

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Members of Finkurve Financial Services Limited will be held on Saturday, 29th day of September, 2018 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 Standalone Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018, together with the Reports of the Board of Directors and Auditors thereon, and the Consolidated Financial Statements for the financial year ended 31st March, 2018, together with the Report of the 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. Regularisation of Mr. Nishant Ranka (DIN: 06609705) as Independent Director:**

To consider and if thought fit to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force) Mr. Nishant Ranka (DIN: 06609705) who was appointed as Additional Independent Director of the Company by the Board of Directors with effect from 07th March, 2018, In terms of provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years commencing from 07th March, 2018, to 06th March, 2023 ”

4. Increase in Authorised Share Capital and Alteration of Memorandum of Association

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

“Resolved That in accordance with Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such permissions, sanctions and approvals as may be required in this regard, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committees of the Board), to increase the existing Authorised Share Capital from Rs. 9,70,00,000 (Rupees Nine Crores Seventy Lakhs) [divided into 9,70,00,000 Equity Shares of Re. 1/- each] to Rs. 12,00,00,000 (Rupees Twelve crores) [divided into 12,00,00,000 Equity Shares of Re. 1/- each] and consequently Clause V of the Memorandum of Association of the Company be altered by substituting the following new Clause V in place of the existing clause thereof:

V. The Authorised Share Capital of the Company is Rs. 12,00,00,000 (Rupees Twelve crores) [divided into 12,00,00,000 Equity Shares of Re. 1/- each] with power to increase or reduce or consolidate the capital of the Company or reclassify the shares from shares of one class into shares of other class or classes and attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company and as may be thought expedient.

“Resolved Further That the Board be and is hereby authorised to do all such acts, things, matters and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”



5. Issue of Non – Convertible Debenture

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.”

6. Finkurve ESOP Plan 2018 (ESOP 2018)

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**

“RESOLVED THAT pursuant to the (i) Section 62(1)(b) and other applicable provisions of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for time being in force) (the “Act”); (ii) provisions contained in the Memorandum of Association and the Articles of Association of the Company; (iii) such other rules, regulations, notifications, guidelines and laws applicable in this regard, from time to time, and subject to such approval(s) / consent(s) / permission(s) / sanction(s), as may be required, from the appropriate regulatory authorities / institutions / bodies including but not limited to the Stock Exchanges, Securities and Exchange Board of India, and the Reserve Bank of India, and further subject to such terms and conditions as may be prescribed while granting such approval(s) / consent(s) / permission(s) / sanction(s), and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee (“NRC”) constituted by the Board, for the time being exercising the powers conferred on the Board by this Resolution), consent of the Members of the Company be and is hereby accorded to introduce and implement “Finkurve ESOP Plan 2018” (“ESOP 2018”) and to create, grant, offer, issue and allot, at any time, to the present and / or future permanent employees of the Company working in India or abroad and / or directors (including whole-time directors but excluding non-executive independent directors) of the Company and any other individuals / entities as allowed under applicable rules, regulations, guidelines and laws (hereinafter referred to as “employees” or “said employees”) under ESOP 2018, 50,00,000 (Fifty Lakh) stock options convertible into 50,00,000 (Fifty Lakh) equity shares of the Company (or such adjusted numbers for corporate actions including bonus, stock, splits or consolidation or other re-organisation of the capital structure of the Company), having face value of INR 1/- (Rupees One only) per equity share, at such price, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the Act and provisions of ESOP 2018;

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the terms mentioned in the Explanatory Statement, annexed to the Notice convening this Meeting, which are hereby approved by the Members, the Board be and is hereby authorised to formulate, evolve, decide upon, administer, superintend and implement ESOP 2018, as the Board in its absolute discretion deems fit, and as per draft submitted to this Meeting which draft is hereby specifically approved by the Members;

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot equity shares upon exercise of stock options, from time to time, granted under ESOP 2018 and such equity shares allotted shall in all respects rank pari passu inter-se and with the then existing equity shares of the Company;

RESOLVED FURTHER THAT as is required, the Company shall conform to the accounting policies as applicable to the Company, from time to time;



RESOLVED FURTHER THAT the Board be and is hereby authorised to re-price the options as it deems fit, which are not exercised, whether or not they have been vested, if the exercise price of the options is rendered unattractive due to fall in price of the share in the market and such re-pricing is not detrimental to the interest of the employees who have been granted stock options under ESOP 2018;

RESOLVED FURTHER THAT the Board be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in ESOP 2018, as it may deem fit, from time to time or to suspend, withdraw or revive ESOP 2018, from time to time, in conformity with the provisions of the Act and other applicable rules, regulations, guidelines and laws, unless such variation, amendment, modification or alteration is detrimental to the interest of the employees who have been granted stock options under ESOP 2018;

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution(s), the Board be and is hereby authorised, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, to (i) do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper; (ii) execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation to ESOP 2018; and (iii) to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of ESOP 2018 and the issuance of the shares (including to amend or modify any of the terms thereof) and taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, as and when required;

RESOLVED FURTHER THAT the Board be and is hereby authorised to settle all questions, difficulties or doubts and to do all such acts, deeds, matters and things as may be required, to give full effect to the aforesaid Resolution(s).”

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

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

**Place: Mumbai
Date: 30th August, 2018**

**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 Saturday, 22nd September, 2018 to Saturday, 01st October, 2018 (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, Unit-1, Luthra Industrial Premises, Safed Pool, AndheriKurla Road, Andheri (East), Mumbai-400 072. 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 Friday, 21st September, 2018, 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 Wednesday, 26th September, 2018 and will end at 5.00 p.m. on Friday, 28th September, 2018. 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 34th 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 or finkurvefinancial@gmail.com with a copy marked to 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.
- (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 Wednesday, 26th September, 2018 (9:00 am) and ends on Friday, 28th September, 2018 (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 21st September, 2018, 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, Friday, 21st September, 2018.
 - (xviii) Since the Company is required to provide Members facility to exercise their right to vote by electronic means, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 21st September, 2018 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
 - (xix) The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the E-voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - (xx) The Results shall be declared on or after the 34th 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 and on the website of NSDL within two(2) days of passing of the resolutions at the 34th Annual General Meeting of the Company on 29th September, 2018 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 34th 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

Mr. Nishant Ranka (DIN: 06609705) was appointed as an Additional Independent Director with effect from 07th March, 2018 by the Board of Directors at their meeting. In terms of Section 161(1) of the Companies Act, 2013, Mr. Nishant Ranka (DIN: 06609705) holds office upto the date of this Annual General Meeting and is eligible for the appointment as an Independent Director. The Company has received a notice in writing from a member proposing his candidature for the office of Director.

In the opinion of the Board, Mr. Nishant Ranka (DIN: 06609705) fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Nishant Ranka as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company on all working days, except Saturdays between 11.00 a.m. to 1.00 p.m. up to the date of the meeting.

Mr. Nishant Ranka (DIN: 06609705) is a Qualified Chartered Accountant from ICAI. He also serves as the Independent Director on the board of Riddisiddhi Bullions Limited, Supama Forex Private Limited and Aether Leisure Private Limited. The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 3 of the Notice.

Except Mr. Nishant Ranka, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.3.

The Brief resume of Mr. Nishant Rankais given below:

Name of the Appointee	Mr. Nishant Ranka
Designation	Independent Director
Age (in Years)	37 years
Qualification & Nature of Expertise	B.com, CA.
Date of Appointment	7th March, 2018.
Shareholding in the Company	Nil
Other Directorships (Independent)	Riddisiddhi Bullions Limited, Supama Forex Private Limited and Aether Leisure Private Limited
Committee Chairmanships	Nil (Except This Company)
Committee Memberships	Nil (Except This Company)

Item No. 4

At present, the Authorised Share Capital of the Company is Rs. 9,70,00,000/- divided into 9,70,00,000 Equity Shares of Rs. 1/- each. The Company would be requiring additional funds for the operational requirements of the Company, which would be injected by various means including subscription to share capital and Debentures including convertible, non convertible and partially convertible by way of Private Placement. With a view to accommodate the same, it is considered necessary to increase the authorized share capital of the Company from the present Rs. 9,70,00,000/- to Rs. 12,00,00,000 (Twelve Crores Only) divided into 12,00,00,000 (Twelve Crores) Equity Shares of Rs. 1- (Rupees One only) each.

Consequent to the aforesaid increase in authorized share capital the relevant provisions of the Memorandum and Articles of Association of the Company would be required to be altered. Hence the above resolutions are proposed for the approval of the members of the Company.

A duly altered draft copy of the Memorandum and Articles of Association of the Company is available at the Registered Office of the Company for inspection of the Members.

Your Directors recommend the above resolutions for your approval.

None of the Directors, Manager, Key Managerial Personnel of the Company and their relatives is concerned or interested in the above resolution,

Item No. 5

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. 5 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. 5 appended to this notice.

The Board commends the Special Resolution set out at Item No. 5 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. 5 of the Notice

Item No. 6

Members are requested to note that the success of the Company's objectives is largely determined by the quality of its work force and their commitment to achieve Company's objectives. It is recognized that not only good employment opportunities but also additional motivating mechanisms are needed to incentivize employees and aligning their interest with the interest of the Company.

Members are requested to note that in light of (i) Company's pace of growth; (ii) increase in scope of business volume and business verticals / financial products of the Company / its subsidiaries, within the financial services sector; and (iii) commitment made to new senior / middle level hires undertaken / to be undertaken by the Company, the Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee, approved introduction of new employee stock option scheme titled as "Finkurve ESOP Plan - 2018" ("ESOP 2018"), largely, to create and grant stock options not exceeding 50,00,000 (Fifty Lakh) stock options, each convertible into 1 equity share of the Company having Face Value of INR 1/- (Rupee One only) per equity share, with an objective to attract, retain, motivate and incentivize employees.

Members are further requested to note that the Board of Directors considers it appropriate to extend the proposed ESOP 2018 to the employees / directors of the holding / subsidiary company (ies), as may be decided by the Board of Directors or Nomination and Remuneration Committee thereof, to motivate and retain the best talent.

The broad features of ESOP 2018 are as under:

Total number of stock options to be granted	A maximum of 50,00,000 (Fifty Lakh) stock options, subject to adjustments as may be required due to any corporate action. Each stock option is exercisable into 1 (one) equity share of the Company.
Identification of classes of employees entitled to participate in the ESOP 2018	To be decided by the Nomination & Remuneration Committee from time to time, in accordance with the ESOP 2018.
Appraisal process for determining the eligibility of employees to the ESOP 2018	As may be deemed fit by the Nomination & Remuneration Committee from time to time in accordance with the ESOP 2018.
Requirements of vesting and vesting period	As determined by the Nomination & Remuneration Committee in accordance with the ESOP 2018. Provided that there shall be a minimum period of one year between the grant of options and vesting of options.
Maximum period within which the options shall be vested	As determined by the Nomination & Remuneration Committee in accordance with the ESOP 2018.
Exercise price or the formula for arriving at the exercise price	As determined by the Nomination & Remuneration Committee in accordance with the ESOP 2018.
Exercise period and Exercise Process	As per the ESOP 2018.
Lock-in period	As determined by the Nomination & Remuneration Committee in accordance with the ESOP 2018. Shares issued under ESOP 2018 shall be subject to transfer restrictions as provided in the Articles of Association of the Company and such lock-in restrictions, if required under Applicable Laws and / or if determined by the Nomination and Remuneration Committee from the date of allotment of Shares under the ESOP 2018.
Maximum number of options to be granted per employee and in aggregate	Such number as may be decided by the Board or the Nomination and Remuneration Committee thereof in accordance with the ESOP 2018.
Method which the company shall use to value its options	As per the ESOP 2018.
Conditions under which options vested in employee(s) may lapse	As per the ESOP 2018.
Specified Time Period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	As per the ESOP 2018.
Implementation and administration of ESOP 2018	The Company shall directly implement and administer the ESOP 2018 through the Board / the Nomination & Remuneration Committee.
Issue of new shares or secondary acquisition	Company shall issue new shares on exercise of stock options under the ESOP 2018.

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

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

**Place: Mumbai
Date: 30th August, 2018**