



**NOTICE**

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting of the members of Finkurve Financial Services Limited will be held on Friday, 29<sup>th</sup> September, 2017 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 Audited Financial Statements of the Company as at 31<sup>st</sup> March, 2017 together with the Reports of the Board of Director's and Auditor's 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.
3. To ratify appointment of M/s. Ladha Singhal & Associates, Chartered Accountants, Mumbai (having FRN: 120241W), as the Statutory Auditors of the Company for the Financial Year 2017-18 and to fix their remuneration.

**SPECIAL BUSINESS:**

**4. Regularisation of Mr. Punit Goyal (DIN: 02147798) 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. Punit Goyal (DIN: 02147798) who was appointed as Additional Independent Director pursuant to 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 30<sup>th</sup> May, 2017.”

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

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

**Place: Mumbai  
Date: 21<sup>st</sup> August, 2017**



- 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 Friday, 22<sup>nd</sup> September, 2017 to Friday, 29<sup>th</sup> September, 2017 (both days inclusive).
4. The members desirous of seeking information about the accounts of the Company are requested to send their queries atleast 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. The 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, Andheri Kurla Road, Andheri (East), Mumbai-400 072. The members holding shares in electronic form may update such details with their respective Depository Participants.
6. The 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. The 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. The members are requested to quote Folio Number/Client ID/ DP ID in their all correspondence.
10. The members are requested to bring their original photo ID (like PAN Card, Aadhaar 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, 22<sup>nd</sup> September, 2017, 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 Tuesday, 26<sup>th</sup> September, 2017 and will end at 5.00 p.m. on Thursday, 28<sup>th</sup> September, 2017. The Company has appointed Mr. Mayank Arora, proprietor of M/s. Mayank Arora & Co., Company Secretaries in whole time practice, to act as 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:**

- (1) The Notice of the 33<sup>rd</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) Institutional 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), [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 Tuesday, 26<sup>th</sup> September, 2017 (9:00 a.m.) and ends on Thursday, 28<sup>th</sup> September, 2017 (5:00 p.m.). During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Thursday, 21<sup>st</sup> September, 2017 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, Thursday, 21<sup>st</sup> September, 2017.
  - (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 Thursday, 21<sup>st</sup> September, 2017 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
  - (xix) The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the Annual General Meeting, thereafter unblock the votes cast through remote E-Voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
  - (xx) The results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.finkurve.com](http://www.finkurve.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited, where the shares of the Company are listed.
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 33<sup>rd</sup> Annual General Meeting of the Company.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:**

**Item No. 4**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Punit Goyal as an Additional Director of the Company with effect from 30<sup>th</sup> May, 2017 to hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Punit Goyal for the office of Director of the Company. Mr. Punit Goyal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a Company propose to appoint an Independent Director on its Board. As per the said Section 149, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of a Company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Punit Goyal that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013.

Mr. Punit Goyal possesses appropriate skills, experience and knowledge; inter alia. In the opinion of the Board, Mr. Punit Goyal fulfils the conditions for his appointment as an Independent Director as specified in the Act and the SEBI (LODR) Regulations, 2015. Mr. Punit Goyal is independent of the management.

Keeping in view his expertise and knowledge, it will be in the interest of the Company that Mr. Punit Goyal is appointed as an Independent Director. Save and except Mr. Punit Goyal and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.