



Date: 29th August, 2024

To,
The Manager – CRD,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: 508954

Subject: Notice of Annual General Meeting to be held on Saturday, 28th September, 2024.

Dear Sir,

We are enclosing herewith Notice of the 40th Annual General Meeting of the Company, which is scheduled to be held on Saturday, 28th September, 2024 at 2.00 p.m. through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

Kindly take the same on your records.

Thanking you.

For Finkurve Financial Services Limited



Sunny Parekh
Company Secretary & Compliance Officer
Membership Number: ACS 32611

Encl. As above

Arvog

Finkurve Financial Services Limited
CIN : L65990MH1984PLC032403

Registered Office: 202/A, 02nd Floor, Trade World, D-wing, Kamala Mill Compound, S.B Marg, Lower Parel (West), Mumbai - 400013, India
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NOTICE

Notice is hereby given that the 40th Annual General Meeting ('AGM') of the Members of Finkurve Financial Services Limited ("The Company") will be held on Saturday, 28th day of September, 2024 at 2.00 p.m. Indian Standard Time ("IST"), through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1 – Approval and Adoption of Audited Financial Statements of the Company for the year ended March 31, 2024 along with Auditor's Report and Board's Report:

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: -

"RESOLVED THAT the audited Financial Statements of the Company for the Financial Year ended March 31, 2024, together with schedules and annexures thereto and the reports of Auditors and Board of Directors, as circulated to the members and laid before meeting, be and are hereby received, considered, approved and adopted."

Item No. 2 - Appointment of Mr. Ketan Kothari (DIN: 00230725) as a Director liable to retire by rotation

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: -

"RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013, Mr. Ketan Kothari (DIN: 00230725), who retires by rotation at the 40th Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

Item No. 3 – To Approve Material Related Party Transactions pertaining to Financial Transactions with Related Parties from the conclusion of 40th Annual General Meeting till the conclusion of 41st Annual General Meeting to be held in the Year 2025.

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

"RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (hereinafter referred to as "SEBI Listing Regulations") and Section 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on "Materiality of Related Party Transactions and also on dealing with Related Party Transactions" subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and subject to such conditions and modifications, as may be

prescribed by any one of them while granting any such approvals, consents, permissions and/or sanctions which may be agreed to by the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) for entering into and/ or carrying out and/or continuing with contracts, arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with Related Parties, whether individually and/or in the aggregate, including Material Related Party Transactions , i.e. exceeding 10% of the Annual Consolidated Turnover as per the Company’s last Audited Financial Statements or any other materiality threshold as may be applicable under law/ SEBI Regulations from time to time, as per details given below:

Nature of Transaction: Granting and / or acceptance of Loan in Ordinary Course of Business

Duration: From conclusion of the 40th Annual General Meeting till conclusion of the 41st Annual General Meeting to be held in the year 2025.

Sr. No.	Name of the Related Party	Nature of Relationship	Principal Loan alongwith Interest Amount outstanding at any given point in time (₹ In Crore)
1.	M/s. Aranath Real Estate Private Limited	A Private Company in which relative of Director is a director	30.00
2.	M/s. Augmont Goldtech Private Limited	A Private Company in which Director is a director	50.00
3.	M/s. Augmont Enterprises Private Limited	A Private Company in which Director is a director	80.00
4.	M/s. HR Commercials Private Limited	A Private Company in which Director is a director	20.00

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, to finalise the terms and conditions of the transactions with the aforesaid parties, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.”

Item No. 4 – To Approve Material Related Party Transactions pertaining to making payment/Receiving payment towards Service Fees, Commission and other charges to/from M/s. Augmont Goldtech Private Limited from the conclusion of 40th Annual General Meeting till the conclusion of 41st Annual General Meeting to be held in the Year 2025.

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

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (hereinafter referred to as “SEBI Listing Regulations”) and

Section 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on "Materiality of Related Party Transactions and also on dealing with Related Party Transactions" subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approvals, consents, permissions and/or sanctions which may be agreed to by the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) for entering into and/ or carrying out and/or continuing with contracts, arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with Related Parties, whether individually and/or in the aggregate, including Material Related Party Transactions, i.e. exceeding 10% of the annual consolidated turnover as per the Company's last Audited Financial Statements or any other materiality threshold as may be applicable under law/ SEBI Regulations from time to time, as per details given below:

Nature of Transaction: To make payments/ receive payments towards Service Fees, Commission and Other charges

Duration: From conclusion of the 40th Annual General Meeting till conclusion of the 41st Annual General Meeting to be held in the year 2025.

Sr. No.	Name of the Related Party	Nature of Relationship	Nature of Transaction	Amount up to (₹ In Crore)
1.	M/s. Augmont Goldtech Private Limited	A Private Company in which Director is a director	Towards purchase /sale of Movable Assets, Service Fee Commission and Other charges (Expense Reimbursement)	50.00

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, to finalise the terms and conditions of the transactions with the aforesaid parties, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution."

Item No. 5 – To Approve Material Related Party Transactions pertaining to purchase of movable assets from M/s. Augmont Goldtech Private Limited from the conclusion of 40th Annual General Meeting till the conclusion of 41st Annual General Meeting to be held in the Year 2025.

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

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (hereinafter referred to as “SEBI Listing Regulations”) and Section 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions ” subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approvals, consents, permissions and/ or sanctions which may be agreed to by the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) for entering into and/ or carrying out and/or continuing with contracts, arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with Related Parties, whether individually and/or in the aggregate, including Material Related Party Transactions , i.e. exceeding 10% of the annual consolidated turnover as per the Company’s last Audited Financial Statements or any other materiality threshold as may be applicable under law/ SEBI Regulations from time to time, as per details given below:

Nature of Transaction: To make payments towards purchase of movable assets

Duration: From conclusion of the 40th Annual General Meeting till conclusion of the 41st Annual General Meeting to be held in the year 2025.

S No.	Name of the Related Party	Nature of Relationship	Nature of Transaction	Amount up to (₹ In Crore)
1.	M/s. Augmont Goldtech Private Limited	A Private Company in which Director is a director	To make payments towards purchase of movable assets,	10.00

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, to finalise the terms and conditions of the transactions with the aforesaid parties, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.”

Item No. 6 - To issue Non – Convertible Debentures 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, Section 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 including the debentures already issued, aggregating up to an amount not exceeding ₹ 500 Crore (Rupees Five Hundred Crore Only) on a Private Placement basis, during a period of One (01) 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.”

Item No. 7 - To appoint Mrs. Aastha Vishal Solanki (DIN: 10667741), as Non-Executive Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 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 and relevant circulars issued by the Reserve Bank of India (‘RBI’) from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Aastha Vishal Solanki (DIN: 10667741), who was appointed as an Additional Independent Director of the Company with effect from 30th June, 2024 to hold the office of Independent Director up to the date of the ensuing Annual General Meeting of the Company and who has

submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, 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 Independent Director, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of Five (05) consecutive years with effect from 30th

June, 2024 till 29th June, 2029 on the Board of the Company.

RESOLVED FURTHER THAT the Board of Directors (including its committee thereof) and/or Company Secretary of the Company be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Item No. 8 – Change in Designation of Mr. Priyank Kothari (DIN: 07676104) from Non-Executive Non-Independent Director to Whole Time Director of the Company

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

“**RESOLVED THAT** the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and other applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof and all other statutory approvals, and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and subject to such other approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded for the change in Designation of Mr. Priyank Kothari (DIN: 07676104) from Non-Executive Non Independent Director to Whole Time Director otherwise termed as Executive Director of the Company, for a period of 05 (Five) Years, whose term of office shall be considered effective from 29th August, 2024 and will expire on 28th August, 2029, liable to retire by rotation and on such terms condition including salary and perquisites as approved by Nomination & remuneration Committee in its meeting and to revise/ alter/ modify/ amend/ change the terms and conditions as may be agreed to by the Board and Mr. Priyank Kothari with the Provision of the Act and in the best interest of the Company.

RESOLVED FURTHER THAT in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Priyank Kothari (DIN: 07676104) will be executed and terms set out in the explanatory statement of Notice of this Annual General Meeting be considered as Memorandum setting out terms and conditions of appointment and remuneration of Mr. Priyank Kothari (DIN: 07676104) as a Whole time Director of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company or Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution including certifying and filing of necessary forms with the Registrar of Companies.”

Item No. 9 – To approve power to borrow funds pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, not exceeding ₹ 750 Crore (Rupees Seven Hundred Fifty Crore Only)

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

“RESOLVED THAT in supersession of all earlier resolutions passed on the matter and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), and the relevant regulations/directions as may be prescribed from time to time (including any amendment(s), modification(s) thereof) and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company to borrow by obtaining loans, overdraft facilities, lines of credit, commercial papers, nonconvertible debentures, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, Insurance Companies, Mutual Funds or other Corporates or other eligible investors, including by way of availing credit limits through Non-Fund based limits i.e. Bank Guarantee, Letter of Credit, etc. or by any other means as deemed fit by it, against the security of term deposits, movables, immovable or such other assets as may be required or as unsecured, at any time or from time to time, any sum or sums of money(ies) which together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), exceeding the aggregate of paid-up share capital of the Company, its free reserves and Securities Premium, provided that the total amount so borrowed by the Board shall not at any time exceed ₹ 750 Crore (Rupees Seven Hundred Fifty Crore only).

RESOLVED FURTHER THAT the Board of Directors or such person/s or such committee (by whatever name called), as may be authorized by the Board in this regards, be and are hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required.”

Item No. 10 - To increase in threshold of loans/ guarantees, providing of securities and making of investments in securities under section 186 of the Companies Act, 2013:

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 provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under

(including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the

interest of the Company, for an amount not exceeding ₹ 750 Crores (Rupees Seven Hundred Fifty Crores Only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate.”

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

**Place: Mumbai
Date: 29th August, 2024**

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

NOTES AND SHAREHOLDER INFORMATION:

CONVENING OF ANNUAL GENERAL MEETING THROUGH VIDEO CONFERENCING (“VC”) OR ANY OTHER AUDIO-VISUAL MEANS (“OVAM”) FACILITY

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) relating to the Special Business proposed to be transacted at the 40th Annual General Meeting (“AGM”), is annexed hereto.
2. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No. 10/2022 dated 28th December, 2022 and Circular No. 09/2023 dated 25th September, 2023 (collectively referred to as “MCA Circulars”), other Circulars issued by the Ministry of Corporate Affairs (“MCA”) from time to time, and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by SEBI (“the Circulars”), companies are allowed to hold AGM through video conference/other audio visual means (“VC/OAVM”) upto 30th September, 2024, without the physical presence of member. The AGM of the Company is being held through VC/OAVM, and video recording and transcript of the same shall be made available on the website of the Company. National Securities Depository Limited (“NSDL”) will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM and e-voting during the AGM. The deemed venue for the AGM shall be the Registered Office of the Company as stated in the notice.
3. As the AGM will be conducted through VC/OAVM, the facility for appointment of proxy by the members is not available for this AGM and hence, the proxy form is not annexed to this Notice. Further, attendance slip including route map is not annexed to this Notice.
4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The facility of joining the AGM through VC/OAVM shall be open 60 minutes before the time scheduled for the AGM and the Members can join the AGM by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available on first come first serve basis.
6. The Company’s Registrar and Transfer Agents for its share registry work is M/s. Link Intime India Private Limited.
7. Authorised representatives of the corporate members intending to participate in the AGM pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy (in PDF/JPG format) of the relevant Board Resolution/Authority Letter, etc. authorising them to attend the AGM, by email to finkurvefinancial@gmail.com.

PROCEDURE FOR INSPECTION OF DOCUMENTS

1. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and all the relevant documents referred to in this Notice of AGM and explanatory statement will be available electronically for inspection without any

fee by the members during the AGM. Members seeking to inspect such documents can send an email to finkurvefinancial@gmail.com.

2. The Secretarial Auditor of the Company has reviewed and certified that the ESOP Scheme of the Company have been implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”) and the resolutions passed by the Members for the respective Scheme. The certificate from the Secretarial Auditors of the Company certifying that the said scheme is being implemented in accordance with SEBI SBEB & SE Regulations, and in accordance with the resolutions passed by the Members of the Company will be available for inspection electronically at the AGM.
3. Shareholders may send their requests for inspection in advance mentioning their name, demat account number/folio number, email id, mobile number at finkurvefinancial@gmail.com.

ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT

1. The MCA and SEBI vide the MCA Circulars and SEBI Circulars have, inter alia, provided relaxations to the companies from dispatching physical copies of the financial statements (including Board’s report, Auditor’s report or other documents required to be enclosed therewith) to the Shareholders for the AGMs to be conducted till 30th September, 2024.
2. In compliance with the Circulars, Notice of the AGM along with the Annual Report for the financial year 2023-24 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depository Participants (“DPs”).
3. In case any Member is desirous of obtaining physical copy of the Annual Report for the financial year 2023-24 and Notice of the 40th AGM of the Company, he/she may send a request to the Company by writing at finkurvefinancial@gmail.com with mentioning their DP ID and Client ID/folio no.
4. Members may note that the Notice and the Annual Report for the financial year 2023-24 will also be available on the Company’s website at www.arvog.com, websites of the Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com, and on the website of NSDL at www.evoting.nsdl.com.

VOTING THROUGH ELECTRONIC MEANS

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

2. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
3. During the AGM, a chat box feature will be available for members to submit questions or comments in real-time. Please note that the chat box will be monitored, and while the Company will strive to address as many questions as possible, it may not be feasible to respond to all queries due to time constraints.
4. The remote e-voting period commences on Wednesday, 25th September, 2024 (9:00 a.m. IST) and ends on Friday, 27th September, 2024 (5:00 p.m. IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 20th September 2024, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
5. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 20th September 2024.
6. A member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

SCRUTINISER FOR E-VOTING

1. Mr. Mayank Arora, Practicing Company Secretary (FCS: F10378 and CP: 13609) and Proprietor of M/s. Mayank Arora & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
2. The Scrutinizer shall after the conclusion of voting during the general meeting, will first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, who will not be in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Wednesday, 25th September, 2024 at 09:00 A.M. and ends on Friday, 27th September, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 20th September, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the cut-off date, being 20th September, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at

	https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-

	Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000

Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@mayankarora.co.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to finkurvefinancial@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to finkurvefinancial@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at finkurvefinancial@gmail.com. The same will be replied by the Company suitably.
6. Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at

finkurvefinancial@gmail.com between September 20, 2024 (9:00 a.m. IST) to September 22, 2024 (5:00 p.m. IST). The Company reserves the right to restrict the number of questions and

speakers depending on the availability of time for the AGM. Further, the sequence in which the shareholders will be called upon to speak will be solely determined by the Company.

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
("The Act")**

Item No. 3

The Company enters into various Non-Banking Financial Transactions with Related Parties from time to time. These transactions usually occur on a repetitive basis and are expected to exceed the prescribed threshold limits under the Listing Regulations so as to qualify as Material Related Party Transactions.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 ("Listing Regulations") read with SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated 08th April, 2022, all Related Party Transactions shall require prior approval of the Audit Committee and all Material Transactions with related parties require approval of the Members of the Company through Ordinary Resolution. A transaction with a Related Party shall be considered material under the Listing Regulations, if the transaction(s) in a contract to be entered into individually or taken together with previous transactions during a Financial Year, exceeds rupees one thousand crore or 10% of the Annual Consolidated Turnover of the Company as per the last Audited Financial Statements of the Company, whichever is Lower or any other materiality threshold prescribed by any other applicable law.

The Company proposes to enter into transactions with Related Parties as provided in Resolution No. 3, from time to time, at the agreed terms of the transactions between the parties. The said transactions with the Related Parties as per Resolution No. 3 are to be held at arm's length and in the ordinary course of business of the Company.

The Audit Committee has approved the said Related Party Transactions which were placed before it at its meeting held on 14th August, 2024 and has noted that these transactions are in the ordinary course of business and all the transactions are at arm's length. Further, the said transactions qualify as Material Related Party Transactions under the Listing Regulations. Accordingly, the Members' approval is sought for the same which shall be valid from the conclusion of 40th Annual General Meeting till the conclusion of the 41st Annual General Meeting to be held in the year 2025.

Information relating to transactions viz. names of the related parties and relationships, monetary value of the transactions are mentioned in the resolution. The terms are determined from contract to contract, as agreed between the parties.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the resolution except Mr. Ketan Kothari and Mr. Narendra Jain and Mr. Priyank Kothari.

The Directors recommend the Resolution No. 3 of the Notice for approval of the Members by way of an Ordinary Resolution.

Additional Information on the proposed Related Party Transactions under the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662

Item No. 3

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

The Company being an NBFC, provides inter-corporate loans business, loan against gold and various other loans to different entities/individuals in its normal course of business. Therefore, All the proposed transactions which are to be entered into by the Company with its Related Parties in the ordinary course of business and at arm's length contributes to the business of the Company and so are commercially beneficial to the Company.

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

The Company has been regularly transacting with the parties on the basis of various external information and market practices in relation to the proposed transactions.

c. Information if the transaction relates to loans, ICD, Advances or Investments:

i. Whether any indebtedness is incurred to make or give loans, etc.:

The Company being an NBFC has incurred indebtedness which is in the ordinary course of business and in furtherance to its main business activity. There is no specific indebtedness incurred in relation to the proposed transactions.

ii. Applicable terms of the proposed transactions:

- a. **Tenure:** The approval sought shall be valid from the conclusion of the 40th Annual General Meeting till the conclusion of the 41st Annual General Meeting to be held in the year 2025; however, the proposed transactions are continuous in nature and are generally made on demand.
- b. **Interest Rate:** As per prevailing market rates/ conditions.
- c. **Repayment:** On demand or Fixed tenure
- d. **Secured / Unsecured:** Both
- e. **Nature of security:** Movable Assets, Immovable Assets, Current Assets, Fixed Assets, etc.

iii. The purpose for which the funds will be utilised by the ultimate beneficiary of such funds:

The funds shall be utilised by the ultimate beneficiary towards its main business activity.

Item No. 4:

The proposed transaction as mentioned in Resolution No. 4 is majorly in reference to the Gold Loan Product of the Company wherein apart from other Gold Loan related transactions, the Company uses the Tech Platform of M/s. Augmont Goldtech Private Limited (AGTPL) i.e., "Augmont Gold For All" to manage its Gold Loan Product and therefore AGTPL is entitled for Service Fee and Other Charges in lieu of usage of its said Platform by the Company. Further, the Company also markets and promotes the products offered by AGTPL through its branches across India and therefore the Company is entitled for commission / service fees from AGTPL.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 ("Listing Regulations") read with SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated 08th April, 2022, all Related Party Transactions shall require prior approval of the Audit Committee and all material transactions with Related

Parties require approval of the Members of the Company through Ordinary Resolution. A transaction with a Related Party shall be considered material under the Listing Regulations, if the transaction(s) in a contract to be entered into individually or taken together with previous transactions during a Financial Year, exceeds 10% of the annual consolidated turnover of the Company as per the last Audited Financial Statements of the Company or any other materiality threshold prescribed by any law other applicable law.

The Company proposes to enter into transactions with Related Party as provided in Resolution No. 4, from time to time, at the agreed terms of the transactions between the parties. The said transactions with the Related Party as per Resolution No. 4 are to be held at arm's length and in the Ordinary Course of business of the Company.

The Audit Committee has approved the said Related Party Transactions which were placed before it at its meeting held on 14th August, 2024 and has noted that these transactions are in the Ordinary Course of business and all the transactions are at arm's length. Further, the said transactions qualify as Material Related Party Transactions under the Listing Regulations. Accordingly, the Members' approval is sought for the same which shall be valid from the conclusion of 40th Annual General Meeting till the conclusion of the 41st Annual General Meeting to be held in the year 2025.

Information relating to transactions viz. names of the related party and relationships, monetary value of the transactions are mentioned in the resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the resolution except Mr. Ketan Kothari, Mr. Narendra Jain and Mr. Priyank Kothari.

The Directors recommend the Resolution No. 4 of the Notice for approval of the Members by way of an Ordinary Resolution.

Additional Information on the proposed Related Party Transactions under the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662

Item No. 4

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

The proposed transaction as mentioned in Resolution No. 4 is majorly in reference to the Gold Loan Product of the Company wherein the Company uses the Tech Platform of M/s. Augmont Goldtech Private Limited (AGTPL) to source, onboard and manage its Gold Loan customers. Further, such usage is exclusive for the Company and AGTPL also indulges in extensive marketing of its Platform and is therefore entitled for the Service Fee reimbursement and other charges. . The exclusive usage of the said Platform of AGTPL provides an edge to the Company over other Gold Loan providing NBFC's.

Further, as the Company has a widespread network of branches across India offering Gold Loan Product, it is in the interest of the Company to cross sell the precious metals products offered by AGTPL through its branches and earn commission/service fees towards such cross selling.

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

The Company has entered into the Service Level Agreement with Augmont Goldtech Private Limited on the basis of external reports & market practices followed by other NBFCs/ Banks with respect to loan against gold product.

Item No.5

The proposed transaction as mentioned in Resolution No. 5 is in reference to the Gold Loan Product of the Company wherein the Company intends to purchase certain movable assets relating to its Product from M/s. Augmont Goldtech Private Limited (AGTPL) at its written down value as appearing in the books of accounts of AGTPL.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (“Listing Regulations”) read with SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated 08th April, 2022, all Related Party Transactions shall require prior approval of the Audit Committee and all material transactions with Related Parties require approval of the Members of the Company through Ordinary Resolution. A transaction with a Related Party shall be considered material under the Listing Regulations, if the transaction(s) in a contract to be entered into individually or taken together with previous transactions during a Financial Year, exceeds 10% of the annual consolidated turnover of the Company as per the last Audited Financial Statements of the Company or any other materiality threshold prescribed by any law other applicable law.

The Company proposes to enter into transactions with Related Party as provided in Resolution No. 5 at once at the agreed terms of the transaction between the parties. The said transaction with the Related Party as per Resolution No. 4 is to be held at arm’s length and in the Ordinary Course of business of the Company.

The Audit Committee has approved the said Related Party Transaction which was placed before it at its meeting held on 14th August, 2024 and has noted that the said transaction is in the Ordinary Course of business and is at arm’s length. Further, the said transaction qualify as Material Related Party Transactions under the Listing Regulations. Accordingly, the Members’ approval is sought for the same which shall be valid from the conclusion of 40th Annual General Meeting till the conclusion of the 41st Annual General Meeting to be held in the year 2025.

Information relating to transaction viz. name of the related party and relationship, monetary value of the transaction are mentioned in the resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the resolution except Mr. Ketan Kothari, Mr. Narendra Jain and Mr. Priyank Kothari.

The Directors recommend the Resolution No. 5 of the Notice for approval of the Members by way of an Ordinary Resolution.

Additional Information on the proposed Related Party Transaction under the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662

Item No. 5

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

The Company is majorly in the business of loan against gold jewellery and requires certain infrastructure / equipment's ("movable assets") for carrying out its operations. AGTPL, which was previously acting as the Service Provider to the Company for Gold Loan product has such infrastructure / equipment's and therefore it is feasible for the Company to purchase the same from AGTPL at its written down value.

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

As the movable assets are to be purchased on the written down value as appearing in the books of accounts of AGTPL, valuation report of the same is not required. However, the Company may, in consultation with the Statutory Auditors, get the valuation report of such movable assets from an external valuer.

Item No. 6

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 ₹ 500 Crore (Rupees Five Hundred Crore Only) including the debentures already issued, 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. 6 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. 6 appended to this notice.

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. 6 of the Notice.

The Directors recommend the Resolution No. 6 of the Notice for approval of the Members by way of a Special Resolution.

Item No. 7

Pursuant to the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company at its meeting held on 26th June, 2024, appointed Mrs. Aastha Vishal Solanki (DIN: 10667741) as an Additional Independent Director of the Company, not liable to retire by rotation, with effect from 30th June, 2024, to hold the office of Independent Director for a term of 05 (Five) consecutive years commencing on 30th June, 2024 and ending on 29th June, 2029, subject to the approval of Members in the ensuing Annual General Meeting.

Mrs. Aastha Vishal Solanki meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations and 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. Aastha Vishal Solanki for the office of Independent Director of the Company, not liable to retire by rotation.

Brief profile of Mrs. Aastha Vishal Solanki and the additional information in respect of pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided below:

Mrs. Aastha Vishal Solanki (CS and LLB) was a Company Secretary of a Listed Company and has an overall experience of around 5 years in the field of Secretarial Compliance and Legal.

A copy of the draft letter of appointment of Mrs. Aastha Vishal Solanki as an Independent Director setting out the terms and conditions of appointment will be available for inspection upto the date of AGM.

The Board considers that Mrs. Aastha Vishal Solanki's appointment is independent of the management of the Company and her association would be of immense benefit to the Company. Hence, the Board recommends the Special resolution set out at Item No. 7 of this Notice for approval of the Members of the Company.

Except Mrs. Aastha Vishal Solanki being the appointee under this resolution, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of this Notice.

Item No. 8

Mr. Priyank Kothari (DIN: 07676104) was appointed as Non-Executive Non-Independent Director by the Board of Directors on 17th May, 2021 and subsequently confirmed by the shareholders at the Annual General Meeting held on 20th September, 2021.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors of the Company at its meeting held on 29th August, 2024 had approved to Change Designation of Mr. Priyank Kothari (DIN: 07676104) from Non-Executive Non-Independent Director to Whole Time Director of the Company, for a period of period of 05 (Five) years with effect from 29th August, 2024, subject to approval of the Members of the Company.

Mr. Priyank Kothari (DIN: 07676104) is a highly accomplished professional with a Bachelor's degree in Commerce and a Master's Degree in Entrepreneurship, Innovation, and Enterprise Development. His journey with the Company began as a credit and risk underwriter, where he demonstrated exceptional skills and dedication over a period of three years. He has made significant contributions to the expansion and diversification of the Company's business. Mr. Priyank Kothari has expertise, knowledge and business acumen in managing the overall business of the Company and his appointment would be beneficial for the Company given the paucity of experienced and skilled personnel. The remuneration proposed for Mr. Priyank Kothari (DIN: 07676104) is commensurate with the industry and size of the Company. Mr. Priyank Kothari is the grandchild of Mrs. Devkumari Kothari, who is one of the Promoter of the Company.

Mr. Priyank Kothari has conveyed his consent to act as a Whole time Director of the Company and he also confirmed that he is not disqualified from being appointed as such in terms of Section 164 of the Companies Act, 2013 and he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority. The Company has also received other necessary disclosures from Mr. Priyank Kothari.

The terms and conditions are set out herein below:

i. TENURE OF APPOINTMENT:

The appointment of Mr. Priyank Kothari as Whole Time Director (change in designation from 'Non-Executive Non-Independent Director' to 'Whole-time Director') is for a period of 05 (Five) years with effect from 29th August, 2024.

ii. DUTIES AND RESPONSIBILITIES:

Mr. Priyank Kothari, the 'Whole Time Director' of the Company shall, subject to the provisions of the Companies Act, 2013, and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company.

iii. REMUNERATION:

- a) Remuneration of Mr. Priyank Kothari will be as fixed by the Board of Directors from time to time after taking into account the recommendations of the NRC, such that the salary and the aggregate value of all perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs; bonus; performance incentive; reimbursement of expenses incurred for travelling, boarding and lodging during business trips, entertainment expenses actually and properly incurred for the Company's business, medical reimbursement, club fees and leave travel concession for himself and his family, medical insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Priyank Kothari subject to the overall ceiling on remuneration approved by the Members. Your Board of Directors has recommended a remuneration of ₹ 15,00,000/- (Rupees Fifteen Lakhs only) per annum.
- b) Minimum Remuneration - Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Mr. Priyank Kothari, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary and perquisites as specified above.

iv. OTHER TERMS OF APPOINTMENT:

- a. The terms and conditions of the appointment of Mr. Priyank Kothari may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Priyank Kothari, subject to such approvals as may be required.
- b. The appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.
- c. The employment of Mr. Priyank Kothari may be terminated by the Company without notice or payment in lieu of notice:
- (i). If Mr. Priyank Kothari is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated Company to which he is required to render services; or
 - (ii). In the event of any serious, repeated or continuing breach (after prior warning) or no observance by Mr. Priyank Kothari of any of the stipulations contained herein as no separate agreement shall be executed between the Company and Mr. Priyank Kothari; or
 - (iii). In the event the Board expresses its loss of confidence in Priyank Kothari; or

- d. In the event Mr. Priyank Kothari is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- e. Upon the termination by whatever means of the employment Mr. Priyank Kothari shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associated companies.
- f. Mr. Priyank Kothari will be liable to retire by rotation

The Board of Directors is of the opinion that the above remuneration being paid / payable to Mr. Priyank Kothari, as Whole Time Director of the Company, is commensurate with his duties and responsibilities. The Board considers that his association as Whole Time Director will be beneficial to and in the interest of the Company.

The Company has received certificate from the Company Secretary as required under PART III of Schedule V of the Act.

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed as Annexure - I hereto, and forms a part of this Notice.

Save and except Mr. Priyank Kothari and his relatives, including Mrs. Devkumari Kothari, 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. 8 of the Notice.

The Board recommends the Special Resolution as set out at Item Nos. 8 respectively of the Notice for approval of the Members.

Item No.9

The Shareholders of the Company at their meeting held on 29th September, 2023 considered and authorized the Company to Borrow upto ₹ 600 Crore (Rupees Six Hundred Crore Only) by way of Inter Corporate Deposits, Long Term Loans, and External Commercial Borrowings or through issue of any securities, instruments, etc. pursuant to Section 180(1)(c) and other applicable provisions, if any, of Companies Act, 2013. Considering the requirement of the Company, it is proposed to increase the said limit of borrowings to ₹ 750 Crore (Rupees Seven Hundred Fifty Crore Only) including the existing borrowings already made by the Company.

The provisions of Section 180 of the Companies Act, 2013 requires the Companies to pass Special resolution to authorize the Board to borrow funds which will exceed the aggregate of

the paid-up capital and free reserves. In view thereof, it is proposed to obtain a fresh approval of Shareholders by a Special Resolution.

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. 9 of the Notice.

The Directors recommend the Resolution No. 9 of the Notice for approval of the Members by way of a Special Resolution.

Item No. 10

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of ₹ 750 Crores (Rupees Seven Hundred and Fifty Crores Only), as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 10 for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any

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

**Place: Mumbai
Date: 29th August, 2024**

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

Annexure 1

Pursuant to Regulations 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards -2, the details of the Directors proposed to be appointed are given below:

Sr. No.	Particulars	Details	
1	Name	Mr. Priyank Kothari	
2	Category / Designation	Whole-time Director	
3	Director Identification Number (DIN)	07676104	
4	Age	27 Years	
5	Date of Birth	15 th May, 1997	
6	Original Date of Appointment	17 th May, 2021	
7	Qualifications	Master's Degree in Entrepreneurship, Innovation, and Enterprise Development	
8	Name of the listed entities from which the person has resigned as a Director in the past three years*	Nil	
9	Directorship in other Companies*	1.	M/s. Arvog Enterprises Limited
		2.	M/s. Arvog Services Limited
		3.	M/s. PRK Dhoop and Fragrances Private Limited
		4.	M/s. Augmont Goldtech Private Limited
		5.	M/s. Hirabaug Constructions Private Limited
10	Chairmanship / Membership of Committees in other Companies*	Nil	
11	Number of Equity Shares held in the Company*	Nil	
12	Number of Equity Shares held in the Company for any other person on a beneficial basis*	Nil	
13	Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	Mr. Priyank Rakesh Kothari (DIN: 07676104), Director of the Company is a part of extended family of Mr. Ketan Kothari (DIN: 00230725), Chairman and Director of the Company.	
14	Terms and conditions of appointment or	Please refer to the	

	reappointment	Explanatory Statement forming a part of this Notice.
15	Remuneration last drawn (in FY 2023-24), if applicable	₹ 14,00,000/- (Rupees Fourteen Lacs)
16	Remuneration proposed to be paid	Please refer to the Explanatory Statement forming a part of this Notice.
17	Number of Meetings of the Board attended during the year 2023-24	12
18	Justification for choosing the appointee for appointment as Independent Director	Not Applicable
19	Skills and capabilities required for the role and the manner in which the proposed person meets such requirement	Please refer to the Explanatory Statement forming a part of this Notice.

* As per disclosure received from the Director