisition and installation of the fixed assets are capitalised and includes financing costs relating to borrowed fund attributable to the acquisition of fixed assets up to the date the fixed assets is put to use. Intangible assets are recognised in terms of Accounting Standard 26 (AS-26) "Intangible Assets" based on materiality and tested for impairment purposes every year.

#### e. Depreciation

Depreciation has been provided on straight-line or written down value method in accordance with, Method and useful life prescribed in Schedule II to the Companies Act 2013.

#### f. Inventories Valuation

Inventory consisting of Currencies are valued at cost or market value whichever is lower. Finished Goods held at the end of the year are valued at cost or net realizable value whichever is lower. Here cost is determined on FIFO basis and appropriate overheads are taken into account.

#### g. Investments:

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long term investment. Current investments are stated at lower of cost and fair value. Long term investments are stated at cost less provision for diminution in value other than temporary, if any.

#### h. Taxes On Income

Current Tax is measured at the amount expected to be paid to the taxation authorities, using the applicable tax rates and tax laws.



Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been announced upto the balance sheet date. Deferred Tax assets and liabilities are recognised for the future tax consequences attributable to timing differences between the taxable income and accounting income. The effect of tax rate change is considered in the Statement of Profit and Loss of the respective year of change. Deferred Tax Assets on unabsorbed depreciation & tax losses is recognised, subject to the consideration of prudence, only if there is virtual certainty that such deferred tax asset can be realised against future taxable profits.

Minimum Alternate Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the asset is created by way of a credit to the Profit & Loss Account and shown as MAT Credit Entitlement. The Group reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Group will pay normal Income Tax during specified period.

**i. Borrowing Cost**

Borrowing Costs that are attributable to the acquisition and construction of qualifying assets are capitalised. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use. Other borrowing costs are recognised as an expense in the year in which they are incurred.

**j. Foreign Currency Transaction**

Foreign currency transactions are accounted on the basis of exchange rate prevailing at the time of transaction. The foreign currency transaction remains outstanding at year-end are restated at rate prevailing as on 31<sup>st</sup> March. The Exchange difference if any arises due to exchange fluctuation is charged to Statement of Profit and Loss.

**k. Intangible Assets**

Intangible assets are recognised only if it is probable that the future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably. Intangible Assets are stated at cost of acquisition less accumulated amortization and impairment loss, if any.

**l. Retirement Benefits**

Short Term and Long Term Employee Benefits are recognised as an expense in the Statement of Profit and Loss for the year in which the employee has rendered services.

**m. Segmental Reporting**

The Group is engaged in the business segment namely NBFC activity, Foreign exchange Trading and Commodities Trading. Segment assets include all operating assets used by a segment and consist primarily of debtors, current assets and fixed assets net of provisions and allowance. Segment liabilities include all operating liabilities and consist principally of creditors and other payables.

**n. Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit / (loss) for the period attributable to equity shareholders (after deducting attributable taxes) by weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**o. Provisions, Contingent Liabilities And Contingent Assets**

Provisions are recognized in the accounts in respect of present probable obligations arising as a result of past events and it is probable that there will be an outflow of resources, the amount of which can be reliably estimated.

Contingent liabilities are disclosed in respect of possible obligation that arises from past events but their existence is confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company. Contingent Assets are neither recognized nor disclosed in the consolidated financial statements.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2019**
**Note 2 : Share Capital**
**(Amounts in Rs.)**

Particulars	As at 31st March 2019	As at 31st March, 2018
<b>Authorised:</b> 12,00,00,000 (P.Yr. 9,70,00,000) Equity Shares of Rs. 1/- each (P.Yr. Rs 1/- each) with voting rights <b>TOTAL</b>	97,000,000 <b>97,000,000</b>	97,000,000 <b>97,000,000</b>
<b>Issued, Subscribed and Paid up:</b> 9,66,00,000 (P.Yr. 9,66,00,000) Equity Shares of Rs. 1/- each (P.Yr. Rs. 1/- each) with voting rights, fully paid up <b>TOTAL</b>	96,600,000 <b>96,600,000</b>	96,600,000 <b>96,600,000</b>

**(i) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period :**

Particulars	As at 31st March 2019	As at 31st March, 2018
Number of sub-divided equity shares at the beginning of the year	96,600,000	96,600,000
Add: Equity Shares allotted as fully paid-up bonus shares	-	-
Number of shares at the end of the year	<b>96,600,000</b>	<b>96,600,000</b>

**(ii) Terms/rights attached to Equity Shares**

The Company has only one class of equity shares having a par value of Rs 1/- per share. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(iii) Details of shareholder holding more than 5% shares in the company :**

Name of Share Holder	As at 31st March 2019		As at 31st March 2018	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Kalawati Kothari	8,272,600	8.56%	8,272,600	8.56%
Ketan Kothari	53,451,230	55.33%	53,451,230	55.33%
Mohinidevi Kothari	7,635,600	7.90%	7,635,600	7.90%

**(iv) Aggregate number of bonus shares issued during the period of five years immediately preceding the reporting date:**

	As at 31st March 2019	As at 31st March, 2018
Equity Shares allotted as fully paid-up bonus shares (The Bonus Shares were allotted during FY 2013-14)	82,800,000	82,800,000

**Note 3 : Reserves & Surplus**

(Amounts in Rs.)

Particulars	As at 31st March 2019	As at 31st March, 2018
<b>Securities Premium Account</b>		
Opening Balance	2,700,000	2,700,000
Add: Received / (Utilised) during the year	-	-
Closing Balance	2,700,000	2,700,000
<b>General Reserve</b>		
Opening Balance	78,481	78,481
Less: Utilisation / transfers during the year	-	-
Closing Balance	78,481	78,481
<b>Special Reserve created u/s 45 IC of RBI Act, 1934</b>		
Opening Balance	-	-
Add: Received / (Utilised) during the year	8,355,510	-
Closing Balance	8,355,510	-
<b>Capital Reserve (on Consolidation)</b>		
Opening Balance	4,245,343	4,245,343
Add: - Reserve Created on Consolidation	-	-
Closing Balance	4,245,343	4,245,343
<b>Surplus / (Deficit) in Statement of Profit and Loss</b>		
Opening Balance	51,672,137	31,939,334
Add/(Less): Profit/(Loss) for the year	8,644,129	19,732,803
Less: Transferred to Special Reserve created u/s 45IC of RBI Act, 1934	(8,355,510)	-
Closing Balance	51,960,756	51,672,137
<b>TOTAL</b>	<b>67,340,090</b>	<b>58,695,961</b>

**Note 4 : Long Term Borrowings**

Particulars	As at 31st March 2019	As at 31st March, 2018
Loan from Body Corporates	45,023,411	117,227,539
<b>TOTAL</b>	<b>45,023,411</b>	<b>117,227,539</b>

**Note 5 : Other Long Term Liabilities**

Particulars	As at 31st March 2019	As at 31st March, 2018
Security Deposit	-	5,000,000
<b>TOTAL</b>	<b>-</b>	<b>5,000,000</b>

**Note 6 : Short Term Borrowings**

Particulars	As at 31st March 2019	As at 31st March, 2018
Unsecured Loan - From Others	889,850,825	991,745,841
<b>TOTAL</b>	<b>889,850,825</b>	<b>991,745,841</b>

**Note 7 : Trade Payables**

Particulars	As at 31st March 2019	As at 31st March, 2018
<b>Trade Payables:</b>		
For Services & Expenses - Other than Acceptance	4,643,591	3,781,547
<b>TOTAL</b>	<b>4,643,591</b>	<b>3,781,547</b>

Based on the information available and confirmation obtained from the suppliers, there are no dues to micro, small and medium enterprises as defined under "The Micro, Small and Medium Enterprises Development Act, 2006" as on 31st March 2019.



## Note 8 : Other Current Liabilities

(Amounts in Rs.)

Particulars	As at 31st March 2019	As at 31st March, 2018
<b>Other Payables</b>		
Advances Received	3,890,568	-
Statutory Remittance	3,024,113	8,619,665
Other	183,329	17,638,881
<b>TOTAL</b>	<b>7,098,010</b>	<b>26,258,546</b>

## Note 9 : Short Term Provisions

Particulars	As at 31st March 2019	As at 31st March, 2018
<b>Other Provisions</b>		
Provision For Tax	12,460,000	7,660,000
<b>TOTAL</b>	<b>12,460,000</b>	<b>7,660,000</b>



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019

Note 10 : Fixed Assets

Description	Gross Block			Accumulated Depreciation			Net Block	
	Balance as at 31st March 2018	Balance as at 31st March 2019	Balance as at 31st March 2018	Depreciation For the Year	Deductions /Adjustments	Balance as at 31st March 2019	Balance as at 31st March 2019	Balance as at 31st March 2018
<b>TANGIBLE ASSETS - OWNED</b>								
Vehicles	2,127,602	2,279,698	1,822,395	103,397	-	1,925,792	353,906	305,207
Computers	5,058,518	4,425,020	4,359,624	525,115	1,134,824	3,749,915	675,105	698,895
Furniture & Fixture	5,179,470	6,644,615	3,525,563	512,008	-	4,037,570	2,607,045	1,653,907
Office Equipments	2,138,424	2,334,421	1,680,988	174,024	-	1,855,012	479,409	457,436
Office Premises	1,060,000	1,060,000	13,337	50,972	-	64,310	995,690	1,046,663
	15,564,014	16,743,753	11,401,906	1,365,516	1,134,824	11,632,598	5,111,157	4,162,111
<b>IN-TANGIBLE ASSETS - OWNED</b>								
Software	176,305	647,805	129,734	107,895	-	237,628	410,177	46,571
<b>TOTAL</b>	<b>15,740,319</b>	<b>17,391,558</b>	<b>11,531,640</b>	<b>1,473,410</b>	<b>1,134,824</b>	<b>11,870,227</b>	<b>5,521,333</b>	<b>4,208,682</b>
<b>Previous Year</b>	<b>13,379,246</b>	<b>15,740,319</b>	<b>10,439,626</b>	<b>1,092,014</b>	<b>-</b>	<b>11,531,640</b>	<b>4,208,679</b>	<b>2,939,620</b>

**Note 11 : Non-Current Investments**
**(Amounts in Rs.)**

Particulars	As at 31st March 2019	As at 31st March, 2018
<b>Other than Trade</b>		
<b>Unquoted Equity Shares, fully paid up - At Cost</b>		
Nil (37,050) equity shares of Rs. 10/- each of Finkurve Bullion Pvt Ltd. (The Company was an Associates entity till FY 2016-17)	-	-
Add / (Less) - De-Recognition / (Recognition) of Share of post acquisition profit/(loss) (to the extent value of Investment)	-	1,672,500
100 (100) equity shares of Rs 10/- each of Rupee Co-op. Bank Limited	1,000	1,000
221 (221) equity shares of Rs.10/- each of Carcrew Technology Pvt Ltd	1,502,800	1,502,800
Nil (1249999) equity shares of Rs.10/- each of Kentrico Enterprises IFSC Pvt Ltd.	-	12,499,990
208 (Nil) Compulsory Convertible Preference Shares of SumHR Software Pvt Ltd	1,988,726	
1 (Nil) Equity Shares of SumHR Software Pvt Ltd	9,561	-
<b>Others</b>		
Nil (38,191) equity shares of Rs. 10/- each of Indian Bullion Market Ltd	-	381,910
Less:- Provision for diminution in investment	-	(381,910)
<b>Investment in Partnership Firm</b>		
Kevin & Mike Consultancy	-	98,000
Pratvick Hospitality LLP	636,595	30,000
<b>Quoted Equity Shares, fully paid up - At Cost</b>		
<b>Others</b>		
1000 equity shares of Rs. 10/- each of DB Realty Limited	95,272	95,272
10000 equity shares of Rs. 1/- each of Himachal Futuristic Communication Limited	150,500	150,500
5000 equity shares of Rs. 10/- each of IDFC Bank	296,387	296,387
16000 equity shares of Rs. 10/- each of IFCI Limited	381,591	381,591
5000 equity shares of Rs. 10/- each of Ishtreet Network Limited	122,150	122,150
5000 equity shares of Rs. 2/- each of IVRCI Limited	147,943	147,943
25000 equity shares of Rs. 10/- each of Uttam Value Steel Ltd	80,734	80,734
3400 equity shares of Rs. 1/- each of Lloyd Steel Ltd	17,309	17,309
1000 equity shares of Rs. 10/- each of Mangalam Drugs Limited	18,083	18,083
1239 equity shares of Rs. 10/- each of Mawana Sugars Limited	296,386	296,386
5000 equity shares of Rs. 10/- each of Mahanagar Telephone Nigam Limited	111,483	111,483
75000 equity shares of Rs. 10/- each of Mercator Limited	2,708,770	2,708,770
45 equity shares of Rs. 10/- each of Orbit Corporation Limited	2,383	2,383
1500 equity shares of Rs. 10/- each of Royal Cushion Limited	44,775	44,775
100 equity shares of Rs. 10/- each of Sahara Housing Limited	63,973	63,973
1000 equity shares of Rs. 10/- each of Equitas Holdings Limited	95,512	170,503
3000 equity shares of Rs. 10/- each of Fortis Healthcare Limited	400,094	427,872
2125 equity shares of Rs. 5/- each of Reliance Media Works Limited	545,017	545,017
1500 equity shares of Rs. 5/- each of Reliance Broadcast Networks Limited	87,706	87,706
875 equity shares of Rs. 10/- each of Reliance Power Limited	80,961	80,961
5000 equity shares of Rs. 10/- each of Zenith Birla India Limited	86,500	86,500
5000 (Nil) equity shares of Rs. 10/- each of MEP Infrastructure Developers Ltd.	408,472	-
1000 equity shares of Rs. 10/- each of Cochin shipyard Limited	565,972	565,972
500 equity shares of Rs. 10/- each of SML Isuzu Ltd.	579,026	579,026
1000 equity shares of Rs. 10/- each of ANG Industries Ltd.	45,140	45,140
500 equity shares of Rs. 2/- each of Sequent Scientific Ltd.	52,559	54,662
4000 (2000) equity shares of Rs. 10/- each of Reliance Infrastructure Ltd.	1,480,838	1,203,133
15 equity shares of Rs. 10/- each of Religare Enterprises Limited	1,079,800	1,079,800
20 (Nil) Equity shares of Rs. 10/- Solara Active Pharma Sciences Ltd	2,102	-
968 equity shares of Rs. 5/- each of Tech Mahindra Ltd	328,064	328,064
<b>TOTAL</b>	<b>14,514,184</b>	<b>25,596,384</b>
Agregate amount of unquoted investments	3,502,087	16,058,200
Agregate Market Value of quoted investments	4,839,712	7,610,514
Agregate provision for diminution in value of investments	-	381,910



## Note 12 : Deferred Tax Assets (Net)

(Amounts in Rs.)

Particulars	As at 31st March 2019	As at 31st March, 2018
<b>Deferred Tax Assets</b>		
Tax Effect of item constituting Deferred Tax Assets		
- Depreciation	309,502	284,494
- Unabsorbed Losses	1,758,105	701,839
Tax Effect of item constituting Deferred Tax Liability		
- Depreciation	-	-
<b>TOTAL</b>	<b>2,067,607</b>	<b>986,333</b>

The company has recognised deferred tax assets on unabsorbed brought forward losses based on the Management's estimates of future activity and profits of the company and based on virtual certainty that the assets will be realised in future.

## Note 13 : Long-Term Loans and Advances

Particulars	As at 31st March 2019	As at 31st March, 2018
<b>Unsecured, Considered good</b>		
Security Deposits	176,500	206,500
<b>TOTAL</b>	<b>176,500</b>	<b>206,500</b>

## Note 14 : Other Non Current Assets

Particulars	As at 31st March 2019	As at 31st March, 2018
Fixed Deposits with Bank with more than 12 months maturity	24,772,360	18,622,636
Others	100,961	100,961
<b>Unamortized Expenses</b> (To the extent not written off or adjusted)		
Deferred Revenue Expenses		
As per Last Balance Sheet	-	114,790
Add:- Incurred During the Year	573,718	-
Less:- Written off during the year	(43,700)	(114,790)
	530,018	-
<b>TOTAL</b>	<b>25,403,339</b>	<b>18,723,597</b>



## Note 15 : Inventories

(Amounts in Rs.)

Particulars	As at 31st March 2019	As at 31st March, 2018
Inventory of Traded Goods (Valued at Cost or market value whichever is lower)	39,182,927	39,234,976
<b>TOTAL</b>	<b>39,182,927</b>	<b>39,234,976</b>

## Note 16 : Trade Receivables

Particulars	As at 31st March 2019	As at 31st March, 2018
<b>Unsecured, Considered good</b>		
Outstanding for a period exceeding six month from the date they are due for payment	6,264,331	11,752,468
Other Trade Receivables	2,519,142	4,099,837
<b>TOTAL</b>	<b>8,783,473</b>	<b>15,852,305</b>

## Note 17 : Cash and Cash Equivalents

Particulars	As at 31st March 2019	As at 31st March, 2018
Cash on Hand	11,999,881	11,896,859
Balance with Banks		
- In Current Accounts	34,560,348	25,896,086
<b>TOTAL</b>	<b>46,560,228</b>	<b>37,792,945</b>

## Note 18 : Short Term Loans and Advances

Particulars	As at 31st March 2019	As at 31st March, 2018
<b>Loans &amp; Advances (Secured)</b>		
Loan Given	292,155,199	251,512,485
Retail Asset Loan	771,356	1,398,949
<b>Loans &amp; Advances(Unsecured, Considered Good)</b>		
Security and Other Deposits	4,570,718	4,558,014
Loans / Advances to Employees	564,130	742,444
Loans to Related Parties (Unsecured, Considered Good)	289,677,154	271,755,013
Other Loan and Advances		
- Loans Given		
- Considered Good	349,591,444	597,827,431
- Considered Doubtfull	38,270,248	30,337,293
- Advances recoverable in cash or in kind or for value to be received	1,753,731	1,408,124
Prepaid Expenses	683,831	778,507
Share Application Money	-	41,750
Balance with Government Authorities		
- Advance Income Tax & Tax Deducted at Source (Net of Provision)	24,674,108	25,802,525
- MAT Credit Entitlement	250,377	250,377
- Goods & Service Tax Credit	83,504	-
<b>TOTAL</b>	<b>1,003,045,799</b>	<b>1,186,412,913</b>



**Note 19 : Other Current Assets**

(Amounts in Rs.)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Accrued Interest on Vehicle Loan	42,510	6,510
<b>TOTAL</b>	<b>42,510</b>	<b>6,510</b>

**Note 20 : Revenue from Operations**

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Sales	3,984,763,541	2,860,831,038
Income from Derivatives Trading	2,405,909	1,073,294
Interest on Loans	149,551,611	122,658,415
<b>TOTAL</b>	<b>4,136,721,061</b>	<b>2,984,562,746</b>

**Note 21 : Other Income**

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Interest on Fixed Deposit with Bank	1,492,379	1,271,275
Interest - Other	2,157,721	1,603,673
Rent - ATM Machine	-	150,000
Dividend	51,152	36,412
Net Gain on Sale of Investments / Redemption of Mutual Funds	535,388	1,301,349
Other	2,682,677	423,923
<b>TOTAL</b>	<b>6,919,317</b>	<b>4,786,632</b>

**Note 22 : Purchases**

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Purchases	3,964,490,497	2,824,805,164
<b>TOTAL</b>	<b>3,964,490,497</b>	<b>2,824,805,164</b>

**Note 23 : Change in Inventories**

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Inventory as at the beginning of the year	39,234,976	58,301,172
Inventory as at the end of the year	(39,182,927)	(39,234,976)
<b>TOTAL</b>	<b>52,049</b>	<b>19,066,196</b>

**Note 24 : Employes Benefits Expenses**

(Amounts in Rs.)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Salaries, Wages, Stipends and Incentives	18,391,490	13,130,921
Director Remuneration	2,433,000	2,667,000
Staff Welfare Expenses	1,246,093	1,362,134
<b>TOTAL</b>	<b>22,070,583</b>	<b>17,160,055</b>

**Note 25 : Finance Cost**

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Interest paid to others	116,246,400	80,535,215
Interest paid to Bank	42,218	47,983
<b>TOTAL</b>	<b>116,288,618</b>	<b>80,583,198</b>

**Note 26 : Other Expenses**

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
<b>Administrative and General Expenses</b>		
Exchange Dues	183,372	191,599
Loss due to Exchange Rate Difference	18,442	-
Inland Export Expenses	538,552	468,530
Electricity Expenses	383,684	5,444
Repairs & Maintenance Expenses - Other	781,209	412,984
Repairs & Maintenance Expenses - Machinery	22,828	112,399
Legal and Professional Fees	2,525,826	1,897,128
Insurance	694,189	664,374
Bank Charges	993,831	476,336
Stock exchange, depository & RTA fees and charges	662,013	358,242
Commission	2,511,611	1,353,337
Printing & Stationary	337,909	326,535
Postage & Courier Charges	379,849	268,560
Conveyance	404,717	294,122
<b>Payment to Auditors (including service tax)</b>		
Statutory Audit Fees	293,000	220,000
Tax Audit Fees	109,000	70,000
Income Tax Matters	11,800	45,000
Certification	14,160	20,000
Other services	26,800	64,500
Rent	3,348,313	2,700,892
Travelling Expenses	378,082	139,090
Rates & Taxes	160,198	355,658
Telephone & Communication Expenses	562,595	840,777
Advertisement and Publishing Expenses	205,194	400,943
Loss on Sale of Long Term Investments	1,302,000	2,298,000
Share of Loss in Partnership	1,893,405	5,128,891
Deferred Revenue Expenses written off	43,700	114,790
Vehicle Expenses	313,224	286,606
Business Promotion Expenses	1,581,200	462,763
Bad-Debts	3,512,662	-
Miscellaneous Expenses	1,887,207	2,790,502
<b>TOTAL</b>	<b>26,080,573</b>	<b>22,768,003</b>

**27. Contingent liabilities, commitments and event occurring after the balance sheet date:**

Contingent liability not provided for in the books of subsidiary Rs. 10,54,240/- (Previous Year Rs. 11,11,740/-).

In the case of subsidiary, Aether Leisure Pvt Ltd, assessment u/s 143(3) r.w.s. 153A of the Income Tax Act, 1961 was carried out pursuant to search and seizure action u/s 132 of the Income Tax Act, 1961 and following demands were raised by the Income Tax assessing officer u/s 156 of Income Tax Act, 1961:-

Sr. No.	Demand u/s 156	AY	Remark
1.	Rs. 10,54,240	2011-12	Appeal is filed u/s 246A with the CIT(Appeals) on 25.04.16

The management of the subsidiary is of the view that the decision of the appeal will be in favour of the company and hence, the liability is not provided in the books of accounts.

To the best of knowledge of the management, there are no events occurring after the Balance sheet date that provide additional information materially affecting the determination of the amount relating to the conditions existing at the Balance Sheet date that requires adjustment to the Assets or Liabilities of the Group.

28. In order to comply with the provisions of section 451C of Reserve Bank of India Act, 1934, the Company have created the Special Reserve of Rs. 83,55,510/- (Rupees Eighty Three Lakhs, Fifty Five Thousand, Five Hundred and Ten Only ) as on 31<sup>st</sup> March, 2019.
29. Short Term Loans and Advances includes doubtful loan of Rs. 3,82,70,248/- (Previous Year Rs. 3,03,37,293/-) against whom, the management have taken steps for recovery. However, based on the management opinion, same will be recovered in full and hence, no any provision for the same have been made in the books.

**DISCLOSURES UNDER ACCOUNTING STANDARDS****30. Segment Information:**

- i. The Company and its subsidiaries, on individual standalone basis, operate in single and separate business segments. The Group has mainly three business segments which have been identified taking into account the nature of business, differing risk and return.
- ii. Composition of the business segments: - The different business segments identified by the company with nature of activity are as follows:-
  - a) Non-Banking Finance (NBFC) Activity: - Parent company, a registered NBFC is carrying on the business activity of Non Banking Finance Company;
  - b) Foreign Exchange Trading: - Subsidiary, Supama Forex Private Limited is carrying on the business activity of dealing / buying and selling of foreign exchange as "Full Fledge Money Changer" (FFMC); and
  - c) Commodities Trading: - Subsidiary, Aether Leisure Private Limited (Formerly Finkurve Enterprises Pvt Ltd) is carrying on the business activity of Leisure and Hospitality.

**iii. Information about Segment are as follows: -**

(Rs. In Lacs)

Particular	NBFC Activity	Leisure & Hospitality	Foreign Exchange Trading	Total Consolidated
<b>REVENUE</b>				
Operational Income	1,497.22	0.88	39,869.11	41,367.21
Other Income	5.75	-	63.44	69.19
Total Revenue	1,502.97	0.88	39,932.56	41,436.40
<b>RESULT</b>				
Operating Profit /(Loss) before Interest, Depreciation and Tax	1,304.39	(19.10)	24.18	1,309.47
Interest Expenses	1,162.44	-	0.44	1,162.89
Depreciation	3.85	0.04	10.84	14.73
Tax Expenses (Including Deferred) – Liability / (Assets)	43.91	-	(0.81)	43.10
<b>Profit / (Loss) from Ordinary Activity</b>	<b>94.18</b>	<b>(19.15)</b>	<b>13.71</b>	<b>88.74</b>
Add: - Exceptional Item	-	-	-	-
<b>Net Profit / (Loss)</b>	<b>94.18</b>	<b>(19.15)</b>	<b>13.71</b>	<b>88.74</b>
(before Minority Interest)				
Minority Interest	-	-	2.30	2.30
De-recognition of Loss of Associates	-	-	-	-
<b>Net Profit / (Loss)</b>	<b>94.18</b>	<b>(19.15)</b>	<b>11.40</b>	<b>86.44</b>
<b>OTHER INFORMATION</b>				
Segment Assets/ Total Assets	9,959.00	59.62	1,434.36	11,452.98
Segment Liability	9,024.96	3.34	112.23	9,140.52
Minority Interest	-	-	2.30	222.82
Total Liability	9,024.96	3.34	114.23	9,363.34
<b>Capital Employed</b>				
(Segment Assets – Segment Liability)	934.04	56.28	1,322.13	2,312.45

**31. Related Party Disclosure:****a) List of Related Parties & Relationship where control exists:**

<b>NAMES OF THE RELATED PARTY</b>	<b>NATURE OF RELATIONSHIP</b>
<b>Key Management Personnel</b>	
Mr. Ketan Kothari	Director
Mr. Sachin Kothari	Director
Mrs. Riddhi Tilwani	Independent Director
Mr. Nishant Tolchand Ranka	Independent Director
Mr. Hiren Dakshesh Desai	Independent Director
Mr. Anilchandra Bhujade	Director
Mrs. Bhavna Bafna	Director
<b>Relatives of KMP</b>	
Mr. Bhawarlal Kothari	Relative of Director
Mrs. Mohinidevi Kothari	Relative of Director
Mrs. Silky Kothari	Relative of Director
Mrs. Namita Kothari	Relative of Director
Mr. Ashvin Bafna	Relative of Director
Mr. Aarav Bafna	Relative of Director
<b>Company owned or controlled by KMP/Relatives</b>	
Supama Financial Services Ltd	Director is Director
Supama Infra Services Ltd	Director is Director
Raha Payment Solutions Private Limited	Director is Director
House of Clocks & Watches Private Limited	Director is Director
RiddiSiddhi Bullions Ltd	Relative is Director
Supama Forex Private Limited	Director is Director
Hriday Products Private Limited	Director is having significant control
Renaissance Fincon Pvt Ltd	Director is Director
Augmont Enterprises Pvt Ltd	Director is Director
Augmont Gold Pvt Ltd (previously an associate)	Director is Director
BSK Realtors LLP	Director is Partner
Supama Realtors LLP	Director is Partner
Supama Developers LLP	Director is Partner
Supama Nicnish	Director is Partner
Supama Nicnish Realtors LLP	Director is Partner
Haven Infoline LLP	Director is Partner
Independent Leasing	Director is Partner
Badami Trading LLP	Director is Partner
Badami Enterprise LLP	Director is Partner
Badami Developers LLP	Relative is Partner
Badami Investment	Director is Partner
Parshwanath Investments	Director is Partner
Pratvick Hospitality LLP	Company is Partner
Kevin & Mike Consultancy	Company is Partner
RSBL Builders LLP	Director is Partner
RSBL Refining & Assaying LLP	Director is Partner
MSK Infra Realtors LLP	Director is Partner
Vimuk Enterprises LLP	Director is Partner

**b) Transactions with Related Parties during the year:**

(Amount in Rs.)

Sr No	NATURE OF TRANSACTIONS WITH THE RELATED PARTY	KEY MANAGEMENT PERSONNEL	RELATIVES OF KMP	ENTERPRISES OWNED OR CONTROLLED BY K.M.P. OR RELATIVES	GRAND TOTAL
1	Interest Received	-	-	5,65,89,871 (2,37,80,521)	<b>5,65,89,871</b> (2,37,80,521)
2	Rent Received	-	-	1,80,000 (5,40,000)	<b>1,80,000</b> (5,40,000)
3	Rent Paid	-	16,66,200 (6,00,000)	2,80,000 (59,000)	<b>19,46,200</b> (6,59,000)
4	Director Remuneration	23,68,000 (26,67,000)	-	-	<b>23,68,000</b> (26,67,000)
5	Interest Paid	-	-	10,33,53,898 (1,50,94,225)	<b>10,33,53,898</b> (1,50,94,225)
6	Purchase of Investment	-	-	25,00,000 (-)	<b>25,00,000</b> (-)
7	Sale of Investment	-	-	17,70,500 (-)	<b>17,70,500</b> (-)
8	Purchase of trading goods	1,07,406 (1,655)	5,59,425 (12,24,681)	19,42,273 (1,21,649)	<b>26,09,104</b> (13,47,985)
9	Sales of trading goods	79,602 (2,24,697)	16,28,636 (21,52,854)	30,40,653 (12,41,754)	<b>47,48,891</b> (36,19,305)
10	Business Promotion	-	-	- (49,000)	<b>-</b> (49,000)
11	Loans Given	-	-	60,43,48,563 (86,72,06,438)	<b>60,43,48,563</b> (86,72,06,438)
12	Loan Received Back	-	-	61,86,14,350 (90,68,35,824)	<b>61,86,14,350</b> (90,68,35,824)
13	Loan Taken during the year	-	-	80,69,50,000 (190,11,45,352)	<b>80,69,50,000</b> (190,11,45,352)
14	Loan Refunded back	-	-	98,57,44,000 (99,17,00,000)	<b>98,57,44,000</b> (99,17,00,000)
<b>BALANCE OUTSTANDING AS AT THE END OF YEAR</b>					
1	Trade Payable	74,800 (82,000)	-	-	<b>74,800</b> (82,000)
2	Loans Taken	-	81,17,27,309 (90,93,51,752)	-	<b>81,17,27,309</b> (90,93,51,752)
3	Deposit	-	- (50,000)	- (1,06,59,110)	<b>-</b> (1,07,09,110)
4	Investments	-	-	25,30,000 (18,00,500)	<b>25,30,000</b> (18,00,500)
5	Loans Given	- (5,16,084)	-	33,21,44,360 (27,17,55,013)	<b>33,21,44,360</b> (27,22,71,097)



32. Previous year's figure have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

**Signature to Notes 1 to 32**

As per our report of even date

**For Ladha Singhal & Associates**

Chartered Accountants

Firm Regd. No 120241W

**For & on Behalf of Board**

**Finkurve Financial Services Limited**

**(Ajay Singhal)**

**Partner**

M. No. 104451

**(Ketan Kothari)**

**Director**

DIN: 00230725

**(Sachin Kothari)**

**Executive Director**

DIN: 03155884

Place: Mumbai

Date: 29th May, 2019

**(Sunny Parekh)**

Company Secretary

**(Bhavi Desai)**

CFO







## NOTE



## NOTE



**CIN: L65990MH1984PLC032403**

**Regd. Off.:** 3rd Floor, Bullion House, 115 Tambakatta Lane, Zaveri Bazar, Mumbai - 400003 website:  
www.finkurve.com, E-mail id: [finkurvefinancial@gmail.com](mailto:finkurvefinancial@gmail.com)

**Form No. MGT-11  
Proxy form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**CIN: L65990MH1984PLC032403**

**Name of the Company:** Finkurve Financial Services Limited

**Regd. Off.:** 3rd Floor, Bullion House, 115 Tambakatta Lane, Zaveri Bazar, Mumbai – 400 003

<p><b>Name of the member(s):</b>  <b>Registered Address:</b>  <b>E-mail ID:</b>  <b>Folio No. / Client ID:</b>  <b>DP ID:</b></p>
---

I/We, being the member(s) of ..... shares of the above named Company, hereby appoint

1. Name: .....  
Address: E-mail Id:  
Signature: ....., or failing him

2. Name: ..... Address:  
E-mail Id:  
Signature: ....., or failing him

3. Name: ..... Address:  
E-mail Id:  
Signature: ....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on Monday, 30th September, 2019 at 2.00 p.m. at Office No. 202, D – Wing, Trade World, Kamala Mills Compound, Lower Parel (W), Mumbai – 400 013 and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resolution No.</b>	<b>Resolutions</b>
<b>Ordinary Business:</b>	
1.	To receive, consider and adopt the Consolidated and Standalone Audited Financial Statements of the Company for the Financial Year ended 31st 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.
<b>Special Business:</b>	
3.	To approve the Secured / Un-Secured Non-Convertible Redeemable Debentures (NCDs) on private placement basis.
4.	To Approve Re- Appointment of Riddhi Tilwani as an Independent Director of the Company.

Signed this..... day of..... 2019

Affix Revenue Stamp
---------------------------

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



**CIN: L65990MH1984PLC032403**

Regd. Off.: 3rd Floor, Bullion House, 115 Tambakatta Lane, Zaveri Bazar, Mumbai – 400 003 website: [www.finkurve.com](http://www.finkurve.com),  
E-mail id: [finkurvefinancial@gmail.com](mailto:finkurvefinancial@gmail.com)

**ATTENDANCE SLIP**

**35th Annual General Meeting – 30th September, 2019**

Regd. Folio No. ....

Client ID / DP ID: .....

No. of Shares held .....

I, ..... (Name in Block Letter) hereby record my presence at the 35th Annual General Meeting of the Company being held on Monday, 30th September, 2019 at 2.00 p.m. at Office No. 202, D – Wing, Trade World, Kamala Mills Compound, Lower Parel (W), Mumbai – 400 013.

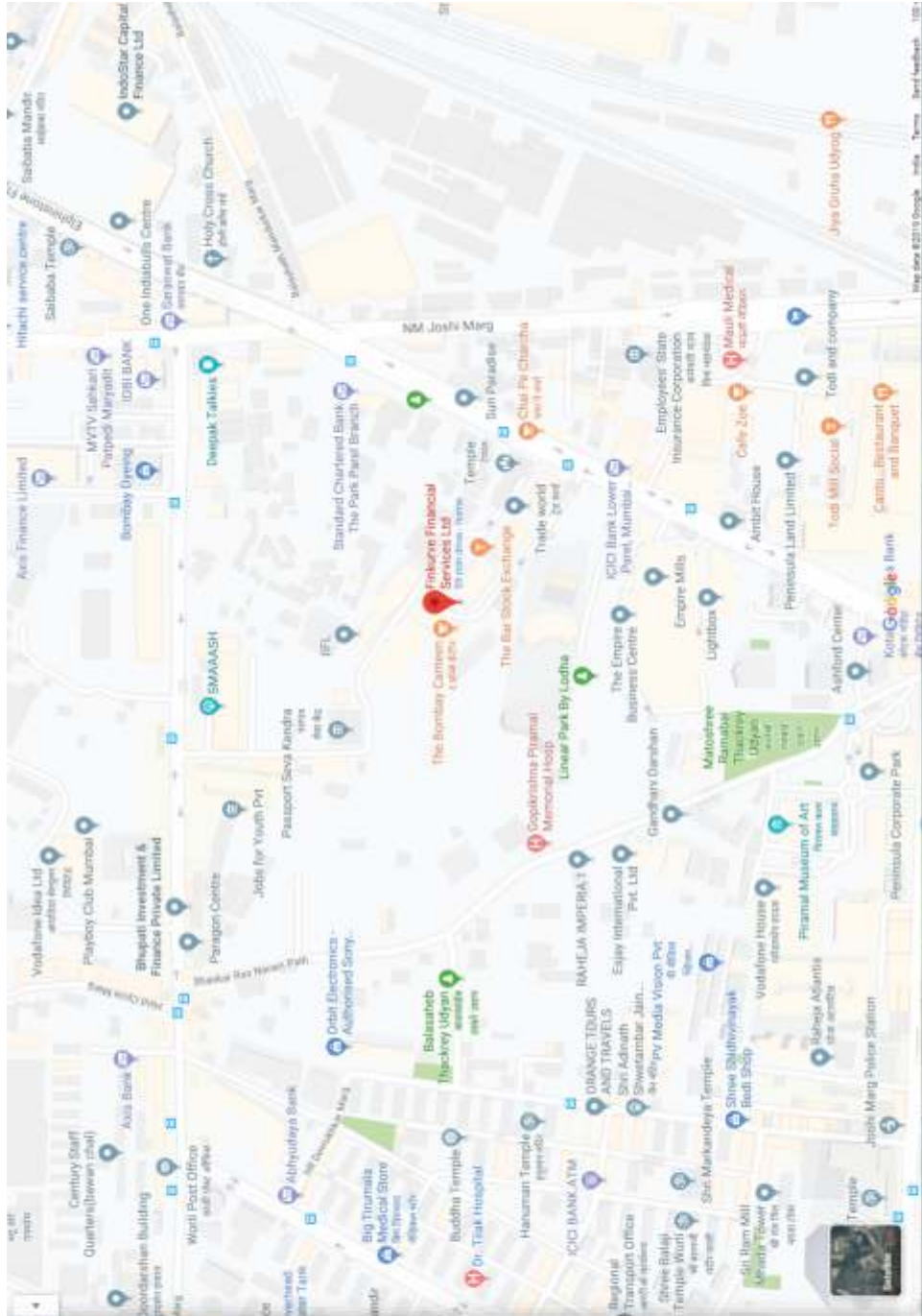
Date: , 2019

**Member's/Proxy Signature**

**Note: Please fill in this attendance slip and hand it over at the entrance of the meeting hall.**

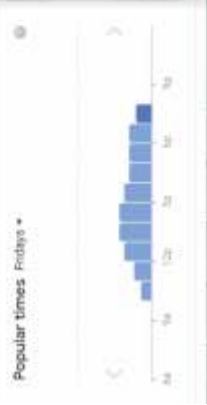
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**Finkurve Financial Services Ltd**  
 3.3 (17)  
 Financial planner

Directions Save Healthy Send to your phone  
 D Wing, 202, 2nd floor, Trade World, Opp. Bombay Centrens, Kamala Mills, Lower Parel, Lower Parel, Mumbai, Maharashtra 400013  
 253W+75 Mumbai, Maharashtra  
 finkurve.com  
 022-4347-0278  
 Closing soon 10am-7:30pm  
 Add a label  
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**Registered Office:**  
3<sup>rd</sup> Floor, Bullion House, 115, Tambakatta Lane,  
Zaveri Bazar,  
Mumbai – 400 003