

Date: 05th September, 2024

To
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Dear Sir/Madam,

Scrip Code: 508954

Subject: Corrigendum to the Annual Report for FY 2023-24

RE: Submission of Annual Report for The Financial Year 2023-24

This is in furtherance to our intimation dated 02nd September, 2024 wherein the Company had submitted its Annual Report for Financial Year 2023-24 along with the Notice of the 40th Annual General Meeting ("AGM") to be held on Saturday, 28th September, 2024 at 02:00 P.M. (IST) via Video Conference/ Other Audio-Visual Means.

Kindly note that certain inadvertent typographical errors were noticed in the Company Overview section of the Annual Report and some irrelevant pages were mistakenly included in the said section. To ensure the accuracy and quality of our documentation, we have made the necessary corrections and removed such irrelevant pages.

In view of the above, we are enclosing herewith the revised Annual Report for the Financial Year 2023-24, which includes the corrected Company Overview, along with the Notice of the 40th Annual General Meeting (AGM). The revised report is also available on the website of the Company at www.arvog.com

There is no change in Annual Report other than the mentioned above.

This is for your information and records.

Yours faithfully,
For Finkurve Financial Services Limited

Sunny Parekh
Company Secretary & Compliance Officer
Membership No: ACS 32611



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
Tel: +91 224 2441200 | Email: mail@arvog.com / finkurvefinancial@gmail.com | Web: www.arvog.com

ANNUAL REPORT 2023 - 2024

Composition of Audit Committee

Mr. Nishant Ranka	Chairperson
Mr. Narendra Jain	Member
Mrs. Aastha Vishal Solanki	Member

Composition of Nomination and Remuneration Committee

Mr. Nishant Ranka	Chairperson
Mr. Ketan Kothari	Member
Mrs. Aastha Vishal Solanki	Member

Composition of Stakeholder's Relationship Committee

Mr. Ketan Kothari	Chairperson
Mr. Nishant Ranka	Member
Mrs. Aastha Vishal Solanki	Member

CORPORATE INFORMATION

BSE Scrip Id
BSE Scrip Code
CIN

FINKURVE
508954
L65990MH1984PLC032403

BOARD OF DIRECTORS

Mr. Ketan Kothari
Mr. Narendra Jain
Mr. Priyank Kothari
Mr. Nishant Ranka
Mr. Dharmesh Trivedi
Mrs. Aastha Vishal Solanki

Chairman
Executive Director
Non-Executive Director
Independent Director
Independent Director
Additional Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Amit Shroff
Mr. Aakash Jain
Mr. Sunny Parekh

Chief Executive Officer
Chief Financial Officer
Company Secretary & Compliance Officer

AUDITORS

STATUTORY AUDITOR

M/s. P. D. Saraf & Co., Mumbai
Chartered Accountants

SECRETARIAL AUDITOR

M/s. Mayank Arora & Co., Mumbai
Practicing Company Secretary

INTERNAL AUDITOR

M/s. Aadesh Shah & Associates, Mumbai
Chartered Accountants

➤ **BANKERS**

Axis Bank Limited
Union Bank of India
CITY Union Bank Limited
ICICI Bank Limited
The South Indian Bank Limited
Indian Bank
State Bank of India
Yes Bank
CSB Bank Limited

REGISTERED OFFICE

Finkurve Financial Services Limited
202/A, 02nd Floor, Trade World, D-Wing, Kamala
Mills Compound, S. B., Marg, Lower Parel West
Mumbai - 400013

Email id: finkurvefinancial@gmail.com

Website: www.arvog.com

Telephone No.: 022 42441200

REGISTRAR & SHARE TRANSFER AGENTS

Link Intime India Private Limited
C 101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai
- 400083



Finkurve Financial Services Limited

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Company Overview

Arvog is a tech-driven finance company, using AI and ML to revolutionize lending with quick, simple, and effective digital solutions.

Arvog specializes in easy-to-access digital Personal and Gold loans. As a listed company on the Bombay Stock Exchange (BSE - 508954), we are a trusted name in the financial industry.

We are an RBI-registered NBFC, ensuring regulatory compliance and maintaining our clients' trust.

At Arvog, we offer flexible business loans through smart, technology-driven solutions. Our "see worth" philosophy empowers people by providing financial opportunities to help them realize their true value.

Arvog's vision is to create value through innovative partnerships and digital business transformation. We use AI and machine learning to deliver personalized, seamless experiences to our customers.



Journey so far

Raised INR **113crs**
from market
through
Preferential Issue

2020

Ventured into
unsecured retail
lending under
'**Partnership
Model**'

2019

Company acquired
by Mr. Ketan
Kothari (Current
Promoter)

2012

Partnered with
'Augmont Gold for
All' for retail Gold
Loans

2020-21

Disbursed more
than INR **500crs**
under Gold &
Personal Loans

2021-22

Disbursed more
than INR **700crs**
under Gold &
Personal Loans

2023-24



Current Lending Partners

NBFC Partners



Gold Refinance



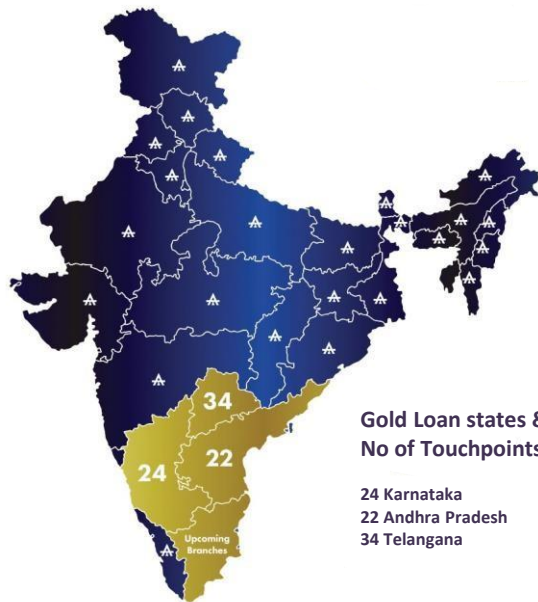
Term Loan for on-lending of Gold Loans



Co-lending of Gold Loans



PAN India Digital Presence for Personal Loans



Financial Snapshot (1/2)



~INR 1887 M
Equity Capital



~0.4x leverage



F.Y22 PAT 27.06 cr^
F.Y23 PAT 14.32 cr
F.Y24 PAT 16.07 cr



Crisil-BBB/stable



~INR 7059 M
Retail Disbursements in
FY 24



~INR 2595m
Gross AUM



1.98% GNPA
1.50% NNPA



~75%
Of the AUM is Gold Loans

Financial Snapshot (2/2)

^ Profit on account of Gain on Sale of Subsidiary amounting to Rs 20.65crs.
This is an exceptional item and not a part of operating business

Amount (INR in Crs)	2021-22 Audited	2022-23 Audited	2023-24 Audited
Revenue from Operations	43.63^	50.43	90.04
Profit After Tax	27.06^	14.32	16.07
Gross AUM	180.94	224.10	259.46
Net AUM	173.20	220.82	257.52
Gross NPA (in %)	12.1%	2.1%	2.0%
Net NPA (in %)	8.7%	1.1%	1.5%
Net Worth	158.05	172.49	188.70
Bank Borrowings/ ICDs/ NCDs	23.68	48.81	71.72
Cash & Cash Equivalents	2.63	4.46	8.65

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 alongwith Amount at any given point in time (₹ In Crore)	Loan Interest outstanding
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	To make payments/ receive payments towards Service Fees, Commission and Other charges	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.	<ol style="list-style-type: none"> 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

	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>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.</p> <p>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</p>

	<p>& 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.</p> <p>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.</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

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 reappointment	Please refer to the 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

DIRECTOR'S REPORT

To,
The Members,
Finkurve Financial Services Limited

Your directors take the pleasure in presenting the 40th Annual Report together with Audited Financial Statements of the Company along with Auditor's Report thereon for the financial year ended 31st March, 2024.

1. FINANCIAL SUMMARY

The summary of the Company's financial performance, for the financial year ("FY") 2023-24 and FY 2022-23 is given below:

(As per IND-AS) (₹ in Lakhs.)		
Particulars	2023-24	2022-23
Total Revenue	9026.69	5062.78
Less: Total Expenses	6904.69	3103.17
Add: Share of Profit/ (Loss) of Associates	-	-
Profit/ (Loss) before taxation	2121.99	1959.60
Less: Tax Expense	514.87	527.28
Profit/ (Loss) After Tax	1607.13	1432.32
Other Comprehensive Income	(1.27)	4.88
Total comprehensive income for the year	1605.86	1437.20

2. BUSINESS OVERVIEW:

Your Company is majorly in the business of providing loan against jewellery via its widespread network of branches all over India. The Company is aggressively expanding its presence in other locations as well for its Gold Loan Product. Apart from its Gold Loan Product, the Company is also in the business of providing unsecured consumer loans, short term / long term inter corporate loans, etc. The Board is in constant search for new business avenues which can be taken with the existing business.

3. BUSINESS PERFORMANCE:

During the year under review, your Company earned a Total Revenue of ₹ 9026.69 lakhs as against ₹ 5062.78 lakhs in the previous year. The Profit before Tax was ₹ 2121.99 lakhs as against ₹ 1959.60 lakhs in the previous year. The Net profit of ₹ 1607.13 lakhs has been carried to the Balance Sheet. Your directors expect a better performance in the coming years.

4. SCALE BASED REGULATIONS

Reserve Bank of India issued a circular on "Scale Based Regulation (SBR): A Revised Regulatory Framework for NBFCs" on 22 October 2021 ('SBR Framework'). As per the framework, based on size, activity, and risk perceived, NBFCs are categorised into four layers, NBFC - Base Layer ('NBFC-BL'), NBFC - Middle Layer ('NBFC-ML'), NBFC - Upper Layer ('NBFC-UL') and NBFC - Top Layer ('NBFC-TL'). The Company is currently categorised in Base Layer and is in compliance with RBI Scale Based Regulations. With an endeavor to further strengthen the compliance culture across business and functions, an

integrated compliance framework has been put in place which would be enhanced from time to time.

5. SHARE CAPITAL:

a. Authorised Share Capital:

During the year under review, the Authorized Share Capital of the Company has been increased to ₹ 14,00,00,000/- (Rupees Fourteen Crores Only) divided into 14,00,00,000/- (Fourteen Crores) Equity Shares of ₹ 1/- each (Rupees One Only) at the Annual General Meeting of the Company held on 29th September, 2023.

b. Paid-up Share Capital:

As on 31st March, 2024, the Paid-up Share Capital of the Company was ₹ 12,68,58,198/- (Rupees Twelve Crore Sixty-Eight Lacs Fifty-Eight Thousand One Hundred and Ninety-Eight) divided into 12,68,58,198/- (Twelve Crore Sixty-Eight Lacs Fifty-Eight Thousand One Hundred and Ninety-Eight) Equity Shares of 1/- each (Rupees One Only). There has been no change in the Paid-Up Share Capital of the Company during the year under review.

6. EMPLOYEE STOCK OPTIONS:

The Company has implemented an ESOP scheme called Finkurve ESOP Plan (Finkurve ESOP 2018) in accordance with Securities Exchange Board of India (Share Based Employees Benefits), 2014 for grant of stock options to eligible employees of the Company and its Subsidiary (if any). The Nomination and Remuneration Committee of the Board of Directors of the Company, inter alia, administers and monitors the Employee Stock Options Scheme of the Company. During the year under review, the Company has not granted any fresh options under Employee Stock Options Plan.

The ESOP Schemes are in compliance with the Act and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the disclosures relating to the ESOP Schemes as required under the abovementioned SEBI Regulations are available on the Company's website, <https://www.arvog.com/investors.html>.

Changes after the end of the Financial Year:

Based on the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors of the Company in its meeting held on 26th June, 2024, has granted 1,61,778 (One Lac Sixty-One Thousand Seven Hundred and Seventy-Eight) Employee Stock Options to its eligible employees under the "Finkurve ESOP Plan 2018"

7. CHANGE IN THE NATURE OF BUSINESS:

During the year under review, there has been no change in the nature of business of the Company.

8. NUMBER OF MEETING OF BOARD:

During the year 12 (Twelve) Board Meetings were held i.e on 26th April, 2023, 20th May, 2023, 30th June, 2023, 19th July, 2023, 11th August, 2023, 30th August, 2023, 07th October, 2023, 10th October, 2023, 09th November, 2023, 21st December, 2023, 09th February, 2024 and 22nd February, 2024.

The particulars of attendance of Directors are as under:

Sr. No.	Name of Director	Number of Board Meetings attended
1	Mr. Ketan Bhawarlal Kothari	12 out of 12
2	Mr. Priyank Rakesh Kothari	12 out of 12
3.	Mr. Narendra Champalal Jain	12 out of 12
4.	Mr. Nishant Tolchand Ranka	12 out of 12
5.	Mrs. Riddhi Kamlesh Tilwani	12 out of 12
6.	Mr. Dharmesh Trivedi	12 out of 12

9. DIRECTOR'S RESPONSIBILITY STATEMENT:

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

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

10. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT UNDER SECTION 143(12):

During the year under review, the Statutory Auditor and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee under Section 143 (12) of the Act, the details of which need to be mentioned in this report.

11. A STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SECTION 149(6):

Pursuant to the provisions of Section 149 of the Act, the Independent Directors have submitted declarations that each of them meets the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations.

12. PARTICULARS OF EMPLOYEES AND REMUNERATION:

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

13. EXTRACT OF ANNUAL RETURN

A copy of the Annual Return as required under Section 92(3) of the Companies Act, 2013, in prescribed form, which will be filed with the Registrar of Companies/MCA, is hosted on the Company’s website and can be accessed at website <https://www.arvog.com/investor/>.

14. LOANS, GUARANTEES AND INVESTMENTS:

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

15. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:

During the year under review, all related party transactions entered into by the Company, were approved by the Audit Committee and were at arm’s length and in the ordinary course of business. Prior omnibus approval is obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and on an arm’s length basis.

Pursuant to provisions of Section 188(1) of the Act, a Disclosure containing salient features of the contracts/arrangements entered into by the company with related parties of the Company in Form AOC-2 is attached as “Annexure– III”.

Details of related party transactions entered into by the Company, in terms of Ind AS-24 have been disclosed in the notes to the financial statements forming part of this Annual Report 2023-24. To identify and monitor significant Related Party Transactions, the Company has also framed a policy on the Related Party Transactions and the same is available on the Company's website i.e., www.arvog.com.

16. DIVIDEND:

With a view to conserve the reserves of the Company, your directors are not recommending any payment on account of dividend.

17. TRANSFER TO RESERVES:

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

18. MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

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

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

Your Company continuously strives to conserve energy, adopt environment friendly practices and employ technology for more efficient operations.

The particulars relating to the energy conservation, technology absorption, foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are given in the Annexure IV annexed to this Report.

20. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The risk management and minimization procedure adopted and followed by the Company is adequate in relation to the nature and size of the business. The same is reviewed periodically for improvement.

21. CORPORATE GOVERNANCE:

The Company is adhering to good Corporate Governance practices in every sphere of its operations. The Company has taken adequate steps to comply with the applicable provisions of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A report on Corporate Governance is annexed to this report as "Annexure V".

22. AUDITORS:

A. STATUTORY AUDITORS AND AUDITOR'S REPORT:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under, the current Auditors of the Company, M/s. P. D. Saraf & Co., Chartered Accountants having FRN: 109241W were appointed by the Members at the 36th Annual General Meeting convened on 30th September, 2020, to hold office until the conclusion of the 41st Annual General Meeting to be held in the year 2025.

STATUTORY AUDITORS QUALIFICATION:

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

B. INTERNAL AUDIT AND INTERNAL AUDITOR'S REPORT:

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and the Rules made there under, the current Internal Auditors of the Company, M/s. Aadesh Shah & Associates, Chartered Accountants having FRN: 138515W were appointed by the Board in the Meeting held on 30th June, 2023, for the Financial Year 2023-24. There are no qualification, reservation or adverse remarks made in the Internal Auditors Report.

C. SECRETARIAL AUDITOR & SECRETARIAL AUDIT REPORT:

Pursuant to provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, your Company engaged the services of Mr. Mayank Arora, proprietor of M/s. Mayank Arora & Co., Company Secretaries, Mumbai (Membership. No. F10378 and COP No.: 13609) to conduct the Secretarial Audit of the Company for the Financial year ended 31st March, 2024.

SECRETARIAL AUDITORS' QUALIFICATION:

The qualification in the Secretarial Compliance Report and Secretarial Audit Report for the year ended 31st March, 2024 and the reply of the Board of Directors to such qualifications are as under:

Sr. No.	Qualification/ Observation in the Secretarial Compliance Report and Secretarial Audit Report	Reply to the qualifications/ observations by the Board
1.	Pursuant to regulation 29 of SEBI (LODR) Regulations, 2015 and BSE Notice No. 20230127-37 dated January 27, 2023 the company was required to submit the prior intimation of board meeting in pdf mode and further was required to file the same in XBRL mode within 24 hours of submission of pdf, however the company filed the prior intimation of board meeting for quarter ended March 31, 2023, June 30, 2023 and September 30, 2023 in pdf mode but failed to submit the same in XBRL mode.	The Company had already filed prior intimation of Board Meeting in PDF format within stipulated time to the BSE listing Centre as required under LODR. The Company have further assured that, henceforth it shall also file the same in XBRL format.
2.	Pursuant to regulation 30 of SEBI (LODR) Regulations, 2015 BSE Notice No. 20230331-87 dated March 31, 2023, the company was required to submit the notice of Annual General Meeting in XBRL mode within 24 hours of submission of pdf mode, however the company filed the notice of annual general meeting which was held on September 29, 2023 in pdf mode, but failed to submit the same in XBRL mode.	The Company had already filed Notice of Shareholders Meeting in PDF format within stipulated time to the BSE listing Centre as required under LODR. The Company have further assured that, henceforth it shall also file the same in XBRL format.
3.	Pursuant to regulation 12(3) of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Company has approved issuance of stock options under Finkurve ESOP Plan, 2018 vide shareholders' resolution dated 29th September, 2018. Till date, the Options under the said ESOP Plan are granted in three different tranches i.e., on 26th February, 2021, 30th June, 2021, and 24th August,	With respect to the SEBI (Share Based Employee Benefits) Regulation, 2021, the Company has applied for the condonation of delay application for non-compliance of Regulation

	<p>2021. As SEBI (Share Based Employee Benefits) Regulation, 2014 was replaced by SEBI (Share Based Employee Benefits) Regulation, 2021 which required the Company to apply for In – Principal approval for Listing and Trading., the Company was required to have the said approval prior to granting of options under tranche three i.e., for the options granted on 24th August, 2021. Therefore, the Company had made the application for condonation of delay for non-compliance of Regulation 12(3) of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 for the options granted in tranche three. The said application was accepted</p>	<p>12(3) of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, for the options granted in tranche three dated 24th August, 2021 along with the requisite fees to SEBI.</p> <p>The same has been accepted by BSE and the Company has received the In-Principal Approval for the granting of options under the Finkurve ESOP Plan 2018 on 28th May, 2024.</p>
4.	<p>Pursuant to regulation 23 of SEBI ((LODR) Regulations, 2015, the company was required to upload the related party transactions on the same date as date of publication of financial results, however the company missed to upload the disclosure on related party transactions for the half year ended on March 31, 2023 on the same date as the date of publication of financial results. The company made good the default as soon as it came to their notice by filing the same on the immediate following date. The Company has also paid the fine of ₹ 5,900/- in response to the penalty imposed by the exchange.</p>	<p>The Company erroneously missed to upload the disclosure on Related Party Transactions on the date of Publication of its Financial Result. The company has made good the default after it came to their notice by filing the same to the listing centre on the immediate following date.</p> <p>The Company has also paid the fine of ₹ 5,900/- in response to the penalty imposed by the exchange.</p>

Sr. No.	Qualification/ Observation in the Secretarial Audit Report					Reply to the qualifications/ observations by the Board
1.	Pursuant to regulation 23 of SEBI (LODR) Regulations, 2015, the company was required to make disclosure of all the related party transactions to the stock exchange, however during the period under review, the company failed to disclose few related party transactions to the stock exchange as mentioned hereunder:					The transaction no.1 and 2 pertains to subscription of equity capital of wholly-owned subsidiaries by the Company and transaction no. 3 pertains to donation made and not towards any kind of business transactions and therefore the Company have not considered the same in the disclosure of related party transactions as submitted to the stock exchange. Further, the said transactions does not pose the risk of conflict of interest that other related party transactions might pose. However, The Board took the note of the same and affirmed that the qualification/ observation raised in the Secretarial Audit Report shall be taken care of in the future.
	Sr. No.	Name of the related party	Relationship of the counterparty with the listed entity or its subsidiary	Type of related party transaction	Value of the transaction during the period (₹ in lakhs)	
	1.	Arvog Services Limited	Wholly owned subsidiary company	Investment	1.00	
	2.	Arvog Enterprises Limited	Wholly owned subsidiary company	Investment	1.00	
	3.	Sherry and Diya Foundation	Entity owned or controlled by the KMP	CSR Contribution	5.00	
2.	Pursuant to section 135 of the Companies Act, 2013 the Company has made an expenditure towards Corporate Social Responsibility as required under the said act for the FY2022-23; however, the details required to be filed with Registrar of					The Board took the note of the same and shall be taken care of in the

	Companies, Mumbai (ROC), in e-form CSR-2 (as an addendum to Form AOC-4), has been given erroneously. The amount which was availed as set-off in pursuance of rule 7(3) of the Companies (CSR Policy) Rules, 2014 has been erroneously stated as surplus arising out of the CSR Projects of the previous financial year in the said e-form. However, this error has no impact on the total CSR Obligation for the financial year 2022-23.	future.
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The report of the Secretarial Auditor for the Financial Year ended 31st March, 2024 is appended as “Annexure – VI”.

23. ANNUAL EVALUATION OF THE BOARD ON ITS OWN PERFORMANCE AND OF THE INDIVIDUAL DIRECTORS AND COMMITTEES

On the advice of the Board of Directors, the Nomination and Remuneration Committee of the Board of Directors of the Company formulated the criteria for evaluation of the performance of the Board of Directors & its Committees, Independent Directors, Non-Independent Directors and the Managing Director of the Board. Based on that, performance evaluation has been undertaken. The Independent Directors of the Company have also convened a separate meeting for this purpose.

24. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

However, there has been no change in the composition of the Board of Directors of the Company during the financial year under review.

Key Managerial Personnel:

During the year under review, there has been no change in the Key Managerial Personnel of the Company.

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

Sr No.	Name	Designation
1.	Mr. Narendra Jain	Wholetime Director
2.	Mr. Amit Shroff	Chief Executive Officer
3.	Mr. Aakash Jain	Chief Financial Officer
4.	Mr. Sunny Parekh	Company Secretary & Compliance Officer

Changes after the end of the Financial Year:

Based on the recommendation of the Nomination and Remuneration Committee, Board has considered and approved the appointment of Mrs. Aastha Vishal Solanki (DIN: 10667741) as an Additional, Non-Executive Independent Director of the Company for term of Five (05) Years from 30th June, 2024 to 29th June, 2029, subject to the approval of Shareholders of the Company in the ensuing general meeting.

And the Board Considered the cessation of Mrs. Riddhi Kamlesh Tilwani (DIN: 06910038) as an Independent Director of the Company, w.e.f. the close of business hours of 30th June, 2024, consequent to end of her Ten (10) years term i.e. Two (02) terms of Five (05) Years each as an Independent Director of the Company.

25. STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR:

The Board of Directors have evaluated the Independent Directors during the year 2023-24 and opined that the integrity, expertise and experience (including proficiency) of the Independent Directors is satisfactory.

26. SUBSIDIARIES, ASSOCIATES & JOINT VENTURES:

During the year under review, the Company had incorporated the below mentioned Wholly Owned Subsidiaries (WOS)

- a. M/s. Arvog Services Limited (CIN: U82990MH2023SGC410742) on 18th September, 2023 and
- b. M/s. Arvog Enterprises Limited (CIN: U82990MH2023PLC412647) on 20th October 2023.

However, the purpose for which M/s. Arvog Services Limited (CIN: U82990MH2023SGC410742) was incorporated could not be achieved and therefore the Company filed an application to the Registrar of Companies ('ROC') for its Strike-off. The current status of the application is 'Under process of striking off'.

Further, M/s. Arvog Enterprises Limited (CIN: U82990MH2023PLC412647) was incorporated with the primary objective of providing "Lender Service Provider" (LSP) services. However, due to regulatory and compliance constraints, the said WOS could not start its business operations and therefore the Company sold all of its shares of the said WOS worth of ₹ 1,00,000/- (Rupees One Lac Only) at cost. Thus, the said WOS ceased to be the WOS effective from 13th March, 2024.

As on the end of the Financial Year, the Company does not have any subsidiary, associate or joint venture company.

27. PUBLIC DEPOSITS:

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

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

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

29. CORPORATE SOCIAL RESPONSIBILITY (CSR):

Pursuant to the applicability of the Companies (Corporate Social Responsibility) Rules, 2014, the Board at its meeting held on 15th September, 2020 constituted the Corporate Social Responsibility Committee of the Company. In terms of the provisions of the Companies Act, 2013, read with the CSR Rules, the Annual Report on CSR activities under the format prescribed in “Annexure VII” of the CSR Rules is annexed to this Report.

30. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has put in place proper systems and procedures to detect and protect the Organizational resources both tangible and intangible. The Company has also put in place the following to ensure the adequacy of internal financial controls.

The Company has appointed Internal Auditors to check the Internal Controls and also check whether the workflow of the Organization is in accordance with the approved policies of Financial Statements, Internal Auditors present to the Audit Committee, the Internal Audit Report and Management Comments on the Internal Audit observations.

The Directors and Management confirm that the Internal Financial Controls (IFC) are adequate with respect to the operations of the Company. A report of Auditors pursuant to Section 143(3)(i) of the Companies Act, 2013 certifying the adequacy of Internal Financial Controls is annexed with the Auditors Report.

31. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Pursuant to Regulation 34(2) of the SEBI (Listing Obligations and Disclosures Requirements) (LODR) Regulation, 2015 with the Stock Exchanges, the Management Discussion & Analysis Report for the year under review is given under a separate section as “Annexure VIII”.

32. MAINTENANCE OF COST RECORDS AS MANDATED BY THE CENTRAL GOVERNMENT

Pursuant to the provisions of Section 148(1) of the Companies act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, the Company was required is not required to maintain cost records.

33. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has been employing women employees in various cadres within the Office premises. The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Internal Complaints Committee was re- constituted by the Board of Directors through its resolution dated 09th November, 2023 as per the following:

Sr No.	Name of the Member	Designation
1	Mrs. Sugandhi Ravi Kumar	Presiding Officer
2	Ms. Bharti Solanki	Member
3	Mr. Aakash Nemichand Jain	Member
4	Ms. Saily Ambavkar	External Member

There was no complaint received from any employee during the financial year 2023-24 and hence no complaint is outstanding as on 31.03.2024 for redressal.

34. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

The Company has initiated proceedings against M/s. Rao Edusolutions Private Limited (CIN: U80301MH2013PTC247740) in the capacity of Financial Creditor before the Hon'ble National Company Law Tribunal ('NCLT').

The Hon'ble National Company Law Tribunal ('NCLT') has ordered the Commencement of a Corporate Insolvency Resolution Process ('CIRP') on July 3, 2023. As of now, the status of the case is pending with the Insolvency Resolution Professional (IRP).

35. AUDIT COMMITTEE

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

36. NOMINATION AND REMUNERATION POLICY:

Pursuant to Section 178 of the Companies Act, 2013 the Board of Directors of your Company has, on recommendation of the Nomination & Remuneration Committee, framed and adopted a policy for selection and appointment of Directors, Senior Management and their remuneration. The details pertaining to the composition of the Nomination & Remuneration Committee are included in the Corporate Governance Report, which is a part of this report.

37. LISTING FEES:

The Equity Shares of the Company is listed on BSE Limited. The Listing fees for the Financial Year 2024-25 for BSE Limited has been paid by the Company.

38. ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES:

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

39. RISK MANAGEMENT:

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

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

40. CODE OF CONDUCT:

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

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

41. AUCTIONS HELD DURING THE YEAR:

During the Financial Year under review, the Company had auctions. The details of auctions required to be furnished in the Annual Report of the Company as per Scale Based Regulation (SBR): A Revised Regulatory Framework for NBFCs issued by the Reserve Bank of India (RBI) on 22 October 2021 ('SBR Framework') are stated under:

Date of Auction	Number of loan accounts	Outstanding amounts (in INR)	Value fetched	Whether any of its sister concerns participated in the auction
02-06-2023	2	39,526	56,170	NO
04-07-2023	3	1,16,705	1,47,955	NO
05-08-2023	1	1,29,192	1,65,567	NO
05-09-2023	4	4,35,697	4,81,140	NO
30-09-2023	8	6,49,813	7,00,683	NO
05-11-2023	4	7,06,728	7,57,248	NO
07-12-2023	4	7,98,819	8,48,500	NO
27-12-2023	18	31,81,057	33,68,467	NO
05-02-2024	10	12,70,687	12,49,556	NO

42. SECRETARIAL STANDARDS

The Company complies with all applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

43. COMPLIANCE OF RBI REGULATIONS

Your Company has been granted registration under Sec. 45IA of Reserve Bank of India Act, 1934 (Registration Number: B- 13.00316) whereby the Company is allowed to carry on business as a Non-Banking Financial Company. The Company has followed all regulatory directions such as, KYC Norms, Provisioning Norms, CRAR, Loan to value guidelines for Gold loans, Asset Liability Management, Fair Practices Code, Fraud Reporting etc., as required by the Reserve Bank of India, the regulator for NBFCs. As on March 31, 2024 the percentage of Gold Loan to total loan book is 74.70%

Your Company's Capital Adequacy Ratio as on March 31, 2024 stood at 67.70% of the aggregate risk weighted assets on balance sheet and risk adjusted value of the off-balance sheet items, which is well above the regulatory minimum of 15.00 %.

44. COMMITTEES OF THE BOARD

As on March 31, 2024, the Board had Seven committees:

The Audit Committee, The Nomination and Remuneration Committee, The Stakeholders Relationship Committee, The Corporate Social Responsibility Committee, The Risk Management Committee, The Internal Compliant Committee and The Asset- Liability Committee ('ALCO').

During the year, all recommendations made by the committees were approved by the Board.

A detailed note on the composition of the Board and its committees is provided in the Corporate Governance report.

45. BUSINESS RESPONSIBILITY REPORT:

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, top 1000 Listed entities in terms of market capitalization as on the last date of the reporting financial year are required to furnish a Business Responsibility Report in the Annual Report. Since the Company does on form the part of top 1000 listed entities in terms of market capitalization as on the last date of the reporting financial year the Company is not required to furnish Business Responsibility Report for the Financial Year under review.

46. CREDIT RATING:

During the year under review, the Credit Rating agencies have revised/ assigned the below credit ratings:

Rating Agency	Instrument Type	Size of Issues (₹ Crore)	Rating/Outlook (September 16, 2022)	Rating/Outlook (April 25, 2023)	Rating/Outlook (February 14, 2024)	Rating Action
Infomerics Valuation and Rating Private Limited ("INFOMERICS")	Long term Bank Facilities- NCD	7.50	IVR BBB-/ Stable (IVR Triple B Minus with Stable Outlook)	IVR BBB/Stable (IVR Triple B with Stable Outlook)	IVR BBB/Stable (IVR Triple B with Stable Outlook)	Revised
Infomerics Valuation and Rating Private Limited ("INFOMERICS")	Short term Bank Facilities – Overdraft	17.00 (Reduced from ₹ 17.50 Crore)	IVR A3 (IVR A Three)	IVR A3+ (IVR A Three Plus)	IVR A3+ (IVR A Three Plus)	Revised
Infomerics Valuation and	Long Term/ Short Term	50.50 (Reduced	IVR BBB-/ Stable; IVR A3	IVR BBB/ Stable; IVR	IVR BBB/ Stable;	Revised

Rating Private Limited (“INFOMERICS”)	Bank Facilities – Proposed facility	from ₹ 75.50 Crore)	(IVR Triple B Minus with Stable Outlook; IVR A Three)	A3+ (IVR Triple B with Stable Outlook; IVR A Three Plus)	IVR A3+ (IVR Triple B with Stable Outlook; IVR A Three Plus)	
Infomerics Valuation and Rating Private Limited (“INFOMERICS”)	Long term Facilities – Term Loans	25.00			IVR BBB/Stable (IVR Triple B with Stable Outlook)	Assigned

The above ratings indicate a very strong degree of safety regarding timely servicing of financial obligations.

47. OTHER DISCLOSURES:

(i) Compliance:

- The Company erroneously missed to upload the disclosure on Related Party Transactions on the date of Publication of its Financial Result for the quarter and year ended on 31st March, 2023. The Company has made good the default after it came to its notice by filing the same to the listing centre on the immediate following date. The Company has also paid the fine of ₹ 5,900/- in response to the penalty imposed by the exchange.
- The Company has approved issuance of stock options under Finkurve ESOP Plan, 2018 vide shareholders’ resolution dated 29th September, 2018. Till date, the Options under the said ESOP Plan are granted in three different tranches i.e., on 26th February, 2021, 30th June, 2021, and 24th August, 2021. As SEBI (Share Based Employee Benefits) Regulation, 2014 was replaced by SEBI (Share Based Employee Benefits) Regulation, 2021 which required the

Company to apply for In – Principal approval for Listing and Trading before granting of any stock options. Therefore, the Company was required to have the said approval prior to granting of options under tranche number three i.e., for the options granted on 24th August, 2021. Hence, the Company had made the application for condonation of delay for non-compliance of Regulation 12(3) of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 for the options granted in tranche three along with the requisite fees to SEBI. The same has been accepted by BSE and the Company has received the In-Principal Approval for the granting of options under the Finkurve ESOP Plan 2018 on 28th May, 2024.

(ii) Whistle Blower Policy:

In line with the best Corporate Governance practices, the Company has in place a system through which the directors and employees may report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics without fear of reprisal. The employees and directors may report to the Compliance Officer and have

direct access to the Chairman of the Audit Committee. The Whistle-Blower Policy is placed on the website of the Company.

(iii) Prevention of Insider Trading Code:

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

(iv) Material Subsidiary Policy:

The Company has framed policy for determining “Material Subsidiaries” to ensure that Board of Directors has overall supervision of functioning of subsidiaries of the Company and to provide the governance framework for such subsidiaries. The policy has been uploaded on the website of the Company i.e. www.arvog.com/reports-policies/.

(v) CEO/ CFO Certification:

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

48. ACKNOWLEDGEMENT:

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

For and on behalf of the Board of Directors

Place: Mumbai
Date: 29th August, 2024

Sd/-
Ketan Kothari
Chairman
DIN:00230725

ANNEXURE II

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

- a. The ratio of remuneration of each of Director to the Median Remuneration of employees who were on the payroll of the Company during the financial year 2023-24 is given below:

Sr. No.	Name	Designation	Ratio of median remuneration
1.	Mr. Priyank Rakesh Kothari	Non- Executive Director	4.45
2.	Mr. Narendra Champalal Jain	Whole Time Director	2.30

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

Sr. No.	Name of Director, Chief Financial Officer & Company Secretary	Designation	% of Increase in remuneration in the financial year
1.	Mr. Priyank Rakesh Kothari	Non- Executive Director	(6.67%)
2.	Mr. Narendra Champalal Jain	Whole Time Director	0.45%
3.	Mr. Sunny Dilip Parekh	Company Secretary and Compliance Officer	8.86%
4.	Mr. Aakash Nemichand Jain	Chief Financial Officer	11.11%
5.	Mr. Amit Shroff (Appointed w.e.f. 13 th December, 2022)	Chief Executive Officer	NIL

- c. The percentage increase / (decrease) in the median remuneration of employees in the Financial Year was 31%
- d. The number of permanent employees on the rolls of Company as on 31st March, 2024 was 29.
- e. Average percentage increase in the salaries of employees, other than the managerial personnel, for the FY 2023-24 was 22%. The average percentage increase in the salaries of the managerial personnel for the FY 2023-24 was 11 %.
- f. Affirmation that the remuneration is as per the remuneration policy of the Company: The Company affirms remuneration is as per the remuneration policy of the Company.

- g. Details pertaining to remuneration as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) and (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and forming part of the directors' report for the year ended March 31, 2024.

During the year under review none of the employees of the Company was drawing remuneration equal to or more than One Crore and Two Lacs per annum and Eight Lacs & Fifty Thousand per month pursuant to Provisions of Section 197(12) read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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

Employee Name	Designation	Education Qualification	Age (in years)	Experience (in years)	Date of Joining	Gross Remuneration	Previous Employment and Designation	The percent age of equity shares held by the employee in the Company	Whether such employee is a relative of any director or manager of the Company
Amit Shroff	Chief Executive Officer	MBA Finance	37	14	14-11-2022	27,96,700	CO-Founder Svakarma Finance	0	No
Narendra Jain	Whole time Director	CFA, CA, B. Com	43	20	01-09-2020	27,12,150	ICICI Bank – Manager	0	No
Aakash Jain	Chief Finance Officer	CA, CS, B. Com	31	10	08-10-2019	20,00,000	Pareto Capital - VP Investment Banking	0	No
Sagar Nishar	Head – Investments & Strategy	Masters in Management, Chartered Financial Analyst (CFA), Company Secretary (CS), Financial Modelling &	28	6	01- 04-2021	24,00,000	Analyst – Investment & Advisory	0	No

		Valuation Analyst, M.Com, Bachelors in Banking & Insurance							
Sunny Parekh	Company Secretary & Compliance Officer	CS, M.com	34	11	26-07- 2013	18,36,843	Times Of Money - CS Intern	0	No
Darshit Jain	Associate Vice President	MBA+CWM	28	7	10-03-2022	11,28,343	Partnership Manager, Veefin	0	No
Sugandhi Ravi Kumar	Chartered Accountant	Chartered Accountant	35	9	22-04-2019	12,00,000	Senior Associate at Ashok D Shah and Company	0	No
Prakash Tiwari	Credit Manager	Post Graduation-MMS	31	8	06-03-2023	9,96,700	Svakarma Finance-Area Credit Manager	0	No
Sweta Kothari	Product Manager	B.com	41	10	01-06-2023	18,00,000	Not Applicable	0	Nos
Shantanu Suravase	Project Management and Communications in the Director's Office	Bachelor's in Business Administration - Human Resources	32	12	02-01-2024	17,99,931	Senior Lead PMO - Microland Limited, Pune	0	No

ANNEXURE III

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

- 1. Details of contracts or arrangements or transactions not at Arm's length basis. NIL**
- 2. Details of contracts or arrangements or transactions at Arm's length basis.**

SL. No.	Particulars	Nature of contracts/arrangements/transaction	Duration of the contracts/arrangements/transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Amount paid as advances, if any
1.	RSBL Builders LLP (A Limited Liability Partnership in which Director is a Partner)	Rent Paid	Annually	₹ 16,80,000/-	0

For and on behalf of the Board of Directors

Place: Mumbai
Date: 29th August, 2024

Sd/-
Ketan Kothari
Chairman
DIN: 00230725

ANNEXURE IV

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/OUT-GO

A. CONSERVATION OF ENERGY:

(i) The steps taken or impact on conservation of energy:

Your Company's operations being financial services related, doesn't require intense consumption of energy. However, adequate measures have been initiated across all branches of the Company to reduce energy consumption as your Company is committed to sustainable business practices by contributing to environment protection and considers energy conservation as one of the strong pillars of preserving natural resources.

To this end, we have implemented several measures aimed at reducing energy consumption. Embracing information technology has been instrumental in this endeavor, with initiatives such as scan-based disbursements and paperless logins for loan applications. By leveraging technology, we not only streamline our processes but also minimize our energy footprint.

Moreover, we are transitioning from desktops to laptops for our office/branches. This shift is significant as laptops consume notably less electricity than desktop computers, contributing to tangible energy savings. Additionally, we have retrofitted our head office and branches with energy-efficient LED lights, a move that significantly reduces electricity usage compared to conventional CFL and incandescent bulbs.

By embracing these initiatives, we not only demonstrate our dedication to environmental responsibility but also underscore our commitment to sustainable operations.

(ii) The steps taken by the Company for utilizing alternate sources of energy: Nil

(iii) The capital investment on energy conservation equipment: In view of the nature of the activities carried on by the Company, there is no capital investment on energy conservation equipment.

The Company remains at the forefront for constantly pursuing its goal of technological up-gradation in a cost-effective manner for delivering exceptional quality customer service.

B. TECHNOLOGY ABSORPTION:

(i) The efforts made towards technology absorption: Not applicable

(ii) The benefits derived like product improvement, cost reduction, product development or import

substitution: Not applicable

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): Not applicable

(a) The details of technology imported: Not applicable

(b) The year of import: Not applicable

(c) Whether the technology been fully absorbed: Not applicable

- (d) **If not fully absorbed, areas where absorption has not taken place, and the reasons thereof:** Not Applicable
- (iv) **The expenditure incurred on Research and Development:** Not applicable

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

There were no foreign exchange earnings and outgo during the Financial Year 2023-24.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 29th August, 2024

Sd/-
Ketan Kothari
Chairman
DIN: 00230725

ANNEXURE V

REPORT ON CORPORATE GOVERNANCE

[As per Regulation 34(3) read along with Schedule V(C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

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

BOARD OF DIRECTORS:

Composition:

The Company is in compliance with the provisions of Section 149 of the Companies Act, 2013 ("the Act") and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended from time to time). The Board of the Company has an optimum combination of Executive, Non-Executive and Independent Directors. The strength of the Board, includes one Woman Director. The composition of the Board of the Directors is in conformity with the Listing Regulations. No relationship exists between the Directors inter-se except that Mr. Priyank Rakesh Kothari (DIN: 07676104), Director of the Company is a part of extended family of Mr. Ketan Kothari (DIN: 00230725), Chairman of the Company. The details of the Directors and their Directorships/Memberships in Committees of other companies as on 31st March, 2024, (excluding Finkurve Financial Services Limited) are as under.

Sr. No.	Name of Director	Category	No. of Directorships in other Companies	Committee Positions in Listed & Unlisted Public Companies		Name of the listed entity where the person is a Director
				Chairman	Member	
1.	Mr. Ketan Bhawarlal Kothari	Non-Executive, Non-Independent	12 (Twelve)	0 (Nil)	0 (Nil)	-

2.	Mr. Priyank Rakesh Kothari	Non-Executive, Non-Independent	5 (Five)	0 (Nil)	0 (Nil)	-
3.	Mr. Narendra Champalal Jain	Executive, non-independent	5 (Fives)	0 (Nil)	0 (Nil)	-
4.	*Mrs. Riddhi Kamlesh Tilwani	Non-Executive, Independent	0 (Nil)	0 (Nil)	0 (Nil)	-
5.	Mr. Nishant Tolchand Ranka	Non-Executive, Independent	1 (One)	0 (Nil)	0 (Nil)	-
6.	Mr. Dharmesh Trivedi	Non-Executive, Independent	3 (Three)	0 (Nil)	0 (Nil)	
7	** Mrs. Aastha Vishal Solanki	Non-Executive, Independent	0 (Nil)	0 (Nil)	1 0 (Nil)	

** Note: Mrs. Riddhi Kamlesh Tilwani (DIN: 06910038) has ceased to be an Independent Director of the Company, w.e.f. the close of business hours of 30th June, 2024. This cessation is consequent to the completion of her Ten (10) years term i.e. Two (02) terms of Five (05) Years each as an Independent Director of the Company.*

*** The Board has approved the appointment of Mrs. Aastha Vishal Solanki (DIN: 10667741) as an Additional, Non-Executive Independent Director of the Company for term of Five (05) Years from 30th June, 2024 to 29th June, 2029. This appointment is subject to the approval of the Shareholders of the Company in the ensuing general meeting.*

Inter-se relationships between Directors:

No relationship exists between the Directors inter-se except that Mr. Priyank Rakesh Kothari (DIN: 07676104), Director of the Company is a part of extended family of Mr. Ketan Kothari (DIN: 00230725), Chairman of the Company.

Profile of Directors:

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

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

Mr. Ketan Kothari is the Non-Executive Chairman of the Company with expertise in Finance & Investments, holding an MA degree from Nottingham University. He has made significant contributions to the success of Arvog, where he has played a key role in envisioning, implementing, and managing various initiatives. He is a member of various steering committees, providing recommendations to shape gold and personal loan policies. In recognition of his outstanding contributions, Mr. Ketan Kothari was honoured as a BW40under40 recipient by Business World in 2021.

(ii) Mr. Narendra Jain (DIN: 08788557):

Mr. Narendra Jain is a CFA® charterholder, Chartered Accountant and holds a Bachelor's degree in Commerce. With a career spanning over two decades, he has gained diverse experience in the fields of Treasury, Forex, Derivatives, Products, Bullion, Equities, etc. He started his career with ICICI Bank Ltd. in 2004 and over more than 6 years, held various positions in Retail Assets & Treasury Front Office. In 2010, he joined MUFG Bank (erstwhile Bank of Tokyo) and held various positions like Swaps Trader, Inter-bank Dealer & Fx Proprietary Trader. As Vice President, he left MUFG Bank in 2016. Before joining Finkurve, he was Head - Treasury in Augmont Enterprises.

(iii) Mr. Priyank Kothari (DIN: 07676104):

Mr. Priyank Kothari 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.

(iv) Mrs. Riddhi Tilwani (DIN: 06910038):

Mrs. Riddhi Tilwani is a Non-Executive Independent Director of the Company and is a qualified Company Secretary from the Institute of Company Secretaries of India. She has an experience of over 10 years in Secretarial and Compliance field.

**Mrs. Riddhi Kamlesh Tilwani (DIN: 06910038) ceased to be an Independent Director of the Company, w.e.f. the close of business hours of 30th June, 2024, consequent to end of her Ten (10) years term i.e. Two (02) terms of Five (05) Years each as an Independent Director of the Company.*

(v) Mr. Nishant Ranka (DIN: 06609705):

Mr. Nishant Ranka is a Non-Executive Independent Director of the Company. He is a qualified Chartered Accountant from the Institute of Chartered Accountants of India. He has an experience of over 18 years in the field of Accountancy and Finance.

(vi) Mr. Dharmesh Trivedi (DIN: 03619491)

Mr. Dharmesh Lalit Kumar Trivedi is an Associate Member of Institute of Chartered Accountants of India and holds a Bachelor's degree in Commerce and hold a degree of Bachelor of Legislative Law (LLB), and he is a Registered Valuer with Insolvency and Bankruptcy Board of India for the Category of Financial assets or securities and has been doing valuation assignments for start-ups, companies raising capital, valuation under Ind AS, Business/Enterprise Valuation and Brand Valuations. He has 31 years of Industry experience in Finance, treasury, audit, MIS, systems etc in various companies.

(vii) Mrs. Aastha Vishal Solanki (DIN: 10667741)

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

Board Meetings

During the year 12 (Twelve) Board Meetings were held i.e on 26th April, 2023, 20th May, 2023, 30th June, 2023, 19th July, 2023, 11th August, 2023, 30th August, 2023, 07th October, 2023, 10th October, 2023, 09th November, 2023, 21st December, 2023, 09th February, 2024 and 22nd February, 2024.

The particulars of attendance of Directors are as under:

Sr. No.	Name of Director	No. of Board Meeting attended	Attendance at AGM held on 29 th September, 2023
1.	Mr. Ketan Bhawarlal Kothari	12 out of 12	Yes
2.	Mr. Priyank Rakesh Kothari	12 out of 12	Yes
3.	Mr. Narendra Champalal Jain	12 out of 12	Yes
4.	Mr. Nishant Tolchand Ranka	12 out of 12	Yes
5.	Mrs. Riddhi Kamlesh Tilwani	12 out of 12	Yes
6.	Mr. Dharmesh Trivedi	12 out of 12	Yes

Induction and Training of Board Members:

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

Core skills/ Expertise/ Competencies of the Board of Directors

Pursuant to Schedule V of the Listing Regulations, the Core skills/ Expertise/ Competencies required in context of the Company's business and sector are listed below along with the names of the Directors who possess it:

Core skills/ Expertise/ Competencies	Name of the Directors who possess it
Industry Knowledge	Mr. Ketan Bhawarlal Kothari Mr. Priyank Rakesh Kothari Mr. Narendra Champalal Jain Mr. Dharmesh Lalitkumar Trivedi Mrs. Riddhi Kamlesh Tilwani Mr. Nishant Tolchand Ranka Mrs. Aastha Vishal Solanki
Financial Literacy and Audit	Mr. Ketan Bhawarlal Kothari Mr. Priyank Rakesh Kothari Mr. Narendra Champalal Jain Mr. Dharmesh Lalitkumar Trivedi Mrs. Riddhi Kamlesh Tilwani Mr. Nishant Tolchand Ranka Mrs. Aastha Vishal Solanki

Banking, Investment, Financial Services	Mr. Ketan Bhawarlal Kothari Mr. Priyank Rakesh Kothari Mr. Narendra Champalal Jain Mr. Dharmesh Lalitkumar Trivedi Mrs. Riddhi Kamlesh Tilwani Mr. Nishant Tolchand Ranka Mrs. Aastha Vishal Solanki
Risk Management	Mr. Ketan Bhawarlal Kothari Mr. Priyank Rakesh Kothari Mr. Narendra Champalal Jain Mr. Dharmesh Lalitkumar Trivedi Mrs. Riddhi Kamlesh Tilwani Mr. Nishant Tolchand Ranka Mrs. Aastha Vishal Solanki
Economics & Market conditions	Mr. Ketan Bhawarlal Kothari Mr. Priyank Rakesh Kothari Mr. Narendra Champalal Jain Mr. Dharmesh Lalitkumar Trivedi Mrs. Riddhi Kamlesh Tilwani Mr. Nishant Tolchand Ranka Mrs. Aastha Vishal Solanki
Governance & Regulatory Knowledge	Mr. Ketan Bhawarlal Kothari Mr. Priyank Rakesh Kothari Mr. Narendra Champalal Jain Mr. Dharmesh Lalitkumar Trivedi Mrs. Riddhi Kamlesh Tilwani Mr. Nishant Tolchand Ranka Mrs. Aastha Vishal Solanki

Independent Directors:

Based on the declarations received from the Independent Directors, the Board has confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management.

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

Sr. No.	Name of Director	Date of Appointment
1	Mr. Dharmesh Lalitkumar Trivedi	07/06/2022
2	Mr. Nishant Tolchand Ranka	07/03/2018
3	*Mrs. Riddhi Kamlesh Tilwani	01/07/2014
4.	**Mrs. Aastha Vishal Solanki	30.06.2024

* Mrs. Riddhi Kamlesh Tilwani ceased to be an Independent Director w.e.f. 30th June, 2024

** Mrs. Aastha Vishal Solanki was appointed as Independent Director w.e.f. 30th June, 2024

Pursuant to Clause C(2)(i) of Schedule V read with Regulation 34(3) of SEBI Listing Regulations, in the opinion of the Board, all the independent directors fulfil the conditions as

specified in the SEBI Listing Regulations and are independent of the management. Certificate from Company secretary in practice certifying that none of the Directors on the Board have been debarred or disqualified from being appointed or continuing as Director of the Company by SEBI/ Ministry of Corporate Affairs or any other statutory authority is annexed to this report.

The Independent Directors have also registered their names in the Data Bank maintained by the Indian Institute of Corporate Affairs as mandated in the Companies (Appointment and Qualification of Directors), Rules, 2014, Further, apart from receiving commission and sitting fees, none of the Independent Directors have any other material pecuniary relationship or transaction with the Company, its Promoters, or Directors, or Senior Management which, in their judgment, would affect their independence.

As required under Regulation 46 of the Listing Regulations, the terms and conditions of appointment of IDs including their role, responsibility and duties are available on the website of the Company at www.arvog.com

Separate Meeting of Independent Directors:

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on 20th May, 2023 and 09th February, 2024 to review the performance of Non-Independent Directors, Chairman and the Board as whole. The Independent Directors also reviewed the quality, quantity and timeliness of the flow of information between the management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

Familiarization Programme of Independent Directors:

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

Woman Director:

In terms of the provision of Section 149 of the Companies Act, 2013 and Regulation 17 (1) of SEBI (LODR) Regulations, 2015 a company shall have at least one-woman director on the board of the Company. Your Company has one woman director i.e. Mrs. Riddhi Kamlesh Tilwani on Board w.e.f. 01st July, 2014 who was re-appointed for a second term of 5 years ending 30th June, 2024 at the Annual General Meeting of the Company convened on 30th September, 2019.

Note: Mrs. Riddhi Kamlesh Tilwani (DIN: 06910038) has ceased to be an Independent Director of the Company, w.e.f. the close of business hours of 30th June, 2024. This cessation is consequent to the completion of her Ten (10) years term i.e. Two (02) terms of Five (05) Years each as an Independent Director of the Company. And based on the recommendation of the Nomination and Remuneration

Committee, Board has considered and approved, the appointment of Mrs. Aastha Vishal Solanki (DIN: 10667741) as an Additional, Non-Executive Independent Director of the Company for term of Five (05) Years from 30th June, 2024 to 29th June, 2029, subject to the approval of Shareholders of the Company in the ensuing general meeting.

Committees of the Board:

As on 31st March, 2024 the Company has The Audit Committee, The Nomination and Remuneration Committee, The Stakeholders Relationship Committee, The Corporate Social Responsibility Committee, The Risk Management Committee, , The Internal Compliant Committee and The Asset- Liability Committee ('ALCO'). The details of these Committees are set out below.

v. Audit Committee:

Composition:

The Audit Committee comprises with following Members as on 31st March, 2024:

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

Meetings and attendance:

During the year under review, the Committee met 6 (Six) times on 20th May, 2023, 30th June, 2023, 11th August, 2023, 30th August, 2024, 09th November, 2023 and 09th February, 2024.

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

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

Terms of reference:

The terms of reference of the Audit Committee are as per the guidelines set out in the Listing Regulations of the stock exchange read with Section 177 of the Companies Act, 2013. These broadly includes

- (i) Develop an annual plan for Committee.
- (ii) Review of financial reporting processes.
- (iii) Review of risk management, internal control and governance processes
- (iv) Discussions on quarterly, half yearly and annual financial statements
- (v) Interaction with statutory and internal auditors
- (vi) Recommendation for appointment, remuneration and terms of appointment of auditors and
- (vii) Risk management framework concerning the critical operations of the Company.

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

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

vi. Nomination & Remuneration Committee:

Composition:

The Nomination and Remuneration Committee comprises with following Members as on 31st March, 2024:

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

Meetings and attendance:

During the year under review, the Committee met 2 (Two) times on 20th May, 2023, and 30th August, 2023.

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

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

Terms of reference:

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

Performance evaluation criteria of Independent Director:

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

vii. Stakeholder's Relationship Committee:

Composition:

The Stakeholder Relationship Committee comprises with following Members as on 31st March, 2024:

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

Meeting and attendance:

During the year under review, the Committee met 4 (Four) times on 30th June, 2023, 30th September, 2023, 31st December, 2023 and 30th March, 2024.

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

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

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

Terms of Reference:

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

Details of Investor Complaints

Number of Complaints received from 01/04/2023 to 31/03/2024			
Number of Pending Complaints as on 01/04/2022	Number of Shareholders' Complaints received during the Financial Year	Number of Complaints not solved to the Satisfaction of Shareholders	Number of Pending Complaints as on 31/03/2023
Nil	Nil	Nil	Nil

viii. Risk Management Committee

Composition:

The Risk Management Committee comprises with following Members as on 31st March, 2024:

Sr. No.	Name of the Member	Designation
1.	Mr. Priyank Kothari	Chairman, Non-Executive Director
2.	Mr. Nishant Ranka	Member, Independent Director
3.	Mr. Amit Shroff	Chief Executive Officer

Meeting and attendance:

During the year under review, the Committee met 4 (Four) times on 20th May, 2023, 30th August, 2023, 24th November, 2023, 15th March, 2024.

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

Sr. No.	Name of the Member	Designation	No. of meetings attended
1.	Mr. Priyank Kothari	Chairman	4 of 4
2.	Mr. Nishant Ranka	Member	4 of 4
3.	Mr. Amit Shroff	Member	4 of 4

Terms of reference

- Formulate a Risk Management Framework and/or Risk Management Policy and recommend the said framework and/or Policy and any amendments thereto to the Board for its approval;
- Ensure that appropriate methodology, processes and systems are in place to monitor, evaluate and report risks associated with the business of the Corporation;

- (iii) Review the adequacy of the existing measures to mitigate risks covering various functions of the Corporation;
- (iv) Evaluate and approve new risks and the mitigation measures that may be recommended by the Risk Manager(s) in respect of any function and review the action taken for its implementation on an ongoing basis;
- (v) Evaluate and ensure that appropriate processes and systems are in place to monitor, evaluate and report cyber security risks associated with the business of the Corporation and to review the adequacy of the existing measures to mitigate the said risk.
- (vi) The Committee shall perform such other functions as may be required under the relevant provisions of the Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015, any other applicable laws and various circulars issued by the regulatory authorities thereof, as amended from time to time.

ix. Corporate Social & Business Responsibility Committee

In line with the requirements of Section 135 of the Act, your Board has constituted a Corporate Social Committee of the Board to oversee the CSR functions of the Company. The details of meetings of the Corporate Social Committee including composition are provided in the Annual Report on Corporate Social Responsibility appended to the Annual Report.

Terms of reference

- (i) To annually review the CSR Policy and associated frameworks, processes and practices of the Company and make appropriate recommendations to the Board.
- (ii) To monitor if the Company is taking appropriate measures to ensure the successful implementation of CSR activities.
- (iii) To identify the areas of CSR activities and recommend the amount of expenditure to be incurred on such activities.
- (iv) To review the Company's initiatives and programs from time to time.
- (v) To formulate and monitor the implementation of the CSR annual action plan, in accordance with the Company's CSR policy and provisions of applicable laws from time to time.
- (vi) To recommend the CSR annual action plan and any modification(s) thereto during the financial year, for the approval of the Board from time to time.
- (vii) To review the impact assessment report(s) (if any), and place them before the Board.
- (viii) To monitor the identification and implementation of multi-year projects / programs ("Ongoing Projects")
- (ix) To monitor the administrative overheads in pursuance of CSR activities or projects or programs so that they do not exceed the prescribed thresholds.
- (x) To formulate necessary monitoring mechanism to enable the Board to satisfy itself that the funds disbursed for CSR activities or projects or programs have been utilized for the purposes and in the manner as approved by it.

Remuneration to Directors:

Criteria of making payment to Non- Executive Directors:

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

Details of sitting fees paid to the Non-Executive Directors during the Financial Year ended 31st March, 2024 are given below:

Sr. No.	Name of Director	Sitting Fees (Amount in ₹)	Annual Remuneration/ Commission (Amount in ₹)	No. of shares held
1.	Mr. Ketan Bhawarlal Kothari	-	-	5,34,51,230
2.	Mr. Priyank Rakesh Kothari	-	14,00,000	Nil
3.	Mr. Nishant Tolchand Ranka	50,000	-	Nil
4.	Mrs. Riddhi Kamlesh Tilwani	50,000	-	Nil
5.	Mr. Dharmesh Lalitkumar Trivedi	60,000	-	Nil

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

The Disclosures with respect to the remuneration of the director is given in the Annexure - II of the Directors Report.

Disclosure regarding appointment/ re-appointment of Directors:

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

GENERAL BODY MEETINGS:

Details of last three Annual General Meetings ('AGM') and Special Resolutions passed:

Financial Year	Date of AGM	Time and venue	Special Resolutions passed
2020-21	20 th September, 2021	Through Video Conferencing	1.To increase Authorised Share Capital and Alteration of Memorandum of Association 2.To disinvest the shares held by the Company in Arvog Forex Private Limited, Material Subsidiary of the Company 3.To issue Non – Convertible Debentures on Private Placement Basis
2021-22	05 th September, 2022	Through Video Conferencing	1. To appoint Mr. Dharmesh Lalitkumar Trivedi (DIN: 03619491), as NonExecutive Independent Director of the Company. 2. Re-appointment of Mr. Nishant Tolchand Ranka (DIN: 06609705) as Independent Director of the Company.

			<p>3. To issue Non – Convertible Debentures on Private Placement Basis.</p> <p>4. To approve power to borrow funds pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, not exceeding ₹ 600 Crore (Rupees Six Hundred Crore Only)</p> <p>5. To increase the overall managerial remuneration of the Directors of the Company.</p>
2022-23	29 th September, 2023	Through Video Conferencing	<p>1. To issue Non – Convertible Debentures on Private Placement Basis.</p> <p>2. To approve power to borrow funds pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, not exceeding ₹ 600 Crore (Rupees Six Hundred Crore Only)</p> <p>3. To increase the overall managerial remuneration of the Directors of the Company.</p> <p>4. To adopt a new set of Memorandum of Association ('MOA') of the Company as per Companies Act, 2013</p>

During the last 3 years, all the resolutions were approved by the Shareholders of the Company.

POSTAL BALLOT:

During the FY 2023-24, the Company has not passed any Special Resolution or any Ordinary Resolution for obtaining approval of members through Postal Ballot.

Extra-Ordinary General Meeting:

During the year under review, no Extra-Ordinary General Meeting was held.

Policy on Archival and Preservation of Documents:

Pursuant to Regulation 9 of SEBI Listing Regulations, the Company has adopted a Policy on Archival and Preservation of Documents.

MEANS OF COMMUNICATION:

The Company promptly discloses information on material corporate developments and other events as required under the Listing Regulations. Such timely disclosures indicate the good corporate governance practices of the Company. For this purpose, it provides multiple

channels of communications through dissemination of information on the online portal of the Stock Exchanges, Press Releases, the Annual Reports and by placing relevant information on its website.

i) Publication of Financial Results:

The Company publishes its annual, half-yearly and quarterly financial results in Financial Express and Pratahkal which are national and local newspapers, respectively.

ii) Website and News Releases:

In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under 'Investors' i.e. 'Disclosure under Regulation 46 of the Listing Regulations' on the Company's website gives information on various announcements made by the Company, Annual Report, Quarterly/Half-yearly/Nine-months and Annual financial results along with the applicable policies of the Company.

Quarterly Compliance Reports on Corporate Governance and other relevant information of interest to the Investors are also placed under the Investors Section on the Company's website.

iii) Stock Exchange:

The Board of Directors has approved a Policy for determining materiality of events for the purpose of making disclosure to the Stock Exchanges. The Board of Directors, CFO and the Company Secretary are empowered to decide on the materiality of information for the purpose of making disclosures to the Stock Exchanges.

The Company makes timely disclosures of necessary information to BSE Limited (BSE) where equity shares of the Company are listed, in terms of the Listing Regulations and other applicable rules and regulations issued by the SEBI. The financials results of the Company are submitted to the Stock Exchanges immediately upon approval of the Board of Directors at the meeting and the meeting of the Board of Directors thereafter continues till its scheduled time, in order to minimise the time taken for dissemination of Unpublished Price Sensitive Information. The Policy for determining materiality of events is available at <https://www.arvog.com/investors.html>

iv) BSE Corporate Compliance & the Listing Centre:

BSE Listing are web-based application designed by BSE, respectively, for corporates to make submissions. All periodical compliance filings, inter alia, shareholding pattern, corporate governance report, corporate announcements, amongst others, are filed electronically in accordance with the Listing Regulations. Further, in compliance with the provisions of the Listing Regulations, all the disclosures made to the Stock Exchanges are in a format that allows users to find relevant information easily through a searching tool.

v) Reminders to Investors:

Reminders are, inter alia, sent to shareholders for registering their PAN, KYC & Nomination detail and transfer of shares thereto.

GENERAL SHAREHOLDER INFORMATION:

1.	Corporate Identification Number	L65990MH1984PLC032403
2.	Registered Office	202/A, 02nd Floor, Trade World, D-Wing, Kamala Mills Compound, S. B. Marg, Lower Parel West, Mumbai, Maharashtra, 400013
3.	Annual General Meeting	
	Day & Date	Saturday, 28 th September, 2024
	Time	02:00 p.m.
	Venue	40th Annual General Meeting (“AGM”) would be held through Video Conferencing (‘VC’) / Other Audio-Visual Means (‘OAVM’)
4.	Financial Year	1 st April, 2023 to 31 st March, 2024
5.	Details of Stock Exchange	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001.
6.	Annual Listing Fees	The Company has duly paid the Annual Listing Fees to BSE Limited.
7.	BSE Scrip code	508954
8.	ISIN	INE734I01027
9.	Registrar and Share Transfer Agent	Link Intime India Pvt. Ltd. C101, 247 Park, LBS Marg, Vikhroli (W), Mumbai – 400083. Tel No. 022 49186270 Fax No. 022 49186060 Email: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in
10.	Share Transfer System	Transfer of securities in physical form are prohibited by SEBI with effect from April 1, 2019. All physical transmission, transposition, issue of duplicate share certificates, etc. as well as requests for dematerialisation/re-materialisation of shares are processed by Link Intime India Pvt. Ltd.
11.	Contact details	Tel No: 022 – 4244 1200 Email: finkurvefinancial@gmail.com / sunny.parekh@arvog.com
12.	Credit Rating	The details of credit rating obtained by the Company is included in Board’s Report forming part of the Annual Report of the Company.

13. Market Price Data of the Company:

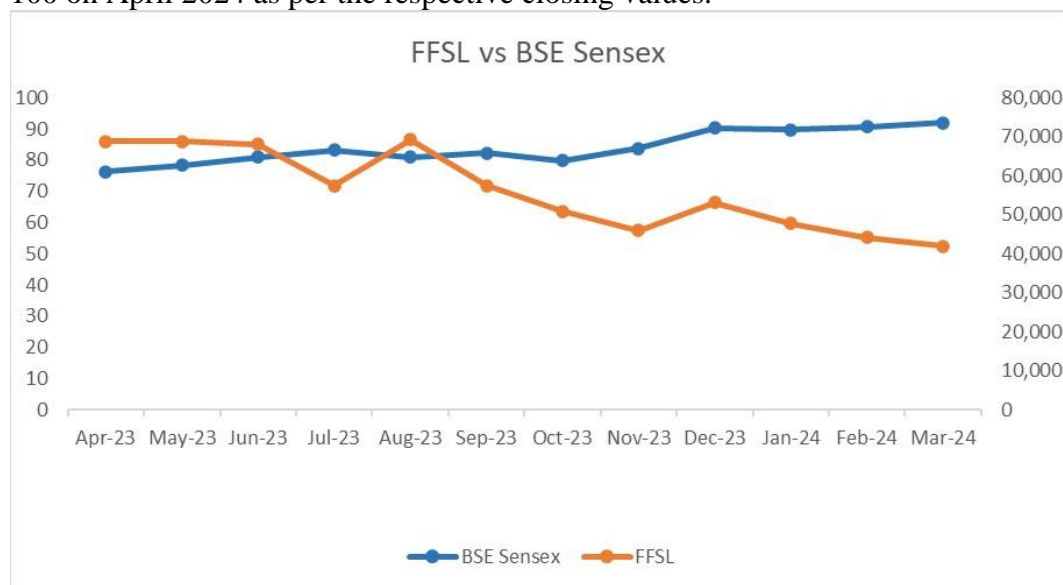
11.1 High, low during each month in last financial year:

<u>Month</u>	<u>Values as per BSE</u>			<u>Closing BSE</u>
	<u>High</u>	<u>Low</u>	<u>Closing</u>	<u>Sensex</u>
April 2023	100.00	67.00	86.03	61,112.44
May 2023	97.99	82.00	86.08	62,622.24
June 2023	103.90	81.66	85.00	64,718.56
July 2023	91.90	68.00	71.89	66,527.67
August 2023	89.98	67.20	86.63	64,831.41
September 2023	98.00	68.00	71.91	65,828.41
October 2023	76.98	63.25	63.61	63,874.93
November 2023	89.68	55.15	57.50	66,988.44
December 2023	69.95	51.00	66.41	72,240.26
January 2024	69.50	55.30	59.77	71,752.11
February 2024	64.50	54.54	55.26	72,500.30
March 2024	59.68	46.60	52.51	73,651.35

**Source of Data: www.bseindia.com*

11.2 Monthly performance as compared to BSE Sensex:

Finkurve Financial Services Limited ('FFSL') stock performance Vs BSE Sensex, indexed to 100 on April 2024 as per the respective closing values.



14. Distribution of Shareholding

12.1 Shareholding pattern across categories:

	Categories	Number of Shares	% of Shares
A	Promoter & Promoter Group	74831700	58.99
	Sub Total	74831700	58.99
B	Non-Promoter		
	Indian Bodies Corporates	1363904	1.08
	Overseas Bodies Corporate	7414040	5.84
	Individual Shareholders holding nominal share capital upto 1 lakh	4640010	3.66
	Individual Shareholders holding nominal share capital in excess of 1 lakh	35877879	28.28
	HUFs	1450257	1.14
	Non-Resident Indians	1241018	0.98
	Clearing Members		
	Trusts	20000	0.02
	Limited Liability Partnership	19390	0.02
	Sub Total	52026498	41.01
C	Grand Total (A+B)	126858198	100

12.2 Shareholding pattern across different sizes:

Range of Shareholding	Number of Members	% of Members	Number of Shares held	% of Shares held
upto 500	1887	80.71%	132693	0.10%
501-1000	131	5.60%	101522	0.08%
1001-10000	166	7.10%	539722	0.43%
10001-50000	87	3.72%	2515355	1.98%
50001-100000	29	1.24%	1927736	1.52%
100001-1000000	25	1.07%	8785272	6.93%
1000001-5000000	8	0.34%	17285810	13.63%
5000000 & Above	5	0.21%	95570088	75.34%
Total	2338	100%	126858198	100%

15. Dematerialising/ Re-materialising of Shares

During the financial year 2023-24, no shares were dematerialised or rematerialized. The bifurcation of the shares held in physical and electronic mode is as follows:

Particulars	As on 31 st March, 2024		As on 31 st March, 2023	
	No. of shares	% of shares	No. of shares	% of shares
Held in CDSL	111767954	88.11	110782249	87.33
Held in NSDL	12752244	10.05	13730949	10.82
Total shares held in electronic form (I)	124520198	98.16	124513198	98.15
Shares held in Physical form (II)	2338000	1.84	2345000	1.85
Total shares (I+II)	126858198	100	126858198	100

OUTSTANDING GLOBAL DEPOSITORY RECEIPTS (GDRS) OR AMERICAN DEPOSITORY RECEIPTS (ADRS) OR WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY:

The Company does not have any outstanding GDRs/ ADRs/ Warrants or any Convertible instruments as on date.

SUSPENSE ESCROW DEMAT ACCOUNT:

SEBI has vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 directed listed entities to issue securities in dematerialized form only while

processing various investor service requests. Pursuant to the said Circular, SEBI had issued “Guidelines with respect to Procedural Aspects of Suspense Escrow Demat Account” vide its Letter No. SEBI/ HO/MIRSD/PoD-1/OW/P/2022/64923 dated December 30, 2022, to move securities, pertaining to Letter of Confirmation cases, to newly opened Suspense Escrow Demat Account latest by January 31, 2023. The Company has complied with the said requirements.

COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

The Company had no exposure to Commodity Price risk and Foreign Exchange Risk and Hedging activities during the FY 2023-24.

EVALUATION OF THE BOARD'S PERFORMANCE:

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

DECLARATION BY INDEPENDENT DIRECTORS:

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

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS FROM PRACTISING COMPANY SECRETARY:

A certificate issued by M/s. Mayank Arora & Co., Company Secretaries, pursuant to Regulation 34(3) read with Clause 10 (i) of Paragraph C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, certifying that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India or Ministry of Corporate Affairs or any such statutory authority for the period as on 31st March, 2024 is attached at the end of the Corporate Governance Report.

DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES:

The Company has not entered into agreements with shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of

its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to impact the management or control of the Company or impose any restrictions or create any liability upon the Company.

FEES PAID TO STATUTORY AUDITORS:

The details of total fees paid to M/s P.D. Saraf & Co., Chartered Accountants (FRN:109241W), Statutory Auditors of the Company during the Financial Year 2023-24 is given below:

Particulars	Amount (₹ In Lakh)
Statutory Audit Fees (Including Limited Review)	2.00
Non- audit service (Mandatory Certificates)	0.13
Reimbursement of expenses	0.00
Total	2.13

DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF THE SCHEDULE II OF THE SEBI LISTING REGULATIONS:

Compliance with discretionary requirements:

All mandatory requirements of the SEBI Listing Regulations have been complied with by the Company. The status of compliance with the discretionary requirements, as stated under Part E of Schedule II to the SEBI Listing Regulations are as under:

→ Maintenance of Chairman's office: The Non-Executive Chairman has a separate cabin at the Company's registered office from where all the obligations and responsibilities of the Chairman towards the Company are duly discharged. The related expenses are borne by the Company.

→ Shareholder Rights: Annual financial performance of the Company is sent to all the Members whose e-mail IDs are registered with the Company / Depositories. A physical copy of Annual financial performance of the Company is couriered to the Shareholders whose email ids are not registered with the Registrar and Transfer Agent of the Company and who have specifically requested for it. The results are also available on the Company's website at www.arvog.com

→ Modified opinion in Audit Report: During the year under review, there was no modified opinion in the Auditors' Report on the Company's Financial Statements. The Company continues to adopt best practices to ensure a regime of unmodified audit opinions in its financial statements.

→ Reporting of Internal Auditor: The Internal Auditor reports to the Audit Committee of the Company, to ensure independence of the Internal Audit function.

→ Separate posts of Chairperson and the Managing Director or the Chief Executive Officer: The Company has separate posts of Chairperson and Chief Executive Officer of the Company.

OTHER DISCLOSURES:

1. Related Party Transactions:

There are no transactions of materially significant nature that have been entered into by the Company with the promoters, directors, their relatives and the management and in any Company in which they are interested, that may have potential conflict with the interest of the Company. The transactions entered into by the Company with related parties in the normal course of business. The Members may refer to the Notes to Accounts for details of Related Party Transactions. The Board of Directors of the Company on the recommendation of the Audit Committee has adopted a policy to regulate transactions between the Company and its Related Parties in compliance with the applicable provisions of the Companies Act, 2013 the Rules there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board has approved a policy for Related Party Transactions which has been uploaded on the Company's website at www.arvog.com/reports-policies/.

2. Details of non-compliance by the Company, penalties, structures:

- a. The Company had uploaded the Financial Results on BSE Listing Center within stipulated. The Company erroneously missed to upload the disclosure on Related Party Transactions on the date of Publication of its Financial Result. The Company has made good the default after it came to their notice by filing the same to the listing centre on the immediate following date. The Company has also paid the fine of ₹ 5,900/- in response to the penalty imposed by the exchange.
- b. The Company has approved issuance of stock options under Finkurve ESOP Plan, 2018 vide shareholders' resolution dated 29th September, 2018. Til date, the Options under the said ESOP Plan are granted in three different tranches i.e., on 26th February, 2021, 30th June, 2021, and 24th August, 2021. As SEBI (Share Based Employee Benefits) Regulation, 2014 was replaced by SEBI (Share Based Employee Benefits) Regulation, 2021 which required the Company to apply for In – Principal approval for Listing and Trading., the Company was required to have the said approval prior to granting of options under tranche three i.e., for the options granted on 24th August, 2021. Therefore, the Company had made the application for condonation of delay for non-compliance of Regulation 12(3) of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 for the options granted in tranche three alongwith the requisite fees to SEBI. The same has been accepted by BSE and the Company has received the In-Principal Approval for the granting of options under the Finkurve ESOP Plan 2018 on 28th May, 2024.

3. Whistle Blower Policy and Vigil Mechanism:

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI Listing Regulations, the details of the same are mentioned in the Directors' Report. No person has been denied access to the Audit

Committee. The said policy is also available on the Company's website at <https://www.arvog.com/investors.html>

4. Policies:

The policy for determining ‘material’ subsidiaries, the policy on Related Party Transactions and other policies are available on the Company’s website at www.arvog.com/reports-policies/.

5. Utilization of funds raised through Preferential Allotment:

The Company did not raise any funds by way of issue of securities during the year under review.

6. Disclosure in relation to Sexual Harassment of women at workplace:

The Company did not receive any complaint in relation to sexual harassment during the year. The Company has in place a policy for prevention of sexual harassment which is available on the Company’s website at <https://www.arvog.com/investors.html>

7. Disclosure by listed entity and its subsidiaries of ‘Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount’:

The details of Loans and advances made by the Company to firms / companies in which the Directors are interested stated in the respective schedule of the Financial Statements of the Company.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant To Regulation 34(3) And Schedule V Para C Clause (10)(I) Of The Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015

**To,
The Members of
Finkurve Financial Services Limited,
202/A, 2nd Floor, Trade World, D-Wing,
Kamala Mills Compound, S. B. Marg,
Lower Parel West
Mumbai - 400013**

In my opinion and to the best of my information, verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) and according to our examination of the relevant records and information provided by **FINKURVE FINANCIAL SERVICES LIMITED** ('the Company') and based on representation made by the Management of the Company for the period from 1st April, 2023 to 31st March, 2024 for the purpose of issuing a Certificate as per Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the LODR Regulations') read with Part C of Schedule V of the LODR Regulations, I hereby certify that **NONE** of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India or Ministry of Corporate Affairs or any such statutory authority for the period as on 31st March, 2024.

Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Mayank Arora & Co.,
Company Secretaries
(ICSI Unique Code: P2023MH094900)**

Sd/-

**Mayank Arora
(Partner)
C.P. No.: 13609
M. No.: F10378
PR No. 5923/2024
UDIN: F010378F001012973**

**Date: 21/08/2024
Place: Mumbai**

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Board of Directors
FINKURVE FINANCIAL SERVICES LIMITED
202/A, 02nd Floor, Trade World,
D-Wing, Kamala Mills Compound,
S. B. Marg, Lower Parel (West),
Mumbai - 400013

I have examined all the relevant records of **FINKURVE FINANCIAL SERVICES LIMITED** ('the Company') for the purpose of certifying compliance with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 of Chapter IV to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the financial year ended March 31, 2024.

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to procedures and implementation process adopted by the Company for ensuring compliance with the conditions of Corporate Governance. This certificate is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In my opinion and to the best of my information and according to the explanations and information furnished to me, I certify that the Company has complied with all the conditions of Corporate Governance as stipulated in the said Listing Regulations except to the following:

- a. Pursuant to regulation 29 of SEBI (LODR) Regulations, 2015 and BSE Notice No. 20230127-37 dated January 27, 2023 the Company was required to submit the prior intimation of board meeting in pdf mode and further was required to file the same in XBRL mode within 24 hours of submission of pdf, however the Company filed the prior intimation of board meeting for quarter ended March 31, 2023, June 30, 2023 and September 30, 2023 in pdf mode but failed to submit the same in XBRL mode.
- b. Pursuant to regulation 30 of SEBI (LODR) Regulations, 2015 BSE Notice No. 20230331-87 dated March 31, 2023, the Company was required to submit the notice of Annual General Meeting in XBRL mode within 24 hours of submission of pdf mode, however the Company filed the notice of annual general meeting which was held on September 29, 2023 in pdf mode, but failed to submit the same in XBRL mode.
- c. Pursuant to regulation 12(3) of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Company has approved issuance of stock options under Finkurve ESOP Plan, 2018 vide shareholders' resolution dated 29th September, 2018. Till date, the Options under the said ESOP Plan are granted in three different tranches i.e., on 26th February, 2021, 30th June, 2021, and 24th August, 2021. As SEBI (Share Based Employee Benefits) Regulation, 2014 was replaced by SEBI (Share Based Employee Benefits)

Regulation, 2021 which required the Company to apply for In – Principal approval for Listing and Trading., the Company was required to have the said approval prior to granting of options under tranche three i.e., for the options granted on 24th August, 2021. Therefore, the Company had made the application for condonation of delay for non-compliance of Regulation 12(3) of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 for the options granted in tranche three. The said application was accepted.

- d. Pursuant to regulation 23 of SEBI ((LODR) Regulations, 2015, the Company was required to upload the related party transactions on the same date as date of publication of financial results, however the Company missed to upload the disclosure on related party transactions for the half year ended on March 31, 2023 on the same date as the date of publication of financial results. The Company made good the default as soon as it came to their notice by filing the same on the immediate following date. The Company has also paid the fine of ₹ 5,900/- in response to the penalty imposed by the exchange.*

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Mayank Arora & Co.,
Company Secretaries
(ICSI Unique Code P2023MH094900)**

Sd/-

**Mayank Arora
(Partner)
C.P. No.: 13609
M. No.: F10378
PR No. 5923/2024
UDIN: F010378F001012995**

**Date: 21/08/2024
Place: Mumbai**

ANNEXURE VI

**Secretarial Audit Report
FORM NO. MR-3**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the
Companies (Appointment and Remuneration Personnel) Rules, 2014]
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

To,
THE MEMBERS,
FINKURVE FINANCIAL SERVICES LIMITED
202/ A, 02nd Floor, Trade World,
D-Wing, Kamala Mills Compound,
S. B. Marg, Lower Parel (West),
Mumbai – 400 013

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

Based on our verification of the Company’s Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the financial year ended 31st March, 2024, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. FINKURVE FINANCIAL SERVICES LIMITED** (“the Company”) for the financial year ended on 31st March, 2024, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Reserve Bank of India Act, 1934;

(v) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;

(vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(not applicable to the Company during the Audit period)**
- e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021;
- f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 **(not applicable to the Company during the Audit period)** and
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(not applicable to the Company during the Audit period)**; and
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(not applicable to the Company during the Audit period)**;

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

We have relied on the representations made by the Company, its Officers and Reports of the Statutory Auditor for the systems and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company.

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

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

- a. Secretarial Standards issued by The Institute of Company Secretaries of India; and
- b. The listing agreement entered by the company with the BSE Limited.

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

1. Pursuant to regulation 29 of SEBI (LODR) Regulations, 2015 and BSE Notice No. 20230127-37 dated January 27, 2023 the company was required to submit the prior intimation of board meeting in pdf mode and further was required to file the same in XBRL mode within 24 hours of submission of pdf, however the company filed the prior intimation of board meeting for quarter ended March 31, 2023, June 30, 2023 and September 30, 2023 in pdf mode but failed to submit the same in XBRL mode.
2. Pursuant to regulation 30 of SEBI (LODR) Regulations, 2015 BSE Notice No. 20230331-87 dated March 31, 2023, the company was required to submit the notice of Annual General Meeting in XBRL mode within 24 hours of submission of pdf mode, however the company filed the notice of annual general meeting which was held on September 29, 2023 in pdf mode, but failed to submit the same in XBRL mode.
3. Pursuant to regulation 12(3) of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Company has approved issuance of stock options under Finkurve ESOP Plan, 2018 vide shareholders' resolution dated 29th September, 2018. Till date, the Options under the said ESOP Plan are granted in three different tranches i.e., on 26th February, 2021, 30th June, 2021, and 24th August, 2021. As SEBI (Share Based Employee Benefits) Regulation, 2014 was replaced by SEBI (Share Based Employee Benefits) Regulation, 2021 which required the Company to apply for In – Principal approval for Listing and Trading., the Company was required to have the said approval prior to granting of options under tranche three i.e., for the options granted on 24th August, 2021. Therefore, the Company had made the application for condonation of delay for non-compliance of Regulation 12(3) of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 for the options granted in tranche three. The said application was accepted.
4. Pursuant to regulation 23 of SEBI ((LODR) Regulations, 2015, the company was required to upload the related party transactions on the same date as date of publication of financial results, however the company missed to upload the disclosure on related party transactions for the half year ended on March 31, 2023 on the same date as the date of publication of financial results. The company made good the default as soon as it came to their notice by filing the same on the immediate following date. The Company has also paid the fine of ₹ 5,900/- in response to the penalty imposed by the exchange.

5. Pursuant to regulation 23 of SEBI (LODR) Regulations, 2015, the company was required to make disclosure of all the related party transactions to the stock exchange, however during the period under review, the company failed to disclose few related party transactions to the stock exchange as mentioned hereunder:

Sr. No.	Name of the related party	Relationship of the counterparty with the listed entity or its subsidiary	Type of related party transaction	Value of the transaction during the period (₹ in lakhs)
1.	Arvog Services Limited	Wholly owned subsidiary company	Investment	1.00
2.	Arvog Enterprises Limited	Wholly owned subsidiary company	Investment	1.00
3.	Sherry and Diya Foundation	Entity owned or controlled by the KMP	CSR Contribution	5.00

6. Pursuant to section 135 of the Companies Act, 2013 the Company has made an expenditure towards Corporate Social Responsibility as required under the said act for the FY2022-23; however the details required to be filed with Registrar of Companies, Mumbai (ROC), in e-form CSR-2 (as an addendum to Form AOC-4), has been given erroneously. The amount which was availed as set-off in pursuance of rule 7(3) of the Companies (CSR Policy) Rules, 2014 has been erroneously stated as surplus arising out of the CSR Projects of the previous financial year in the said e-form. However, this error has no impact on the total CSR Obligation for the financial year 2022-23.

We further report that:

The Board of Directors of the Company was duly constituted with proper balance of the Executive Directors, Non-Executive Directors and Independent Directors for the period under review.

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

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

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

We further report that during the year under review, there was instance of:

1. *Issuance of Redeemable Non-Convertible Debentures, secured or unsecured in one or more tranches, upto an amount not exceeding ₹ 200 Crores (Rupees Two Hundred Crores) on a Private Placement Basis, during the period of one (01) year from the date of passing of resolution by the members of the company i.e. one year from September 29, 2023. The company has duly complied with the compliance related to passing of the said resolution; however the company has not allotted the said debentures during the period under review.*
2. *Increase in the authorised share capital of the company from ₹ 13,00,00,000/- (Rupees Thirteen Crores only) divided into 13,00,00,000 (Thirteen crores) equity shares of ₹ 1 /- (Rupee one) each to ₹ 14,00,00,000/- (Rupees Fourteen crores only) divided into 14,00,00,000/- (Fourteen crores) equity shares of ₹ 1/- (Rupee One) each ranking pari passu in all respect with the existing shares of the company. The company has duly complied with the compliances related to e-filing with the Registrar of Company, Mumbai as required under the Companies Act, 2013.*

Except aforesaid, there were no other instance which require further reporting during the period under review.

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

For Mayank Arora & Co.
Company Secretaries
(ICSI Unique Code P2023MH094900)

Sd/-
Mayank Arora
Partner
C.P. No. 13609
M. No.: F10378
PR No: 5923/2024
UDIN: F010378F001013701

Date: 21.08.2024
Place: Mumbai

Annexure I

Other Laws applicable to the Company

(A) Commercial Laws

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

(B) Others

- a) Bombay/Indian Stamp Act
- b) Registration Act
- c) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act,
- d) Master Direction- Non Banking Financial Company- Non Systematically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016
- e) Master Direction (Non-Banking Company - Scale Based Regulation) Directions, 2023
- f) Employees' Provident Fund Act, 1952 and Miscellaneous Provisions act 1952
- g) Professional Tax Act, 1975

Annexure II

To,
THE MEMBERS,
FINKURVE FIANCIAL SERVICES LIMITED
202/ A, 2nd Floor, Trade World,
D-Wing, Kamala Mills Compound,
S. B. Marg, Lower Parel West
Mumbai - 400013

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

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

For Mayank Arora & Co.
Company Secretaries
(ICSI Unique Code P2023MH094900)

Sd/-
Mayank Arora
Partner
C.P. No. 13609
M. No.: F10378
PR No: 5923/2024
UDIN: F010378F001013701

Date: 21.08.2024
Place: Mumbai

ANNEXURE VII

The Annual Report on CSR Activities for Financial Year ended 31st March, 2024

1. Brief outline on CSR Policy of the Company.

“CIVILIZATION” in true sense means coming and working together for each other with the idea of benefiting the other. However, to keep pace with the changing environment the “civilization” seems to lose its true meaning. One should realize that the synergy is gained by coming together and not by staying isolated. The organizations must understand the need of the hour that the Government cannot alone uplift the society as a whole and thus every organization must extend their hands for this noble cause.

The organization functions in the society, it is a part of it and it receives resources, man power, revenue, etc. from the society and it inherently becomes the responsibility of the organization to return to the society by giving what the society wants so that it can become a better place for the entire human race.

CSR is strongly connected with the principles of Sustainability; an organization should make decisions based not only on financial factors, but also on the social and environmental consequences. Therefore, it is the core corporate responsibility of Finkurve Financial Services Limited to practice its corporate values through its commitment to grow in a socially and environmentally responsible way, while meeting the interests of its stakeholders.

2. Composition of CSR Committee:

Sr No.	Name of Director	Designation	Number of meetings of CSR Committee attended during the year
1.	Mr. Ketan Kothari	Chairman, Non-Executive Director	2 of 2
2.	Mr. Nishant Ranka	Member, Independent Director	2 of 2
3.	Mrs. Riddhi Tilwani	Member, Independent Director	2 of 2

Note: Mrs. Riddhi Kamlesh Tilwani (DIN: 06910038) has ceased to be an Independent Director of the Company, w.e.f. the close of business hours of 30th June, 2024. This cessation is consequent to the completion of her Ten (10) years term i.e. Two (02) terms of Five (05) Years each as an Independent Director of the Company.

The Board has approved the appointment of Mrs. Aastha Vishal Solanki (DIN: 10667741) as an Additional, Non-Executive Independent Director of the Company for term of Five (05)

Years from 30th June, 2024 to 29th June, 2029. This appointment is subject to the approval of the Shareholders of the Company in the ensuing general meeting.

During the year under review, the CSR committee met twice on 18th April, 2023 and 30th August, 2023.

3. Composition of CSR committee, CSR Policy and CSR projects are disclosed on the website of the Company: www.arvog.com
4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014: Not Applicable
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year: ₹ 0.26 Lacs
6. Average net profit of the Company as per section 135(5): ₹ 1782.31 Lacs
7.
 - a. Two percent of average net profit of the Company as per section 135(5): ₹ 35.65 Lacs
 - b. Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil
 - c. Amount required to be set off for the financial year: ₹0.26 Lacs
 - d. Total CSR obligation for the financial year (7a+7b-7c): ₹35.39 Lacs
8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
₹ 35.98 Lacs	Not Applicable		--	--	--

(b) Details of CSR amount spent against ongoing projects for the financial year: Nil

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in ₹)	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.
				State.	District.			Name.
1.	Health Care	Healthcare	Yes	Mumbai		4,00,000/-	No	Bharat Vikas Parishad (Reg No. CSR00000558)
2.	Health Care, Education & Women Empowerment	Healthcare	Yes	Mumbai		5,98,800/-	No	K C MAHINDRA EDUCATION TRUST (Reg No. CSR00000511)
3.	Animal Protection Organisation	Animal Welfare	Yes	Mumbai		5,00,000/-	No	Sherry & Diya Foundation (Reg No. CSR00048327)
4.	Animal Protection Organisation	Animal Welfare	Yes	Mumbai		21,00,000/-	No	Shri Giri Govardhan Trust (Reg No. CSR00030023)
	Total					35,98,800/-		

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment, if applicable: Nil

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹35.98 Lacs

(g) Excess amount for set off, if any: ₹ 0.60 Lacs

1. (a) Details of Unspent CSR amount for the preceding three financial years: Nil

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Nil

2. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): Not Applicable

3. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5):

The Chairman further informed the Committee that the Company was required to spend an amount of ₹ 35,65,000/- during the year towards CSR activities considering the set off of availed for the excess amount spent in the preceeding financial year, and has successfully spent ₹ 35,98,800/- towards healthcare and animal welfare services. In accordance with the provisions of Section 135(5) of the Companies Act, 2013, the Company shall be entitled to claim set-off of the amount spent in excess i.e. ₹ 59,800/-, of what is required under Section 135(5) for succeeding three Financial Years.

Sd/-
Mr. Ketan Kothari
Chairman CSR Committee
Date: 29th August, 2024

ANNEXURE VIII

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management of the Company is pleased to present this Management Discussion and Analysis Report in compliance with Regulation 34(2)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time).

INDIAN ECONOMIC OVERVIEW

India maintains its position as the world's fifth-largest economy, showing steady growth despite inflation, geopolitical turmoil, and a volatile global economy. In FY 2022-23, India's GDP grew by 7.2% due to strong domestic demand from investment and private consumption. The GDP is expected to grow by 7.6% in FY 2023-24. CPI inflation eased to 4.9% in March 2024, although food price uncertainties remain.

Key economic indicators like the Index of Industrial Production (IIP), GST collections, manufacturing PMI, per capita income, and rising private capital expenditure reflect strong momentum. India's economic outlook remains positive, driven by increased capital expenditure, positive business and consumer sentiments, proactive government policies, and improving rural consumption.

With a projected population of 1.5 billion by 2030 and a median age of 27.3 years, India benefits from a favourable demographic dividend, expected to boost per capita income and consumer spending. The IMF projects the Indian economy to grow by 6.8% in FY 2024-25 and 6.5% in FY 2025-26. Positioned to navigate uncertainties, India aims to become the world's third-largest economy by 2030, promising a robust economic trajectory.

INDUSTRY STRUCTURE AND DEVELOPMENT:

The global economy is exhibiting resilience and fortitude. There are, however, multiple challenges emanating from still elevated inflation, tight monetary and financial conditions, escalating geopolitical tensions, rising geoeconomic fragmentation, disruptions in key global shipping routes, high public debt burdens and financial stability risks. Global financial markets are on edge, with recurrent bouts of volatility as every incoming data increases uncertainty around monetary policy trajectories of major central banks.

Amidst global challenges, Indian economy exhibited robust growth in 2023-24, underpinned by strong investment activity, amidst subdued external demand. Manufacturing and services sectors were the key drivers on the supply side while agricultural activity slowed down due to uneven and deficient monsoon rainfall. The growth outlook remains buoyant, given the governments sustained focus on capital expenditure while maintaining fiscal consolidation. Strong corporate balance sheets, rising capacity utilisation, double digit credit growth, healthy financial sector, and the ongoing disinflation are likely to be other growth levers. Indian economy boasted an impressive growth rate of 7.8% in the 2023-24 fiscal year (FY) and exceeded the average G20 rate of 3.4%.

The Indian governments high capital spending has brought the fiscal deficit to 5.8% in FY 2023-24 and the combined debt-GDP to above pre-pandemic levels.

The RBI paid a higher-than-expected dividend payout of Rs 2.1 trillion to the government, vs the expected Rs 0.9 trillion. This is likely to lead to lower market borrowings in the second half of the year and consequently lower bond yields.

Capital and asset quality of banks and NBFCs remain healthy, supporting the growth in bank credit and domestic activity. Pre-emptive regulatory measures aimed at curbing excessive consumer lending and bank lending to NBFCs, and investments in alternate investment funds (AIFs) are expected to contain the build-up of potential stress in balance sheets of financial intermediaries and contribute to financial stability.

While domestic banks and NBFCs have exhibited the interest rate risk, banks may have to address both trading and banking book risks. Accordingly, the RBI is striving to make its regulations more principle-based, activity-oriented and proportionate to the scale of systemic risk, rather than entity-oriented.

OPPORTUNITIES AND THREATS:

The RBI has been continually strengthening the supervisory framework for NBFCs in order to ensure sound and healthy functioning and avoid excessive risk taking. It has issued several new guidelines in the recent past.

The uncertainties and volatility in the financial market are a continuing threat to the organizational performance. However, the twin features of fore-sightedness and focused analysis of the market have challenged the threat of adverse performance.

SEGMENT-WISE OR PRODUCT WISE PERFORMANCE:

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

OUTLOOK AND FUTURE PROSPECTS:

Projection of Indian Economy Growth: The ratings agencies have projected that the Indian economy will grow by 6.6% in FY 2025. This robust economic growth is expected to drive strong credit demand and support the profitability of non-banking finance companies (NBFCs) in India. It is anticipated that these favourable economic conditions will help NBFCs maintain their asset quality, even as rising interest rates increase the debt burdens of their customers.

Impact on Funding Costs and Credit Demand: Despite rising funding costs for NBFCs, the country's robust economic growth is fuelling strong credit demand, which will support the sector's profitability. Additionally, the favourable economic conditions will enable NBFCs to preserve their asset quality, despite the increased debt burdens faced by their customers due to rising interest rates.

Loan Growth and Lending Activities: Loans at NBFCs are expected to grow by around 15% over the next 12-18 months, driven by various lending activities, such as infrastructure financing by large government-owned NBFCs and loans to small and medium-sized enterprises.

Regulatory Impact on Unsecured Retail Loans: However, Moody's has noted that the growth in unsecured retail loans will slow following the Reserve Bank of India's (RBI) decision to raise the risk weight of such credit assets for both banks and NBFCs by 25 percentage points in December 2023. Despite these challenges, Moody's stated that NBFCs will continue to play a crucial role in meeting the credit needs of individuals and businesses in India's vast economy.

CRISIL Rating for Finkurve Financial Services Ltd (FFSL): Notably, CRISIL Ratings has assigned its 'CRISIL BBB/Stable' rating to the long-term bank facility of Finkurve Financial Services Ltd (FFSL). This rating factors in the Company's adequate capital position, supported by a comfortable earnings profile, a strong promoter profile, and experienced management personnel.

RISKS & CONCERNS:

The NBFC sector faced a notable compliance challenge in 2022, with the RBI issuing more than 27 specific regulatory updates. Even a single-state NBFC needs to adhere to around 621 compliances, including over 35 registrations and approvals. These encompass various aspects like record-keeping, returns, and filings under laws such as the Prevention of Money Laundering Act and RBI Guidelines on Fair Practices Code. Depending on size, NBFCs must manage numerous acts and rules, adding complexity, especially given the fluid regulatory environment. Major compliance challenges include the new PCA framework, revised regulations, poor license tracking, intricate requirements, lack of awareness, and manual, paper-based processes.

Facing challenges in upholding compliance standards, an overwhelming 94 percent of compliance officers within NBFCs express a lack of confidence in possessing the essential visibility and control over their organization's compliance program.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The extant Internal Control Systems within the organization are sufficiently robust to ensure the diligent monitoring and effective regulation of all activities, mitigating any potential instances of asset misuse or misappropriation. Furthermore, these systems diligently authorize, accurately record, and impeccably report transactions.

It is noteworthy that these internal control mechanisms undergo continuous vigilance by the Audit Committee of the Company, underscoring the commitment to maintaining the highest standards of operational integrity. This ongoing scrutiny also fosters a culture of perpetual enhancement, as these internal control systems are consistently refined to uphold their efficacy.

HUMAN RESOURCES:

The Company considers its employees as highly valuable assets. It consistently reviews and refines policies to attract and retain technical and managerial staff, fostering a favourable work environment.

CAUTIONARY STATEMENT:

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

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

The Financial as well as Operational performance of the Company has increased considerably during FY 2023-24 as compared to the FY 2022-23 due to availability of working capital.

For and on behalf of the Board of Directors

Sd/-

Place: Mumbai
Date: 29th August, 2024

Ketan Kothari
Chairman
DIN: 00230725

MD/ CFO CERTIFICATION

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

We, Narendra Jain, Executive Director and Aakash Jain, Chief Financial Officer of Finkurve Financial Services Limited (“the Company”), to the best of our knowledge and belief, hereby certify that:

- a. We have reviewed Financial Statements and the Cash Flow Statement for the year ended 31st March, 2024 and based on our knowledge and belief, state that:
 - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with the existing Accounting Standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2024, which are fraudulent, illegal or in violation of the Company's Code of Conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and for evaluating the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies
- d. We have indicated to the Auditors and the Audit Committee:
 - i) That there were no significant changes in internal control over financial reporting during the year;
 - ii) that there were no significant changes in accounting policies during the year which need to be disclosed in the notes to the financial statements; and
 - iii) that there have been no material instances of significant fraud during the year and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

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

**Sd/-
Narendra Jain
Executive Director**

**Sd/-
Aakash Jain
Chief Financial Officer**

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

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

I, **Narendra Jain**, Executive Director of the Company, do hereby declare that all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct adopted by the Board of Directors and Senior Management of the Company. The same has been made available on the website of the Company i.e., www.arvog.com.

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

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

**Sd/-
Narendra Jain
Executive Director
DIN: 08788557**

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

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

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

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

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

**Sd/-
Narendra Jain
Executive Director
DIN: 08788557**

DISCLOSURES WITH RESPECT TO EMPLOYEE STOCK OPTION SCHEMES OF THE COMPANY PURSUANT TO REGULATION 14 OF THE SEBI (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021 AS ON MARCH 31, 2024

There has been no material change in the Employee Stock Option Scheme ('ESOP Scheme') of the Company and same is in compliance with the Companies Act, 2013 read with Rules thereunder and the SEBI (Share Based Employees Benefits and Sweat Equity) Regulations, 2021 and other SEBI Regulations, if any.

Disclosures required under Regulation 14 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, are as under:

A. Relevant disclosures in terms of accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time.

For details, shareholders may refer to the Audited Financial Statements which forms part of the Annual Report for Financial Year 2023-24.

B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time.

For details, shareholders may refer to the Audited Financial Statements which forms part of the Annual Report for Financial Year 2023-24.

C. Details related to ESOS

1. Finkurve ESOP Scheme 2018

j. Description including the general terms and conditions of ESOP Scheme 2018 is as follows:

Sl. No.	Particulars	FFSL ESOP Scheme 2018
a)	Date of shareholders' approval	29 th September, 2018
b)	Total number of options approved under ESOP	50,00,000
c)	Vesting requirements	Vesting will commence after Twelve (12) months from the date of Grant of such Option but not later than Seventy-Two (72) months from the date of Grant of such options.
d)	Exercise price or pricing formula	The Exercise Price per option shall not be less than face value of equity share and shall not exceed

		Market Price of the equity share of the Company as on Date of Grant of options which may be decided by the Nomination and Remuneration Committee.
e)	Maximum term of options granted	5 (Five) Years
f)	Source of shares (Primary, secondary or combination)	Primary
g)	Variation in terms of options	No variations have been made in terms of options during FY24

ii. Method used to account for ESOP (Intrinsic or fair value): Fair Value

iii. Where the Company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the Company shall also be disclosed.: The Company has used the Black-Scholes Option Pricing Model to calculate the compensation cost.

iv. Option movement during the year (For each ESOS):

Sr No.	Particulars	Finkurve ESOP - 2018
1.	Number of options outstanding at the beginning of the period	298550
2.	Number of options granted during the year	0
3.	Number of options forfeited / lapsed during the year	0
4.	Number of options vested during the year	0
5.	Number of options exercised during the year	0
6.	Number of shares arising as a result of exercise of options	0
7.	Money realized by exercise of options (INR), if scheme is implemented directly by the Company	NIL
8.	Loan repaid by the Trust during the year from exercise price received	Not Applicable
9.	Number of options outstanding at the end of the year	298550
10.	Number of options exercisable at the end of the year	194058

v. Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.

- Weighted-average exercise price: 27
- Weighted-average fair value of options granted during the year: Not Applicable

vi. Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to -

a. Senior managerial personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Sl. No.	Name of the Senior Managerial Personnel	Designation	Number of Options granted during the year	Exercise Price of Options granted
1	Amit Shroff	Chief Executive Officer	0	Not Applicable
2	Aakash Jain	Chief Financial Officer	0	Not Applicable
3	Sunny Parekh	Company Secretary & Compliance Officer	0	Not Applicable
4	Sagar Nishar	Head- Investments & Strategy	0	Not Applicable

b. Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year: Nil

c. Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant: Nil

vii. A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

- a. The weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model; Details are covered under Point No. 34 (iii) under “Employee share-based payment plans” of the Notes to Accounts for the Financial Year 2023-24.
- b. the method used and the assumptions made to incorporate the effects of expected early exercise; Not Applicable
- c. how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; The expected volatility has been calculated entirely based on Company’s historic share price.

(d) whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition.: The expected life of share option is based on historical data.

INDEPENDENT AUDITOR'S REPORT

To The Members of
Finkurve Financial Services Limited

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of **Finkurve Financial Services Limited** ("the Company"), which comprises of Balance Sheet as at 31 March 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, its profits (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significant in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Sr No	Key Audit Matter	How was the matter addressed in our audit
1	<p>Accuracy in identification and categorisation of loans and advances receivable from financing activities as performing and non-performing assets and in ensuring appropriate asset classification, existence of security, income recognition, provisioning/ write off thereof and completeness of disclosure including compliance in accordance with the applicable extant guidelines issued by Reserve Bank of India (RBI).</p>	<p>We have assessed the systems and processes laid down by the company to appropriately identify and classify the loans and advances receivables from financing activities including those in place to ensure correct classification, income recognition and provisioning/write off including of Non-performing assets as per applicable RBI guidelines.</p> <p>The audit approach included testing the existence and effectiveness of the control environment laid down by the management and conducting of substantive verification on selected sample transactions in accordance with the principles laid down in the Standards on Auditing and other guidance issued by Institute of Chartered Accountants of India.</p> <p>Agreements entered into regarding significant transactions including related to loans have been examined to ensure compliance.</p> <p>Compliance with material disclosure requirements prescribed by RBI guidelines and other statutory requirements has been verified.</p>
2	<p>Impairment of financial assets (expected credit loss) (as described in note 1 (h) of the Ind AS financial statements)</p> <p>Ind AS 109 requires the Company to recognise impairment loss allowance towards its financial assets (designated at amortised cost and fair value through other comprehensive income) using the expected credit loss (ECL) approach. Such ECL allowance is required to be measured considering the guiding principles of Ind AS 109 including:</p> <ul style="list-style-type: none"> •Unbiased, probability weighted outcome under various scenarios; •Time value of money; 	<ul style="list-style-type: none"> •We read and assessed the Company's accounting policies for impairment of financial assets and their compliance with Ind AS 109. •We tested the criteria for staging of loans based on their past-due status to check compliance with requirement of Ind AS 109. Tested a sample of performing (stage 1) loans to assess whether any loss indicators were present requiring them to be classified under stage 2 or 3 and vice versa. •We evaluated the reasonableness of the Management estimates by understanding the process of ECL estimation and tested the controls around data extraction and validation.

<ul style="list-style-type: none"> •Availability of reasonable and supportable information without undue costs. •Applying these principles involves significant estimation in various aspects, such as: •Grouping of borrowers based on homogeneity by using appropriate statistical techniques; •Staging of loans and estimation of behavioural life; •Determining macro-economic factors impacting credit quality of receivables; •Estimation of losses for loan products with no/minimal historical defaults. <p>Considering the significance of such allowance to the overall financial statements and the degree of estimation involved in computation of expected credit losses, this area is considered as a key audit matter</p>	<ul style="list-style-type: none"> •Tested the ECL model, including assumptions and underlying Computation •Assessed the floor/minimum rates of provisioning applied by the Company for loan products with inadequate historical defaults. •Audited disclosures included in the Ind AS financial statements in respect of expected credit losses.
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Information Other than the Financial Statements and Auditor's report thereon

The Company's Board of Directors is responsible for the preparation of other information. The Other information comprises the information included in the Company's annual report but does not include the financial statement and our auditor's report thereon which we obtained prior to the date of this auditor's report, and Annual Report, which is expected to be made available to us after that date.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We are also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. [A] As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and records.
- (c) The Balance sheet, the Statement of Profit & Loss (including other comprehensive income), Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
- (e) On the basis of the written representation received from the directors as on 31 March, 2024 taken on records by the Board of Directors, none of the directors is disqualified as on 31 March, 2024 from being appointed as a Director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure “B”.
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of Sec 197(16) of the Act:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/ provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act;

[B] With respect to the matters to be included in the Auditor’s report in accordance with the rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us, we report that:

- i. There were no pending litigations which would impact the financial position of the Company (refer note no 30 of the financial statements).
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There is no amount required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of it’s knowledge and belief, as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities

- (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The Management has represented, that, to the best of it’s knowledge and belief, as disclosed in the notes to accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under [B] (iv) (a) and (b) above, contain any material misstatement.
- v. The Board of Directors of the Company have not proposed dividend for the current year and in the previous year.
- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended 31 March, 2024 which has a feature of recording audit trail (edit log) facility. However, the feature of recording audit trail (edit log) facility was not enabled in the software used for maintaining the books of accounts.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended 31 March, 2024.

For P. D. Saraf & Co.
Chartered Accountants
(Firm Registration No. 109241W)

Sd/-
(Madhusudan Saraf)
Partner
M. No. 41747
UDIN: 24041747BKGSPH3944
Place: Mumbai
Date: 15th May, 2024

Annexure A to Independent Auditor's Report

Referred to as Annexure 'A' in paragraph (1) of Other Legal and Regulatory Requirements of the Independent Auditors' Report of even date to the members of **Finkurve Financial Services Limited** on the financial statement for the year ended on 31 March, 2024, we report that:

- (i) (a) (A) The company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment ("PPE") and relevant details of right-of-use assets.
- (B) The Company is maintaining proper records showing full particulars of intangible assets.
- (b) The PPE have been physically verified by the management during the year under a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No discrepancies were noticed on such verification.
- (c) The company does not have immovable property hence; verification of title deed of any such immovable properties is not applicable.
- (d) In our opinion and according to the information and explanations given to us, the Company has not revalued its PPE (including Right of Use assets) and intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated during the year or are pending against the Company as at 31 March 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988 as amended in 2016) and rules made thereunder.
- (ii) (a) The Company is in the business of providing loans and does not have any physical inventory hence; the provisions of the clause 3(ii)(a) of the Order is not applicable to it.
- (b) According to the information and explanations given to us, during the year, the Company has availed sanctioned working capital limit in excess of ₹ 5 Crores by the banks. The limits are sanctioned on the security of pledge of gold ornaments, Jewellery etc which are pledge with the company by the gold loan borrowers. As informed to us by the management, due to the nature of facilities sanctioned by the banks {being "Gold Power (Repledge)", "OD against pledge of gold ornaments", "CUB Sona-Other"}}, Company is not required to submit monthly or quarterly stock or book debts or other statements to the banks and hence, the provisions of the clause 3(ii)(b) of the Order is not applicable to it.

- (iii) (a) The Company's principal business activity is to give loan hence, clause 3(iii)(a) of the Order is not applicable to it.
- (b) The Company, being a Non-Systematically Important, Non-Deposit Taking Non-Banking Financial Company ('NBFC') is registered under the provisions of Reserve Bank of India Act, 1934. In our opinion and according to the information and explanations given to us, the Company have not provided any guarantee or given any security during the year. Further, investments made and the terms and conditions of the grant of all loans and advances in the nature of loans during the year are, prima facie, not prejudicial to the Company's interest.
- (c) The Company, being a NBFC, registered under provisions of RBI Act, 1934 and rules made thereunder, in pursuance of its compliance with provisions of the said Act/Rules, particularly, the Income Recognition, Asset Classification and Provisioning Norms, monitors repayments of principal and payment of interest by its customers as stipulated. In our opinion and according to the information and explanations given to us, in respect of loans and advances in the nature of loans, the schedule of repayment of principal, except in the cases of loans repayable on demand, and payment of interest has been stipulated and in cases where repayment of principal and payment of interest is not received as stipulated, the cognizance thereof is taken by the Company in the course of its periodic regulatory reporting. According to the information and explanation made available to us, reasonable steps are taken by the Company for recovery thereof.
- (d) The Company, being a NBFC, registered under provisions of RBI Act, 1934 and rules made thereunder, in pursuance of its compliance with provisions of the said Act/Rules, particularly, the Income Recognition, Asset Classification and Provisioning Norms, monitors and report total amount overdue including principal and/or payment of interest by its customers for more than 90 days. In cases where repayment of principal and payment of interest is not received as stipulated, the cognizance thereof is taken by the Company in course of its periodic regulatory reporting. The gross amount of amounts overdue over 90 days as at 31 March 2024 is ₹ 512.81 Lakhs and after providing for provisions in accordance with the provisions and rules as stated, net amount of such overdue loans is ₹ 386.44 lakhs. According to the information and explanation made available to us, reasonable steps are taken by the Company for recovery thereof.
- (e) Since the Company's principal business is to give loans, the provision of clause 3(iii)(e) of the Order is not applicable to it.
- (f) The Company being a NBFC, during the course of its business activity of granting of loans, has granted loans or advances in the nature of loans that are either repayable on demand or without specifying any terms or period of repayment. The aggregate amounts of total loan or advances in the nature of loans, loan or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment to promoters, related parties and other parties are as under:

Sr. No.	Particulars	Amount (INR in Lakhs)	% of Total Loans
A.	Total Loans or advances in the nature of loans (gross amount) (refer note no 3 of financial statement)	25,945.86	-
B.	Total Loans or advances in the nature of loans which are either repayable on demand or without specifying any terms or period of repayment (gross amount)	759.80	2.93%
C.	Loans to Promoters out of B above	Nil	-
D.	Loans to Related Parties out of B above	545.76	2.10%
E.	Loans to Other Parties out of B above	214.05	0.82%

- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made. In our opinion and according to the information and explanations given to us, the company have not provided any guarantee or given security during the year.
- (v) In our opinion and according to the information given to us, the company has not accepted deposits and hence, compliance with the directives issued by Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under with regard to the deposits accepted is not applicable.
- (vi) According to the information and explanation given to us, the central government has not prescribed maintenance of cost records under sub section (1) of section 148 of the Act for the business activities carried out by the Company. Accordingly, paragraph 3(vi) of the Order is not applicable to the Company.
- (vii) (a) In our opinion, the company is regular in depositing applicable undisputed statutory dues relating to amounts deducted/accrued in the books of account in respect of statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, Service Tax, Cess and any other material statutory dues, as applicable to it with the appropriate authorities during the year.

According to information and explanation given to us, no any undisputed amounts of such taxes were in arrears as at 31 March, 2024 for a period of more than six months from the date they became payable. The provisions relating to duty of custom, duty of excise, value added tax and sales tax are not applicable to the Company.

- (b) According to the information and explanation given to us, there are no dues of Goods and Services Tax, provident fund, employees' state insurance, income tax, service tax, cess which have not been deposited with appropriate authority on account of any dispute. The provisions relating to duty of custom, duty of excise, value added tax and sales tax are not applicable to the Company.

- (viii) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, we confirm that we have not come across any transactions not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix)
 - (a) In our opinion, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
 - (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority or any other lender.
 - (c) In our opinion, term loans availed by the Company during the year, were applied by the Company for the purposes for which the loans were obtained.
 - (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
 - (e) The Company does not have any subsidiary, joint ventures or associates and hence, reporting under clause (3)(ix)(e) of the Order regarding loan taken by Company to meet the obligations of subsidiary, joint venture and associates is not applicable.
 - (f) The Company does not have any subsidiary, joint ventures or associates and hence, reporting under clause (3)(ix)(f) of the Order regarding raising of loan on the pledge of securities held in its subsidiaries, joint ventures or associate companies is not applicable.
- (x)
 - (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause (3)(x)(a) of the Order is not applicable.
 - (b) The Company has not made preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) during the year under review and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi)
 - (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company noticed or reported during the year, nor have we been informed of any such case by the Management.

- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year by the Statutory Auditors and upto the date of this report.
- (c) According to the information and explanations given to us, there were no whistle blower complaints received during the year by the Company.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company; hence clause 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with the sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business. The Company needs to further enhance the coverage / scope of the internal audit in certain areas.
- (b) We have taken into consideration, the reports of the Internal Auditors received by the Company during the year and provided to us while determining the nature, timing and extent of audit procedures.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with its directors or the persons connected with them hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) The Company is required to be registered as NBFC under section 45-IA of the Reserve Bank of India Act 1934 and it has obtained certificate of registration dated 9th March, 1998.
- (b) The Company has conducted the Non-Banking Financial activities with a valid Certificate of Registration (CoR) from the Reserve Bank of India (RBI) as per the Reserve Bank of India Act, 1934. The Company has not conducted any Housing Finance activities and is not required to obtain CoR for such activities from the RBI.
- (c) The Company is not a Core Investment Company (CIC) and hence reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) As per information provided to us in course of our audit, the Group (as defined under Master Direction DNBR.PD.008/03.10.119/2016-17 - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016) to which the Company

belongs does not have CIC 's as defined in the Core Investment Companies (Reserve Bank) Directions, 2016.

- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

For P. D. Saraf & Co.
Chartered Accountants
(Firm Registration No. 109241W)

Sd/-

(Madhusudan Saraf)
Partner
M. No. 41747
UDIN: 24041747BKGSPH3944
Place: Mumbai
Date: 15th May, 2024

Annexure B to Independent Auditor's Report

Referred to as Annexure 'B' in paragraph 2[A](f) of Other Legal and Regulatory Requirements of the Independent Auditors' Report of even date to the members of **Finkurve Financial Services Limited** on the financial statement for the year ended on 31 March, 2024.

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. We have audited the internal financial controls over with reference to financial statements of **Finkurve Financial Services Limited** ("the Company") as on 31 March, 2024 in conjunction with our audit of the financial statements of the Company for the year ended and as on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

8. In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For P. D. Saraf & Co.
Chartered Accountants
(Firm Registration No. 109241W)

Sd/-
(Madhusudan Saraf)
Partner
M. No. 41747
UDIN: 24041747BKGSPH3944
Place: Mumbai
Date: 15th May, 2024

FINKURVE FINANCIAL SERVICES LIMITED
Balance Sheet as at 31 March 2024
(All amounts in INR in Lakhs, unless otherwise stated)

Particulars	Note No.	As at 31 March 2024	As at 31 March 2023
I. ASSETS			
(1) Financial assets			
(a) Cash and cash equivalents	2	865.73	446.33
(b) Loans	3	25,751.54	22,061.85
(c) Investments	4	346.80	410.39
(d) Other financial assets	5	537.69	276.28
Total financial assets		27,501.76	23,194.84
(2) Non-financial assets			
(a) Current tax assets (net)	6	40.60	78.23
(b) Deferred tax assets (net)	27 (c)	67.44	66.80
(c) Property, plant and equipment	7	74.43	106.61
(d) Right of use assets	32	-	10.28
(e) Other intangible assets	8	13.02	0.61
(f) Other non-financial assets	9	668.00	3.83
Total non-financial assets		863.49	266.37
TOTAL ASSETS		28,365.24	23,461.20
II. LIABILITIES AND EQUITY			
Liabilities			
(1) Financial liabilities			
(a) Payables			
(i) Trade payables	10		
(i) Total outstanding dues of micro enterprises and small enterprises		15.90	15.89
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		572.37	366.51
(b) Debt securities	11	767.68	767.53
(c) Borrowings (Other than debts securities)	12	6,771.71	4,379.44
(d) Lease liabilities	32	-	16.34
(e) Other financial liabilities	13	1,109.65	544.72
Total financial liabilities		9,237.31	6,090.44
(2) Non-financial liabilities			
(a) Current tax liabilities (net)	14	151.18	52.93
(b) Provisions	15	13.23	7.54
(c) Other non-financial liabilities	16	93.23	60.43
Total non-financial liabilities		257.63	120.91
Total liabilities		9,494.94	6,211.34
(3) Equity			
(a) Equity share capital	17	1,268.58	1,268.58
(b) Other equity	18	17,601.72	15,981.28
Total equity		18,870.30	17,249.86
TOTAL LIABILITIES AND EQUITY		28,365.24	23,461.20

Material accounting policies and other explanatory information

1 to 54

As per our report of even date attached

For P. D. Saraf & Co

Chartered Accountants

Firm Registration No : 109241W

SD/-

Madhusudan Saraf

Partner

Membership No.: 41747

Place: Mumbai

Date: 15th May 2024

SD/-

Amit Shroff

Chief Executive Officer

For and on behalf of the Board of Directors of

Finkurve Financial Services Limited

CIN : L65990MH1984PLC032403

SD/-

Ketan Kothari

Director

DIN: 00230725

SD/-

Narendra Jain

Director

DIN: 08788557

SD/-

Aakash Jain

Chief Financial Officer

SD/-

Sunny Parekh

Company Secretary
M.No. ACS32611

FINKURVE FINANCIAL SERVICES LIMITED
Statement of Profit and Loss for the year ended 31 March 2024
(All amounts in INR in Lakhs, unless otherwise stated)

Particulars	Note No.	Year ended 31 March 2024	Year ended 31 March 2023
Revenue from operations	19		
(i) Interest income		5,237.29	3,793.18
(ii) Fees and commission income		3,695.57	1,241.88
(iii) Net gain on fair value change		71.36	7.98
(I) Total Revenue from operations		9,004.22	5,043.04
(II) Other income	20	22.46	19.74
(III) Total income (I + II)		9,026.69	5,062.78
Expenses			
(i) Finance costs	21	617.16	494.78
(ii) Fees and commission expenses		3,291.20	1,953.44
(iii) Net loss on fair value changes	22	88.58	111.22
(iv) Impairment / (Reversal of impairment) on financial instruments	23	2,027.92	(79.74)
(v) Employee benefits expenses	24	294.21	199.54
(vi) Depreciation, amortisation and impairment	25	47.35	42.93
(vii) Other expenses	26	538.28	380.99
(IV) Total expenses		6,904.69	3,103.17
(V) Profit before exceptional items and tax (III - IV)		2,121.99	1,959.60
(VI) Exceptional items		-	-
(VII) Profit before tax (V + VI)		2,121.99	1,959.60
(VIII) Tax expense	27		
(i) Current tax		515.00	450.00
(ii) Deferred tax		(0.22)	78.59
(iii) Tax adjustment for earlier years		0.09	(1.31)
		514.87	527.28
(IX) Profit for the year from continuing operations (VII - VIII)		1,607.13	1,432.32
(X) Profit for the year		1,607.13	1,432.32
(XI) Other comprehensive income			
A. Items that will not be reclassified to profit or loss - Income / (Expenses)			
(i) Remeasurement of the defined benefit plan		(1.70)	6.51
(ii) Income tax on remeasurement of the defined benefit plan		0.43	(1.64)
Other comprehensive income for the year		(1.27)	4.88
(XII) Total comprehensive income for the year (X + XI)		1,605.86	1,437.20
(XIII) Earnings per equity share : (Face value of INR 1 per equity share)	28		
Basic (INR)		1.27	1.13
Diluted (INR)		1.27	1.13

Material accounting policies and other explanatory information

1 to 54

As per our report of even date attached

For P. D. Saraf & Co

Chartered Accountants

Firm Registration No : 109241W

SD/-

Madhusudan Saraf

Partner

Membership No.: 41747

Place: Mumbai

Date: 15th May 2024

SD/-

Amit Shroff

Chief Executive

Officer

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

CIN : L65990MH1984PLC032403

SD/-

Ketan Kothari

Director

DIN: 00230725

SD/-

Narendra Jain

Director

DIN: 08788557

SD/-

Aakash Jain

Chief Financial

Officer

SD/-

Sunny Parekh

Company Secretary

M.No. ACS32611

FINKURVE FINANCIAL SERVICES LIMITED
Statement of Cash flow for the year ended 31 March 2024
(All amounts in INR in Lakhs, unless otherwise stated)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
A. Cash flow from operating activities		
Profit before tax	2,121.99	1,959.60
Adjustments for:		
Depreciation	37.06	30.71
Amortisation of Right of Use	10.28	12.23
Share based payments to employees	14.58	7.82
Bad Debts	2,184.63	343.25
Provision for payment of Gratuity to employees	4.47	2.93
Finance cost	615.95	491.56
Interest on lease liabilities	1.21	3.22
(Reversal of Impairment) / Impairment on financial instruments	(156.71)	(422.99)
Gratuity Paid	(0.48)	-
Fair value of Financial assets - Investments (unrealised)	88.58	111.22
Fair value of Financial assets - Investments (realised)	(71.36)	(7.98)
Profit on sale of Fixed Assets	-	(13.07)
Unwinding of Interest on security deposit	(0.53)	(0.52)
Operating profit before working capital changes	4,849.69	2,517.98
Adjustments for changes in working capital :		
Decrease/(Increase) in Loans given	(5,717.61)	(4,534.65)
Decrease/(Increase) in other financial assets	(260.89)	(206.08)
Decrease/(Increase) in other non-financial assets	(1.36)	37.75
Increase/(Decrease) in payables	205.87	231.35
Increase/(Decrease) in other financial Liabilities	564.92	328.97
Increase/(Decrease) in other non-financial Liabilities	32.80	(5.79)
Cash generated from operations	(326.58)	(1,630.46)
Direct Taxes paid (net of refunds)	(379.21)	(398.51)
Net Cash generated from/ (used in) operating activities (A)	(705.79)	(2,028.96)
B. Cash flow from investment activities		
Purchase of Investments	(77.85)	(635.68)
Proceeds from sale of Investments	124.22	630.55
Purchase of property, plants and equipments (net)	(680.09)	(85.13)
Net cash generated from / (used in) investment activities (B)	(633.72)	(90.27)
C. Cash flow from financing activities		
Proceeds/(Repayment) from/of borrowings (debts securities)	0.15	767.53
Proceeds/(Repayment) from/of borrowings (other than debts securities) (Net)	2,392.27	2,046.27
Payment of lease liabilities	(17.55)	(19.80)
Interest Paid on Borrowings	(615.95)	(491.56)
Net cash generated from / (used in) financing activities (C)	1,758.91	2,302.44
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	419.40	183.21
Cash and cash equivalents at beginning of the year	446.33	263.11
Cash and cash equivalents at end of the year	865.73	446.33
Components of cash and cash equivalents	As at 31 March 2024	As at 31 March 2023
Cash and cash equivalents at the end of the year		
i) Cash on hand	1.32	1.39
ii) Balances with banks (of the nature of cash and cash equivalents)	864.41	444.94
	865.73	446.33

Material accounting policies and other explanatory information

1 to 54

Notes:

1) The above Statement of Cash Flow has been prepared under the 'Indirect method' as set out in Ind AS 7 on 'Statement of Cash Flows'.

2) During the year, the Company has incurred an amount of Rs. 35.99 lakhs in cash (31 March 2023 : Rs. 23.00 lakhs) towards corporate social responsibility (CSR) expenditure (Refer note 29).

As per our report of even date attached

For P. D. Saraf & Co

Chartered Accountants

Firm Registration No : 109241W

SD/-

Madhusudan Saraf

Partner

Membership No.: 41747

Place: Mumbai

Date: 15th May 2024

SD/-

Amit Shroff

Chief Executive

Officer

For and on behalf of the Board of Directors of

Finkurve Financial Services Limited

CIN : L65990MH1984PLC032403

SD/-

Ketan Kothari

Director

DIN: 00230725

SD/-

Narendra Jain

Director

DIN: 08788557

SD/-

Aakash Jain

Chief Financial

Officer

SD/-

Sunny Parekh

Company Secretary

M.No. ACS32611

FINKURVE FINANCIAL SERVICES LIMITED
Statement of Changes in Equity for the year ended 31 March 2024
(All amounts in INR in Lakhs, unless otherwise stated)

A. Equity share capital

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number of Shares	Amount	Number of Shares	Amount
Issued, Subscribed and fully paid up:				
Balance as at the beginning of the year	126,858,198	1,268.58	126,858,198	1,268.58
Changes in equity share capital due to prior period error	-	-	-	-
Restated balance	126,858,198	1,268.58	126,858,198	1,268.58
Changes in equity share capital during the year	-	-	-	-
Balance as at the end of the year	126,858,198	1,268.58	126,858,198	1,268.58

B. Other Equity

Particulars	Reserves and Surplus					Other Comprehensive income	Total
	Securities premium	General reserve	Statutory reserve as per section 45-IC of the RBI Act, 1934	Retained Earning	Share Based Payment Reserve		
Balance as at 01 April, 2022	11,092.78	0.78	686.48	2,706.86	51.40	(2.05)	14,536.26
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance as at 01 April, 2022	11,092.78	0.78	686.48	2,706.86	51.40	(2.05)	14,536.26
Profit for the year	-	-	-	1,432.32	-	-	1,432.32
Other comprehensive income for the year	-	-	-	-	-	4.88	4.88
Total comprehensive income for the year	-	-	-	1,432.32	-	4.88	1,437.20
Share Based Payment expenses	-	-	-	-	7.82	-	7.82
Transfer to statutory reserve	-	-	286.46	(286.46)	-	-	-
Balance as at 31 March, 2023	11,092.78	0.78	972.94	3,852.72	59.22	2.83	15,981.28
Balance as at 01 April, 2023	11,092.78	0.78	972.94	3,852.72	59.22	2.83	15,981.28
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance as at 01 April, 2023	11,092.78	0.78	972.94	3,852.72	59.22	2.83	15,981.28
Profit for the year	-	-	-	1,607.13	-	-	1,607.13
Other comprehensive income for the year	-	-	-	-	-	(1.27)	(1.27)
Total comprehensive income for the year	-	-	-	1,607.13	-	(1.27)	1,605.86
Share Based Payment expenses	-	-	-	-	14.58	-	14.58
Transfer to statutory reserve	-	-	321.43	(321.43)	-	-	-
Balance as at 31 March, 2024	11,092.78	0.78	1,294.37	5,138.42	73.80	1.56	17,601.72

Material accounting policies and other explanatory information

1 to 54

As per our report of even date attached

For P. D. Saraf & Co

Chartered Accountants

Firm Registration No : 109241W

SD/-

Madhusudan Saraf

Partner

Membership No.: 41747

Place: Mumbai

Date: 15th May 2024

SD/-

Amit Shroff

Chief Executive

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For and on behalf of the Board of Directors of

Finkurve Financial Services Limited

CIN : L65990MH1984PLC032403

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Ketan Kothari

Director

DIN: 00230725

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Aakash Jain

Chief Financial

Officer

SD/-

Narendra Jain

Director

DIN: 08788557

SD/-

Sunny Parekh

Company Secretary

M.No. ACS32611

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

1 Corporate Information and Material Accounting Policies

A. Corporate Informations:

Finkurve Financial Services Limited ('the Company'), formerly known as Sanjay Leasing Limited is public company domiciled in India and is incorporated under the provisions of Companies Act, 1956 in the year 1984. The company is registered as Non - Deposit Accepting Non - Banking Financial Company (NBFC) as defined under section 45-IA of the Reserve Bank of India Act, 1934 and was issued registration certificate by Reserve Bank of India on 9th March 1998. Since then, the company is carrying on the business activity of NBFC. The Equity shares of the company are listed on Bombay Stock Exchange Limited (BSE).

B. Summary of Material Accounting Policies

(a) Statement of compliance and basis of preparation and presentation of financial statements

These financial statements of the Company have been prepared in accordance with Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules as amended and notified under section 133 of the Companies Act, 2013 ("the Act"), in conformity with the accounting principles generally accepted in India and other provision of the Act.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The Balance sheet and Statement of Profit & Loss are prepared and presented in accordance with the format prescribed in the Division III to Schedule III to the Act applicable for Non - Banking Finance Companies (NBFC).

(b) Functional and presentation currency

The financial statements are presented in Indian Rupees [INR or Rs], the functional currency of the Company and is rounded off to the nearest lakhs except otherwise indicated.

(c) Basis of Measurement

The financial statements of the Company are prepared on the accrual basis of accounting and historical cost convention except for the following material items that have been measured at fair value as required by the relevant Ind AS:

(i) Certain financial assets and liabilities are measured at Fair value (Refer note no. (h) and (i) below)

(d) Use of Estimates and Judgements

The preparation of the financial statements requires the Management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates. The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the management and are based on historical experience and various other assumptions and factors (including expectations of future events) that the management believes to be reasonable under the existing circumstances. Actual results may differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

Defined employee benefit assets and liabilities

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed annually.

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

Fair value measurement

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using various valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Share based payment transactions

The fair value of employee stock options is measured using the Black-Scholes model. Measurement inputs include share price on grant date, exercise price of the instrument, expected volatility (based on weighted average historical volatility), expected life of the instrument (based on expected exercise behaviour), expected dividends, and the risk free interest rate (based on government bonds).

(e) Property, plant and equipment (PPE)

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the asset to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure and subsequent costs are included in the assets carrying amount or recognised as a separate asset, as appropriate only if it is probable that the future economic benefits associated with the item will flow to the Company and that the cost of the item can be reliably measured.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of profit and loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

(f) Intangible assets

Intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in statement of profit and loss as incurred.

(g) Depreciation and Amortisation

Tangible assets

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

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

The useful lives of the assets are estimated as follows:

Particulars	Useful Life as prescribed by schedule II of Companies Act, 2013	Useful Life as estimated by the Company
Motor car	8 Years	8 Years
Vehicles	10 Years	10 Years
Computers	3 Years	3 Years
Furniture & fixtures	10 Years	10 Years
Office equipments	5 Years	5 Years
Electrical equipments	10 Years	10 Years

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

Intangible assets

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives. The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate. For indefinite-life intangible assets, the assessment of indefinite-life is reviewed annually to determine whether it continues, if not, it is impaired or changed prospectively basis revised estimates.

(h) Financial assets - Initial recognition:

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instruments.

Initial Recognition and Measurement – Financial Assets and Financial Liabilities

All Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of profit and loss.

Classification and Subsequent Measurement : Financial Assets

The Company classifies financial assets as subsequently measured at amortised cost, fair value through Other Comprehensive Income ("FVTOCI") or fair value through profit or loss ("FVTPL") on the basis of following :

- (a) the entity's business model for managing the financial assets and
- (b) the contractual cash flow characteristics of the financial asset.

Amortised Cost:

A financial asset is classified and measured at amortised cost if both of the following conditions are met:

- (i) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

- (ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Fair Value Through Other Comprehensive Income (FVTOCI):

A financial asset is classified and measured at FVTOCI if both of the following conditions are met:

- (i) the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and

- (ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Fair Value Through Profit or Loss (FVTPL) :

A financial asset is classified and measured at FVTPL unless it is measured at amortised cost or at FVTOCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Debt Instruments:

Investment in Debt instruments are generally accounted for as at fair value through the statement of profit and loss account unless an irrevocable election has been made by management to account for at fair value through other comprehensive income. Such classification is determined on an instrument-by-instrument basis. Amounts presented in other comprehensive income for equity instruments are not subsequently transferred to statement of profit and loss.

Interests on these investments in debt instruments are recognised in Statement of profit and loss when the Company's obligation to pay the Interest is established, the Interest does not represent a paying of part of cost of the investment and the amount of interest can be measured reliably. Interest on Debentures recognised in Statement of profit and loss are included in the 'Interest Income' line item.

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

Equity Instruments:

Investment in equity instruments are generally accounted for as at fair value through the statement of profit and loss account unless an irrevocable election has been made by management to account for at fair value through other comprehensive income. Such classification is determined on an instrument-by-instrument basis. Amounts presented in other comprehensive income for equity instruments are not subsequently transferred to statement of profit and loss.

Dividends on these investments in equity instruments are recognised in Statement of Profit and Loss when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably. Dividends recognised in Statement of Profit and Loss are included in the 'Dividend income' line item.

Impairment

The Company recognises a loss allowance for Expected Credit Losses (ECL) on financial assets that are measured at amortised cost and at FVOCI. The credit loss is difference between all contractual cash flows that are due to an entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. This is assessed on an individual or collective basis after considering all reasonable and supportable including that which is forward looking.

The Company's Loans and trade receivables or contract revenue receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall, being simplified approach for recognition of impairment loss allowance.

Under simplified approach, the Company does not track changes in credit risk. Rather it recognises impairment loss allowance based on the lifetime ECL at each reporting date right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For financial assets other than trade receivables, the Company recognises 12-months expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. If, in a subsequent period, credit quality of the instrument improves such that there is no longer significant increase in credit risks since initial recognition, then the Company reverts to recognising impairment loss allowance based on 12 months ECL. The impairment losses and reversals are recognised in Statement of profit and loss. For equity instruments and financial assets measured at FVTPL, there is no requirement of impairment testing.

De-recognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement.

In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Write-off

Loans and debt securities are written-off when the Company has no reasonable expectations of recovering the

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

financial asset (either in its entirety or a portion of it). This is the case when the Company determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. A write-off constitutes a de-recognition event. The Company may apply enforcement activities to financial assets written-off. Recoveries resulting from the Company's enforcement activities will result in impairment gains.

(i) Financial Liabilities

Initial Recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss.

The Company's financial liabilities includes trade and other payables, loans and borrowings including bank overdrafts.

Subsequent measurement

Financial liabilities measured at amortised cost are subsequently measured at using EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of profit and loss.

Debts securities and other borrowings:

After initial recognition, interest bearing debts securities and other borrowings are subsequently measured at amortised cost using EIR method. Gains and losses are recognised in Statement of profit and loss when the liabilities are derecognised as well as through EIR amortisation process.

Financial Guarantee Contracts:

Financial guarantee contracts issued by the Company are those contracts that requires a payment to be made or to reimburse the holder for a loss it incurs because the specified debtors fails to make payment when due in accordance with the term of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(j) Fair Value Measurement

The Company measures financial instruments, such as, derivatives, investments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (a) In the principal market for the asset or liability, or
- (b) In the absence of a principal market, in the most advantageous market for the asset or liability.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- (i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

(ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

(iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

(k) Cash & Cash Equivalents

Cash and Cash equivalents include cash and Cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value where original maturity is three months or less.

(l) Foreign exchange transactions & translations

Initial Recognition

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the Statement of profit and loss of the year.

Measurement of Foreign Currency Items at the Balance Sheet Date Foreign currency monetary items of the Company are restated at the closing exchange rates. Non monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are charged to the Statement of profit and loss.

(m) Revenue Recognition:

Effective Interest rate method

Interest income is recognised in Statement of profit and loss using effective interest rate method for all financial instruments at amortised cost, debt instrument measured at FVOCI and debt instrument designated at FVTPL. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument.

Calculation of effective interest includes transaction cost and fees that are an integral part of the contract. Transaction cost include incremental cost that are directly attributable to the acquisition of financial asset.

If expectations regarding the cash flows on the financial asset are revised for reasons other than credit risk, the adjustment is recorded as positive or negative adjustment to the carrying amount of the asset, in the balance sheet, with an increase or reduction in interest income. The adjustment is subsequently amortised through interest income in the Statement of profit and loss.

Interest

The Company calculates interest income related to financing business by applying the Effective Interest Rate Method (EIR) to the gross carrying amount of financial asset other than credit-impaired assets.

When a financial asset becomes credit- impaired, the Company calculates interest income by applying the effective interest rate to the net amortised cost of the financial asset. If the financial assets cures and is no longer credit impaired, the Company reverts to calculating interest income on a gross basis.

Subvention Income

Subvention income received at the inception of the loan contracts which is directly attributable to individual loan contracts in respect of education loan is recognised in the Statement of profit and loss using the effective interest method over the tenor of such loan contracts measured at amortised cost.

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

Fees and commission income

Fee based income and other financial charges are recognised when they become measurable and when it is probable to expect their ultimate collection.

Commission and brokerage income earned for the services rendered are recognised as and when they are due.

Dividend

Dividend Income is recognised when right to receive the same is established and shown as part of investment and dividend income.

Rental Income

Rental Income is recognised in the statement of profit and loss as per contractual rentals unless another systematic basis is more representative of the time pattern.

Net gain or loss on fair value change

Any differences between the fair values of the financial assets classified as fair value through the profit or loss, held by the Company on the balance sheet date is recognised as an unrealised gain/ loss in the statement of profit and loss. In cases there is a net gain in aggregate, the same is recognised in "Net gains on fair value changes" under revenue from operations and if there is a net loss the same is disclosed under "Expenses", in the statement of profit and loss.

Gain on sale of investment/Redemption of Mutual funds

On disposal of an Investment, the difference between the carrying amount and net disposal proceeds is charged or credited to the profit and loss statement.

(n) Finance costs

Finance costs include interest expense computed by applying the effective interest rate on respective financial instruments measured at amortised cost. Financial instruments include bank borrowing, intercorporate loans, non-convertible debentures. Finance costs are charged to the Statement of profit and loss.

Interest expense on lease liabilities computed by applying the Company's weighted average incremental borrowing rate has been included under finance costs

(o) Fees and commission expenses

Fees and commission expenses represents sum paid / payable to Fintech partners for sourcing of Retail lending business and other support services provided by them.

(p) Investment in subsidiaries

Investments in equity shares of subsidiaries are recorded at cost and reviewed for impairment at each reporting date. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of profit and loss.

(q) Taxes on Income

Income tax comprises current and deferred tax. Income tax expense is recognised in the statement of profit and loss except to the extent it relates to items directly recognised in equity or in other comprehensive income.

Current tax is based on taxable profit for the year. Taxable profit is different from accounting profit due to temporary differences between accounting and tax treatments, and due to items that are never taxable or tax deductible. Tax provisions are included in current liabilities. Interest and penalties on tax liabilities are provided for in the tax charge. The Company offsets, the current tax assets and liabilities (on a year on year basis) where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis or to realise the assets and liabilities on net basis.

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements. Deferred income tax asset are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. Deferred tax assets are not recognised where it is more likely that the assets will not be realised in the future.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

(r) Borrowing Cost:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalised as a part of Cost of that assets, during the period till all the activities necessary to prepare the Qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are recognised as an expense in the period in which they are incurred.

(s) Earnings per shares

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

(t) Securities issue expenses

Expenses incurred in connection with fresh issue of Share capital are adjusted against Securities premium reserve.

(u) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM).

(v) Leases

The Company's lease asset classes primarily consist of leases for building for offices. The Company assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (a) the contract involves the use of an identified asset
- (b) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (c) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and leases of low value assets. For these short term and leases of low value assets, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made. A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

(w) Employee Benefits:

Short term employee benefit

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include short term compensated absences such as paid annual leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised as an expense during the period. Benefits such as salaries and wages, etc. and the expected cost of the bonus/ex-gratia are recognised in the period in which the employee renders the related service.

Post-employment employee benefits

The Company has provided following post-employment plans:

- (a) Defined benefit plans such as gratuity and
- (b) Defined contribution plans such as Provident fund

a) Defined-benefit plan:

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of defined benefit obligations at the end of the reporting period less fair value of plan assets. The defined benefit obligations is calculated annually by actuaries through actuarial valuation using the projected unit credit method.

The Company recognises the following changes in the net defined benefit obligation as an expense in the Statement of profit and loss:

- (a) Service costs comprising current service costs, past-service costs, gains and losses on curtailment and non-routine settlements; and
- (b) Net interest expense or income

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of plan assets. This cost is included in employee benefit expenses in the Statement of the profit and loss.

Re-measurement comprising of actuarial gains and losses arising from

- (a) Re-measurement of Actuarial (gains)/losses
- (b) Return on plan assets, excluding amount recognised in effect of asset ceiling
- (c) Re-measurement arising because of change in effect of asset ceiling

are recognised in the period in which they occur directly in Other comprehensive income. Re-measurement are not reclassified to profit or loss in subsequent periods.

Ind AS 19 requires the exercise of judgment in relation to various assumptions including future pay rises, inflation and discount rates and employee and pensioner demographics. The Company determines the assumptions in conjunction with its actuaries, and believes these assumptions to be in line with best practice, but the application of different assumptions could have a significant effect on the amounts reflected in the income statement, other comprehensive income and balance sheet. There may be also interdependency between some of the assumptions.

b) Defined-contribution plan:

Under defined contribution plans, provident fund, the Company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. Defined Contribution plan comprise of contributions to the employees' provident fund with the government, superannuation fund and certain state plans like Employees'

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

State Insurance and Employees' Pension Scheme. The Company's payments to the defined contribution plans are recognised as expenses during the period in which the employees perform the services that the payment covers.

c) Employee stock options :

Equity-settled share-based payments to employees are recognised as an expense at the fair value of equity stock options at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the graded vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (employee stock option reserve). At the end of each reporting period, the Company revises its estimate of number of equity shares expected to vest. The impact of the revision of the original estimates, if any, is recognised in the Statement of profit and loss such that cumulative expenses reflect the revision estimate, with a corresponding adjustments to the employee stock option reserve.

(x) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised if, as a result of a past event, the company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are neither recognised nor disclosed in financial statements.

(y) Goods and services tax input credit

Goods and services tax input credit asset is recognised in the books of accounts in the period in which the supply of goods or service received is recognised and when there is no uncertainty in availing/utilising the credits.

Expenses and assets are recognised net of the goods and services tax paid, except when the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or charged to revenue separately, as applicable. The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

(z) Cash flow Statement

Cash flows are reported under the 'Indirect method' as set out in Ind AS 7 on 'Statement of Cash Flows, whereby net profit after tax is adjusted for the effects of transactions of non-cash nature, tax and any deferrals or accruals of past or future cash receipts or payments. The cash flows are prepared for the operating, investing and financing activities of the Company.

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

7 Property, plant and equipment

Particulars	Motor Vehicles	Computers	Furniture and Fixtures	Office Equipment	Total
Gross block					
Balance as at 31 March 2022	44.86	12.69	0.31	3.71	61.57
Additions	117.87	4.99	-	5.57	128.43
Disposals	(43.27)	-	-	-	(43.27)
Balance as at 31 March 2023	119.46	17.68	0.31	9.29	146.73
Additions	1.08	3.07	-	0.12	4.27
Disposals	-	-	-	-	-
Balance as at 31 March 2024	120.54	20.75	0.31	9.41	151.00
Accumulated depreciation					
Balance as at 31 March 2022	11.48	10.03	0.21	1.77	23.49
Charge for the year	23.59	3.33	0.02	2.72	29.67
Disposals	(13.04)	-	-	-	(13.04)
Balance as at 31 March 2023	22.02	13.37	0.24	4.49	40.12
Charge for the year	30.48	3.82	0.02	2.13	36.45
Disposals	-	-	-	-	-
Balance as at 31 March 2024	52.51	17.19	0.25	6.62	76.57
Net carrying amount as at 31 March 2023	97.44	4.31	0.07	4.80	106.61
Net carrying amount as at 31 March 2024	68.03	3.56	0.05	2.79	74.43

Notes:

1. There are no contractual commitments for the acquisition of property, plant and equipment.
2. The Company does not have / own any immovable property as at 31 March 2024.
3. The Company has not revalued any of its property, plant and equipment during the year ended 31 March 2024 and 31 March 2023 hence, the amount of change in gross and net carrying amount due to revaluation and impairment losses/reversals is nil.

8 Other Intangible assets

Particulars	Software
Gross block	
Balance as at 31 March 2022	6.41
Additions	-
Disposals	-
Balance as at 31 March 2023	6.41
Additions	13.02
Disposals	-
Balance as at 31 March 2024	19.43
Accumulated depreciation	
Balance as at 31 March 2022	4.76
Charge for the year	1.04
Disposals	-
Balance as at 31 March 2023	5.80
Charge for the year	0.61
Disposals	-
Balance as at 31 March 2024	6.41
Net carrying amount as at 31 March 2023	0.61
Net carrying amount as at 31 March 2024	13.02

The Company has not revalued any of its intangible asset during the year ended 31 March 2024 and 31 March 2023 hence, the amount of change in gross and net carrying amount due to revaluation and impairment losses/reversals is nil.

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024
(All amounts in INR in Lakhs, unless otherwise stated)

2 Cash and cash equivalents

	As at 31 March 2024	As at 31 March 2023
Cash on hand	1.32	1.39
Balances with banks (of the nature of cash and cash equivalents)		
- In current accounts	864.41	443.63
- In cash credit accounts (refer note no. 12 for detail of security, terms of facility and rate of interest)	0.00	1.31
	865.73	446.33

3 Loans (at amortised cost) :

	As at 31 March 2024	As at 31 March 2023
a) Loans repayable on demand	214.05	2,724.80
Term Loans	25,186.06	16,831.78
Others- to related parties (refer note no. 33)	545.76	2,856.31
Total (Gross)	25,945.86	22,412.89
Less: Expected credit losses	(194.32)	(351.04)
Total (net)	25,751.54	22,061.85
b) Secured by tangible assets	21,704.39	15,341.10
Unsecured	4,241.48	7,071.78
Total (Gross)	25,945.86	22,412.89
Less: Expected credit losses	(194.32)	(351.04)
Total (net)	25,751.54	22,061.85
c) Loans outside India	-	-
Loans in India		
Public sector	-	-
Other		
Retail	22,716.19	11,868.61
Corporates	3,229.67	10,544.27
Total (Gross)	25,945.86	22,412.89
Less: Expected credit losses	(194.32)	(351.04)
Total (net)	25,751.54	22,061.85

Loss Allowance

	As at 31 March 2024	As at 31 March 2023
Opening Balance	351.04	774.03
Add: Loss allowance recognised / (reversed) during the year (net)	2,027.92	(79.74)
Less: Amount written off	(2,184.63)	(343.25)
Closing Balance	194.32	351.04

Note: There is no loan asset measured at FVOCI or FVTPL or designated at FVTPL

4 Investments

Equity Instruments, Quoted, fully paid up
Fair Valued through Profit & Loss

	As at 31 March 2024		As at 31 March 2023	
	Nos	Amount	Nos	Amount
Indian Oil Corporation Limited	50	0.08	10	0.01
NTPC Limited	-	-	25	0.04
ABB India Limited	10	0.64	-	-
Centrel Depository Services (India) Limited	10	0.17	-	-
Dish TV India Limited	400	0.07	-	-
Indian Railway Catering and Tourism Corporation Limited	10	0.09	-	-
		1.05		0.06

Investment in subsidiaries

In equity shares, carried at cost (fully paid up)
Unquoted

Arvog Enterprises Private Limited (refer note no 40)	-	-	-	-
		-		-

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

Others

Equity shares, unquoted, carried at fair value through Profit and Loss (fully paid up)

Blu-Smart Mobility Private Limited (Formerly known as Gensol Mobility Private Limited)	-	-	2,439	10.00
Bliss Dairy Fresh Private Limited	150,000	-	150,000	20.06
NetAmbit Valuefirst Services Private Limited	758	0.08	758	0.08
Elysium Labs Private Limited	36	-	36	-
Beauty By Bie Private Limited	27	-	27	-
Vyapaar Vistar Tech Private Limited	625	0.06	625	0.06
Credit Wise Capital Private Limited	69,348	15.00	69,348	15.00
Tride Innovative Technologies Private Limited	-	-	222	19.98
Genius Learning Labs Private Limited	10	-	10	-
CLXNS Technologies Private Limited	346	-	346	48.96
		15.14		114.13

Preference shares (Unquoted, fully paid up)

[Carried at fair value through Profit & Loss]

Compulsory convertible preference shares (CCPS)

0.001%, CCPS of Dhruva Space Private Limited of Rs 10/- each	70	30.43	70	30.43
0.001%, CCPS of Cleardekho Eyewear Private Limited of Rs 10/- each	597	25.01	597	25.01
15%, CCPS of Advetaya Business Consultant Private Limited of Rs 10/- each	12,852	-	12,852	-
0.001%, CCPS of Genius Learning Labs Private Limited of Rs. 100/- each	31	-	31	-
0.001%, CCPS of Flat White Capital Private Limited of Rs. 100/- each	177	40.08	177	40.08
0.001%, CCPS of Foxtort Beverages Private Limited of Rs. 10/- each	18	-	18	-
0.001%, CCPS of Lattu Media Private Limited of Rs. 1/- each	30	-	30	-
0.001%, CCPS of Blynk Marketing Private Limited of Rs. 100/- each	25,000	-	25,000	-
0.010% CCPS of Blu Smart Mobility Private Limited of Rs. 100/- each	-	-	1,746	19.21
0.001% CCPS of Cocoslabs Innovative Solutions Private Limited of Rs. 100/- each	10,000	-	10,000	5.00
0.001% CCPS of Forbidden Foods Private Limited of Rs. 100/- each	1,143	-	1,143	-
0.001% CCPS of Indigenous Energy Storage Technologies Private Limited of Rs. 100/- each	81	24.61	81	24.61
0.001% CCPS of On my Own Technologies Private Limited of Rs. 100/- each	243	40.27	182	30.16
0.001% CCPS of Homeville Consulting Private Limited of Rs. 100/- each	51	63.00	36	36.00
		223.40		210.50

Venture fund

[Carried at fair value through Profit & Loss]

Equity Shares of Getvantage Tech Private Limited through VCats Management Services Trust III	334	-	334	-
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Alternate Investment Fund (AIF)

[Carried at fair value through Profit & Loss]

Dimension NXG Private Limited	20	5.00	20	10.00
Blu Smart Mobility Private Limited	36,562	42.21	57	5.70
Buyo India Private Limited	100	5.00	100	10.00
Strata Property Management Private Limited	25,000	25.00	25,000	25.00
		77.21		50.70

Debentures

(Carried at fair value through Profit & Loss (fully paid up))

Compulsory convertible debentures (CCD)

8% CCD of Fintech Products and Solutions (India) Private Limited of Rs. 10/- each	250,000	25.00	250,000	25.00
0.001% CCD of Patilkaki Ecom Ventures Private Limited of Rs 100/- each	10,000	5.00	10,000	10.00
		30.00		35.00
		346.80		410.39

Gross Value of Investments :

- in India		346.80		410.39
- outside India		-		-
Aggregate amount of quoted investments		1.05		0.06
Aggregate amount of unquoted investments		345.75		410.33
Aggregate amount of impairment in value of investments				

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024
(All amounts in INR in Lakhs, unless otherwise stated)

5 Other Financial Assets

	As at 31 March 2024	As at 31 March 2023
Security Deposits	5.22	4.69
Term deposits with bank (having maturity more than 12 months) (Pledge with Banks as lien and collateral security against overdraft and term loan-refer note no 12)	465.68	203.06
Loans to Staff	3.81	4.59
Other financial assets	62.98	63.94
	537.69	276.28

6 Current tax assets (net)

	As at 31 March 2024	As at 31 March 2023
Advance income tax	40.60	78.23
[Net of provision for income tax Rs. Nil (31 March 2023 is NIL)]		
	40.60	78.23

9 Other Non Financial Assets

	As at 31 March 2024	As at 31 March 2023
Goods and Service Tax Credit (input) receivable	0.19	-
Prepaid expenses	5.01	3.83
Capital advance	662.80	-
	668.00	3.83

10 Payables

	As at 31 March 2024	As at 31 March 2023
Trade Payables		
- Total outstanding dues of micro enterprises and small enterprises (MSME) *	15.90	15.89
- Total outstanding dues of creditors other than micro enterprises and small enterprises	572.37	366.51
	588.27	382.40

Trade Payable ageing
As at 31 March 2024

Particulars	Not Due for payment	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	0.01	15.89	-	-	15.90
Others	-	569.00	3.38	-	-	572.37
Disputed dues-MSME	-	-	-	-	-	-
Disputed dues-Other	-	-	-	-	-	-
Total	-	569.01	19.27	-	-	588.27

As at 31 March 2023

Particulars	Not Due for payment	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	7.46	8.43	-	-	15.89
Others	-	365.56	0.95	-	-	366.51
Disputed dues-MSME	-	-	-	-	-	-
Disputed dues-Other	-	-	-	-	-	-
Total	-	373.02	9.38	-	-	382.40

*** Disclosure under the Micro, Small and Medium Enterprises Development Act 2006**

Based on and to the extent of the information received by the Company from the suppliers during the year regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), the total outstanding dues of Micro and Small enterprises, which are outstanding for more than the stipulated period and other disclosures as per the Micro, Small and Medium Enterprises Development Act, 2006 (hereinafter referred to as "the MSMED Act") are given below :

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024
(All amounts in INR in Lakhs, unless otherwise stated)

	As at	As at
Particulars	31 March 2024	31 March 2023
i) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	15.90	15.89
ii) The amount of interest paid by the buyer in terms of section 16, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act;	-	-
iv) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

11 Debt Securities

	As at	As at
	31 March 2024	31 March 2023
At amortised cost		
Secured		
Redeemable non-convertible debentures ('NCD')		
10%, 75,000 Redeemable NCD of Rs. 1,000 Each - privately placed	750.00	750.00
Interest accrued on above NCD	17.68	17.53
	767.68	767.53
- Debt Securities in India	-	-
- Debt Securities outside India	750.00	750.00

- There are no debt securities measured at FVTPL or designated at FVTPL.
- The Company had taken rupee External Commercial Borrowing (ECB) for a fixed tenure of 10 years which was Repayable after 10 years from the date of taking of ECB i.e. 13th August 2021. During the previous year, such rupee ECB, after complying with the guidelines prescribed by the Reserve Bank of India, have been converted into rupee denominated redeemable non-convertible debentures (NCD) and are redeemable after 10 years of taking of ECB, i.e. after 13th August 2031. The ECB was taken to meet the working capital requirements and was applied for the business activity of on-lending / working capital requirements.
- The company have not defaulted in repayment of interest to its lenders payable on quarterly basis.
- The redeemable NCD are secured against outstanding book debts and receivables.

12 Borrowings (other than debts securities)

	As at	As at
	31 March 2024	31 March 2023
At amortised cost		
Secured		
Term loan from banks	2,393.34	43.69
Loan repayable on demand from banks (cash credit from banks)	1,909.61	745.00
Bank overdraft	193.95	153.93
	4,496.90	942.61
Unsecured - from bodies corporates		
Term Loan		
- from other than related parties	500.00	500.00
Loans repayable on demand		
- from related parties	675.59	1,464.74
- from other than related parties	750.00	1,225.00
Interest accrued	349.22	247.08
	2,274.81	3,436.83
Total	6,771.71	4,379.44
Borrowings		
- in India	6,771.71	4,379.44
- outside India	-	-

There are no borrowings measured at FVTPL or designated at FVTPL.
The company have not defaulted in repayment of principal or interest to its lenders.
As per terms of loan from banks, company is not required to file quarterly or monthly returns or statements.
The Company has utilised the funds raised from banks and other parties for the specific purpose for which they were borrowed.

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

A. Term loan from bank - secured

i) Vehicle loan from HDFC Bank Limited

Terms of repayment

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at 31 March 2024	As at 31 March 2023
over 60 months	7.90%	The term loan from HDFC Bank Limited is availed and utilised for purchase of motor car and is repayable in equated monthly installments ending on 5th September 2026.	-	-
48-60 months			-	-
36-48 months			-	7.00
24-36 months			7.00	13.20
12-24 months			13.20	12.20
upto 12 months			12.20	11.28
Total			32.41	43.69

Nature of security

Secured by way of hypothecation of motor car purchased.

ii) Term loan from State Bank of India

Terms of repayment

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	As at 31 March 2024	As at 31 March 2023
over 60 months	10.15%(1% above EBLR)	The term loan from State Bank of India is availed and utilised for on-lending for secured gold and business loans and is repayable in 45 equal monthly installments after 3 month moratorium ending on 25th October 2027.	-	-
48-60 months			-	-
36-48 months			406.22	-
24-36 months			655.88	-
12-24 months			651.42	-
upto 12 months			647.42	-
Total			2,360.93	-

Nature of security

Term loan is secured by exclusive charge on present and future loan receivables arising out of bank finance with asset coverage of 1.25 times of stage one standard assets and, on all unencumbered receivable of the Company. Term loan is further secured by 10% cash collaterally of loan amount, i.e. fixed deposit with bank for Rs. 250 lakhs and personal guarantee of one of the director of the company.

B. Loan repayable on demand from bank - secured

Terms of loan

From South Indian Bank:

1. The cash credit facility is having Sanction limit of Rs. 500 lakhs (as at 31 March 2023 - Rs. 500 Lakhs) and Current Outstanding of Rs. 422.02 lakhs (as at 31 March 2023 Rs. 340.45 lakhs).
2. Security : Repledge of gold ornaments pledged by Obligor and personal guarantee of one of the director of Company.
3. Rate of interest is 10.50% p.a. to 9.75% p.a.

From City Union Bank:

1. The cash credit facility is having Sanction limit of Rs. 1,500 lakhs (as at 31 March 2023 - Rs. 500 Lakhs) and Current Outstanding of Rs. 1,133.06 Lakhs (as at 31 March 2023 - Rs.404.55 Lakhs).
2. Security : Lien over the jeweller and properties, money or other asset in the control or custody of Bank and personal guarantee of one of the director of Company.
3. Rate of interest is 9.75% to 10.00% p.a. (one year MCLR + 1.75%)

From CSB Bank:

1. The cash credit facility is having Sanction limit of Rs. 500 lakhs (as at 31 March 2023 - 500 Lakhs) and Current Outstanding of Rs. 354.53 lakhs (as at 31 March 2023 - debit balance of Rs. 1.31 lakhs).
2. Security : Pledge of gold ornaments with LTV of 75% and, personal guarantee of one of the director of company.
3. Rate of interest is 11.50% p.a. (linked with one year MCLR).

C. Bank overdraft

From Yes Bank:

1. The overdraft facility is having Sanction limit of Rs. 200 lakhs (as at 31 March 2023 - Rs. 200 Lakhs) and Current Outstanding of Rs. 193.95 lakhs (as at 31 March 2023 - Rs. 153.93 lakhs).
2. Security : Lien over fixed deposit of Rs. 200 lakhs held with the bank.
3. Rate of interest is 7.75% p.a.

D. Term Loan - from body corporates - unsecured

- from other than related parties

As at 31 March 2024

Terms of repayment

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Amount
More than 12 months	-	-	-
up to 12 months	12.00%	The tenure of loan is for 6 month and is repayable after 6 month from the date of loan i.e. from 3rd March 2022 with the option to extend the repayment period. The loan have been extended and is due on 3rd September, 2024.	500.00

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

As at 31 March 2023

Terms of repayment

Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Amount
More than 12 months	-	-	-
up to 12 months	12.00%	The tenure of loan is for 6 month and is repayable after 6 month from the date of loan i.e. from 3rd March 2022 with the option to extend the repayment period. The loan have been extended and is due on 3rd September 2023.	500.00

E. Loans repayable on demand - from bodies corporates - unsecured

As at 31 March 2024

Terms of loan

Particulars	Rate of Interest	Amount
From related parties	10%	675.59
From other than related parties	10% to 14.50%	750.00
Total		1,425.59

As at 31 March 2023

Terms of loan

Particulars	Rate of Interest	Amount
From related parties	10%	1,464.74
From other than related parties	10% to 14.50%	1,225.00
Total		2,689.74

13 Other Financial liabilities

	As at 31 March 2024	As at 31 March 2023
Deposits received against loan agreements	165.00	212.06
Provision for expenses	474.34	170.45
Other liabilities	470.31	162.22
	1,109.65	544.72

14 Current tax liabilities (net)

	As at 31 March 2024	As at 31 March 2023
Tax provision (net of taxes paid)	151.18	52.93
[Net of advance tax Rs. 363.82 lakhs (31 March 2023 Rs. 397.07 lakhs)]		
	151.18	52.93

15 Provisions

	As at 31 March 2024	As at 31 March 2023
For employee benefits		
- Gratuity (refer note no 34)	13.23	7.54
	13.23	7.54

16 Other non-financial Liabilities

	As at 31 March 2024	As at 31 March 2023
Statutory dues payable	93.23	60.43
	93.23	60.43

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024
(All amounts in INR in Lakhs, unless otherwise stated)

17 Equity share capital

	As at 31 March 2024	As at 31 March 2023
Authorised share capital		
14,00,00,000 (As at 31 Mar 2023 - 13,00,00,000) equity share of Rs. 1/- each	1,400.00	1,300.00
	1,400.00	1,300.00
Issued share capital		
12,68,58,198 (As at 31 Mar 2023 - 12,68,58,198) equity share of Rs. 1/- each	1,268.58	1,268.58
	1,268.58	1,268.58
Subscribed share capital		
12,68,58,198 (As at 31 Mar 2023 - 12,68,58,198) equity share of Rs. 1/- each	1,268.58	1,268.58
	1,268.58	1,268.58
Paid up share capital		
12,68,58,198 (As at 31 Mar 2023 - 12,68,58,198) equity share of Rs. 1/- each	1,268.58	1,268.58
	1,268.58	1,268.58
Total Equity	1,268.58	1,268.58

a. Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year
Particulars

	Number of shares	Amount
As at 31 March 2022	126,858,198	1,268.58
Issued during the year	-	-
As at 31 March 2023	126,858,198	1,268.58
Issued during the year	-	-
As at 31 March 2024	126,858,198	1,268.58

b. Rights, preferences and restrictions attached to each class of shares:

The Company has only one class of shares referred to as equity shares having a par value of INR 1 each. Every holder of equity shares is entitled to one vote per share.

The Company declares and pays dividends in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining asset of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Details of shareholders holding more than 5% equity shares in the Company

Details of shareholding Name of the shareholder	As at 31 March 2024		As at 31 March 2023	
	Number of Shares	% of Holding	Number of Shares	% of Holding
Kalawati Kothari	9,044,100	7.13%	6,992,600	5.51%
Ketan Kothari	53,451,230	42.13%	53,451,230	42.13%
Mohinidevi Kothari	6,545,600	5.16%	6,545,600	5.16%
Rishabh Jewellers	8,108,108	6.39%	8,108,108	6.39%
Muthoot Bankers	18,421,050	14.52%	18,421,050	14.52%
Nexpect Limited	7,414,040	5.84%	7,414,040	5.84%

* As per the records of the Company, including its register of members.

d. Shareholding of Promoters

Promoters name	Shares held by promoters at the end of the year			% Change during the year
	Year ended	Number of Shares	% of Holding	
Ketan Kothari	Shares as at 31 March 2024	53,451,230	42.13%	0.00%
	Shares as at 31 March 2023	53,451,230	42.13%	0.00%
Devkumari Kothari	Shares as at 31 March 2024	1,013,270	0.80%	0.74%
	Shares as at 31 March 2023	71,270	0.06%	0.00%
Kalawati Kothari	Shares as at 31 March 2024	9,044,100	7.13%	1.62%
	Shares as at 31 March 2023	6,992,600	5.51%	0.00%
Mohinidevi Kothari	Shares as at 31 March 2024	6,545,600	5.16%	0.00%
	Shares as at 31 March 2023	6,545,600	5.16%	0.00%
Bhavna Ashwin Bafna	Shares as at 31 March 2024	402,500	0.32%	0.00%
	Shares as at 31 March 2023	401,500	0.32%	0.00%
Namita Ketan Kothari	Shares as at 31 March 2024	1,806,000	1.42%	0.00%
	Shares as at 31 March 2023	1,806,000	1.42%	0.00%
Sohini Vardhan	Shares as at 31 March 2024	2,569,000	2.03%	2.03%
	Shares as at 31 March 2023	-	0.00%	0.00%

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

- e. The Company does not have any holding or ultimate holding company.
- f. During the period of five years immediately preceding the balance sheet date, the Company has not issued any shares without payment being received in cash or by way of bonus shares or shares bought back.
- g. The Company have not declared dividend in the current year and preceeding year.

h. Shares reserved for issue under Employee Stock Option Scheme:

The Company has reserved 2,98,550 equity shares (31 March 2023: 298,550) for issue under the Employee Stock Option Scheme 2018.

18 Other equity

	As at 31 March 2024	As at 31 March 2023
Securities premium reserve	11,092.78	11,092.78
General reserve	0.78	0.78
Statutory reserve (Pursuant to Section 45-IC of The RBI Act, 1934)	1,294.37	972.94
Retained earnings	5,138.42	3,852.72
Share based payment reserve	73.80	59.22
Other comprehensive income	1.56	2.83
	17,601.72	15,981.28

Nature and purpose of other equity :

(a) Securities premium reserve

The amount received in excess of face value of the equity shares is recognised in Securities premium reserve. In case of equity settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium reserve. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

(b) General reserve

Under the erstwhile Companies Act, 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. Consequent to introduction of Companies Act, 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.

(c) Statutory reserve (Pursuant to Section 45-IC of The RBI Act, 1934)

Statutory reserve represents reserve fund created pursuant to Section 45-IC of the RBI Act, 1934 through transfer of specified percentage of net profit every year before any dividend is declared. The reserve fund can be utilised only for limited purposes as specified by RBI from time to time and every such utilisation shall be reported to the RBI within specified period of time from the date of such utilisation.

The conditions and restrictions for distribution attached to statutory reserves as specified in Section 45-IC(1) in The Reserve Bank of India Act, 1934:

(1) Every non-banking financial company (NBFC) shall create a reserve fund and transfer therein a sum not less than twenty per cent of its net profit every year as disclosed in the profit and loss account and before any dividend is declared.

(2) No appropriation of any sum from the reserve fund shall be made by the NBFC except for the purpose as may be specified by the RBI from time to time and every such appropriation shall be reported to the RBI within twenty one days from the date of such withdrawal:

(3) Notwithstanding anything contained in sub-section (1), the Central Government may, on the recommendation of the RBI and having regard to the adequacy of the paid-up capital and reserves of a NBFC in relation to its deposit liabilities, declare by order in writing that the provisions of sub-section (1) shall not be applicable to the NBFC for such period as may be specified in the order:

(d) Retained earnings

Retained earnings or accumulated surplus represents total of all profits retained since company's inception. Retained earnings are credited with current year profits, reduced by losses, if any, dividend payouts, transfers to General reserve or any such other appropriations to specific reserves.

(e) Share based payment reserve

Share based payment reserve represents amount of reserve created by recognition of compensation cost at grant date fair value on stock options vested but not exercised by employees and unvested stock options in the Statement of profit and loss in respect of equity-settled share options granted to the eligible employees of the Company in pursuance of the Employee Stock Option Plan.

(f) Other comprehensive income

Other comprehensive income consist of FVOCI financial assets and financial liabilities and remeasurement of defined benefit assets and liability.

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

19 Revenue from Operations

	Year ended 31 March 2024	Year ended 31 March 2023
Interest income - on loans measured at amortised cost	5,237.29	3,793.18
Fees and commission income - service charges and other fee on loans	3,695.57	1,241.88
Net gain on fair value changes		
- Fair value of financial assets - investments (realised)	71.36	7.98
- Fair value of financial assets - investments (unrealised)	-	-
	9,004.22	5,043.04

20 Other Income

	Year ended 31 March 2024	Year ended 31 March 2023
Interest on deposit with bank	21.35	6.14
Unwinding of interest on security deposit	0.53	0.52
Miscellaneous income	0.59	13.07
	22.46	19.74

21 Finance costs

	Year ended 31 March 2024	Year ended 31 March 2023
On Financial liabilities measured at amortised cost		
Interest on borrowings (other than debt securities)		
- Loans from others	305.43	348.41
- Loan from bank	231.30	63.73
- External commercial borrowings	-	9.86
Interest on debt securities		
- Debentures	75.00	65.14
Other finance cost		
- Interest on lease liabilities	1.21	3.22
- other borrowing cost	4.23	4.42
	617.16	494.78

22 Net loss on fair value changes

	Year ended 31 March 2024	Year ended 31 March 2023
Fair value of financial assets - investments (unrealised)	88.58	111.22
	88.58	111.22

23 Impairment / (Reversal of impairment) on financial instruments

	Year ended 31 March 2024	Year ended 31 March 2023
On financial instruments measured at amortised cost		
Loans	(156.71)	(422.99)
Bad debts written off	2,184.63	343.25
	2,027.92	(79.74)

24 Employee benefits expenses

	Year ended 31 March 2024	Year ended 31 March 2023
Salaries and other allowances and bonus	232.00	154.52
Directors remuneration	27.00	27.00
Contribution to provident funds	4.74	3.13
Share based payments to employees	14.58	7.82
Staff welfare expenses	11.42	4.14
Gratuity expenses (refer note no 34)	4.47	2.93
	294.21	199.54

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

25 Depreciation, amortisation and impairment

	Year ended 31 March 2024	Year ended 31 March 2023
Depreciation on property plant & equipment	36.45	29.67
Amortisation of intangible assets	0.61	1.04
Depreciation on right of use assets (refer note no 32)	10.28	12.23
	47.35	42.93

26 Other Expenses

	Year ended 31 March 2024	Year ended 31 March 2023
Stock exchange, depository & RTA charges	9.52	4.02
Repairs and maintenance - other	11.50	7.15
Legal and professional charges	100.14	75.57
Payment to Auditors		
Statutory audit fees	2.00	1.50
Certification fees	0.13	-
Business promotion	40.81	28.18
GST paid on input services	272.44	166.61
Telephone and communication	1.43	1.05
Advertisement and publishing	3.40	2.70
Fees and subscription	6.44	9.95
Travelling expenses	25.67	20.22
Insurance	3.80	3.54
Donations	-	5.16
Director's Sitting Fees	1.75	1.60
Corporate social responsibility (CSR) expenses (refer note no 29)	35.99	23.00
Rent, rates and taxes	3.47	5.79
Miscellaneous expenses	19.78	24.96
	538.28	380.99

27 Income tax expenses

The components of income tax expense for the financial year are as under:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
(a) Tax expense recognised in the Statement of Profit and Loss		
Current tax	515.00	450.00
Deferred tax relating to origination and reversal of temporary differences	(0.22)	78.59
Tax pertaining to earlier years	0.09	(1.31)
	514.87	527.28

(b) Reconciliation of the total tax charge:

The tax charge shown in the statement of profit and loss differs from the tax charge that would apply if all profits had been charged at Indian corporate tax rate. A reconciliation between the tax expense and the accounting profit multiplied by India's domestic tax rate for the financial years is as follows:

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024
(All amounts in INR in Lakhs, unless otherwise stated)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Profit before tax	2,121.99	1,959.60
Enacted tax rate	25.168%	25.168%
Current tax expenses on profit before tax expenses at the enacted income tax rate in India	534.06	493.19
Reconciliations		
Tax pertaining to earlier years	0.09	(1.31)
Income subject to tax at special rate	(2.93)	(2.42)
Effect of tax on income enjoying tax concession	-	-
Non Deductible expenses		
- Corporate social responsibility expenditure	9.06	5.79
- Tax pertaining to income not taxable / loss & expenses not deductible	0.23	5.06
Others	(25.64)	26.97
Total tax expenses	514.87	527.28

(c) Deferred Tax

The following table shows movement in deferred tax recorded in balance sheet and changes recorded in the income tax expenses :

Particulars	As at 31 March 2023	Charge / (Credit) to Statement of Profit and Loss	Charge / (Credit) to OCI	As at 31 March 2024
- on Right of use and Lease liabilities	(1.52)	(1.52)	-	-
- on WDV of Property, plant & Equipment as per books and income tax	0.68	(4.49)	-	5.18
- on unabsorbed losses	-	-	-	-
- on expected credit losses	46.39	39.44	-	6.95
- on fair valuation of financial asset	18.63	(45.66)	-	64.30
- on provision for post retirement benefits	1.90	(1.00)	(0.43)	3.33
- on unamortised borrowing cost	-	12.31	-	(12.31)
- Others	0.71	0.71	-	-
	66.80	(0.22)	(0.43)	67.44

Particulars	As at 01 April 2022	Charge / (Credit) to Statement of Profit and Loss	Charge / (Credit) to OCI	As at 31 March 2023
- on Right of use and Lease liabilities	(2.62)	(1.09)	-	(1.52)
- on WDV of Property, plant & Equipment as per books and income tax	1.80	1.12	-	0.68
- on unabsorbed losses	-	-	-	-
- on expected credit losses	152.85	106.46	-	46.39
- on fair valuation of financial asset	(9.23)	(27.86)	-	18.63
- on Provision for post retirement benefits	2.80	(0.74)	1.64	1.90
- on unamortised borrowing cost	-	-	-	-
- Others	1.42	0.71	-	0.71
	147.03	78.59	1.64	66.80

28 Earning Per Share (EPS)

	Year ended 31 March 2024	Year ended 31 March 2023
Net Profit attributable to equity share holders (in INR in lakhs)	1,607.13	1,432.32
Computation of weighted average number of equity shares :		
Weighted average number of equity shares outstanding during the year for computing basic EPS	126,858,198	126,858,198
Add: Option granted to employees	33,148	33,148
Weighted average number of equity shares outstanding during the year for computing diluted EPS	126,891,346	126,891,346
Earnings per equity share (Face value of INR 1 per equity share):		
Basic earnings per share - in rupees	1.27	1.13
Diluted earnings per share - in rupees	1.27	1.13
Anti-Dilutive shares	-	-

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

29 Corporate Social Responsibility (CSR) :

- a) The CSR activities of the Company shall include, but not limited to any or all of the sectors/activities as may be prescribed by Schedule VII of the Companies Act, 2013 amended from time to time.
- b) During the year ended 31 March 2024, the Company has incurred an expenditure of Rs. 35.99 lakhs (31 March 2023: Rs. 23 lakhs) towards CSR activities which includes contribution / donations made to the trusts which are engaged in activities prescribed under section 135 of the Companies Act, 2013 read with Schedule VII to the said Act
- c) Amount required to be spent and amount spent towards CSR activities by the Company

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Amount required to be spent as per section 135 of the Act		
(i) Unspent / (excess spent) amount as at the beginning of the year	(0.26)	(2.66)
(ii) Amount required to be spent during the year based on average of preceeding three year profits	35.65	25.40
Total amount required to be spent	35.39	22.74
Amount spent during the year on :		
(i) Construction/acquisition of assets	-	-
(ii) on purpose other than above	35.99	23.00
Balance / (excess) amount to be spent / spent as per section 135 of the Act	(0.60)	(0.26)

The Company has made CSR Contributions of Rs. 5 lakhs to related party "Sherry and Diya Foundation" in which, one of the director is trustee (31 March 2023 : Rs. 9 lakhs) (refer note no 33).

30 Contingent Liabilities (to the extent not provided for)

The Company does not have any claim to be acknowledged as debts as on 31 March 2024 (as at 31 March 2023 Rs. Nil).

31 Capital Commitments

The Company does not have any Capital Commitments as on 31 March 2024 (as at 31 March 2023 Rs. Nil).

32 Leases

The Company's lease asset classes primarily consist of leases of buildings or part thereof taken on lease for offices premises.

The Company uses following practical expedient, when applying Ind AS 116 to leases :

- (1) The Company didn't recognised Right of Use and Lease liabilities for lease for which the lease terms ends within 12 months on the date of initial transition and low value assets.
- (2) The Company excluded initial direct cost from measurement of the Right of Use assets at the date of initial application.
- (3) The Company uses hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

Following are the changes in the carrying value of right of use assets for the year ended 31 March 2024:

Particulars	Amount
Right of Use Asset - Office Premises	
Cost	
Balance as at 1 April 2022	55.11
Additions	-
Deletions	-
Balance as at 31 March 2023	55.11
Additions	-
Deletions	-
Balance as at 31 March 2024	55.11

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

Accumulated Depreciation

Balance as at 1 April 2022	32.60
Depreciation charged for the year	12.23
Deletions	-
Balance as at 31 March 2023	44.83
Depreciation charged for the year	10.28
Deletions	-
Balance as at 31 March 2024	55.11
Carrying amount	
Balance as at 31 March 2023	10.28
Balance as at 31 March 2024	-

Following is the movement in lease liabilities during the year ended 31 March 2024:

Particulars	Amount
Balance as at 1 April 2022	32.92
Additions	-
Interest accrued during the year	3.22
Deletions	-
Payment of lease liabilities	19.80
Balance as at 31 March 2023	16.34
Additions	-
Interest accrued during the year	1.21
Deletions	-
Payment of lease liabilities	17.55
Balance as at 31 March 2024	(0.00)

The Company has not revalued any of its Right-of-use assets during the years ended 31 March 2024 and 31 March 2023. Hence, the amount of change in gross and net carrying amount due to revaluation and impairment losses/reversals is nil.

Break-up of the contractual maturities of lease liabilities on an undiscounted basis :

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Less than 1 year	-	17.55
1 to 2 years	-	-
2 to 3 years	-	-
3 to 4 years	-	-
4 to 5 years	-	-
More than 5 years	-	-
Total	-	17.55
Weighted average effective interest rate (%)	9.00%	9.00%

Short-term leases expenses incurred :

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Amounts recognised in the Statement of Profit and Loss		
Depreciation charge of right-of-use assets (included in depreciation, amortisation and impairment)	10.28	12.23
Interest expense (included in finance costs)	1.21	3.22
Expense relating to short-term leases (included in other expenses)	0.07	-
The total cash outflow for leases during the year	11.57	15.45

The Company does not face a significant liquidity risk with regard to its lease liabilities as the assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

33 Related party disclosures

A List of related parties and relationships with whom transaction have taken place and relationships of control

Nature of relationship	Name of the party
Promoters	Mr. Ketan Kothari Mrs. Namita Ketan Kothari
Subsidiary	Arvog Enterprises Limited (for 20.10.2023 to 13.03.2024) (refer note no 40)
Key Management Personnel (KMP)	Mr. Ketan Kothari, Promoter & Director Mrs. Riddhi Tilwani, Director Mr. Nishant Ranka, Director Mr. Narendra Jain, Director Mr. Priyank Kothari Mr. Dharmesh Trivedi (w.e.f. 07.06.2022) Mr. Aakash Jain, Chief Financial Officer Mr. Sunny Parekh, Company Secretary Mr. Amit Shroff, Chief Executive Officer (w.e.f. 13.12.2022)
Relatives of Key Management Personnel (where there are transactions)	Mr. Vivek Kothari Mr. Mukesh Kothari Mrs. Dimple Vivek Kothari Mrs. Dimple Mukesh Kothari
Enterprise over which promoters or Key Managerial Personnel are able to exercise influence (entities with whom the Company has transactions)	Aranath Real Estate Private Limited (Formerly Known as Renaissance Fincon Private Limited) Augmont Enterprises Private Limited Augmont Goldtech Private Limited (Formerly known as Augmont Precious Metals Private Limited) Badami Investment HR Commercial Private Limited Kevin & Mike Consultancy Krish Dreams Home Private Limited RSBL Builders LLP Sherry and Diya Foundation

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

(a) Transaction with Related Party

Nature of Transaction	Year ended 31 March 2024			Year ended 31 March 2023	
	Key Management Personnel (KMP)	Relatives of KMP	Enterprise owned or controlled by KMP or Relatives	Key Management Personnel (KMP)	Enterprise owned or controlled by KMP or Relatives
INCOME					
Interest Received	-	-	408.10	-	672.25
Aranth Real Estate Private Limited (Formerly Known as Renaissance Fincon Private Limited)	-	-	158.06	-	120.99
Augmont Enterprises Private Limited	-	-	231.65	-	219.23
Augmont Goldtech Private Limited (Formerly Known as Augmont Precious Metals Private Limited)	-	-	-	-	0.36
Badami Investment	-	-	8.71	-	239.54
HR Commercial Private Limited	-	-	-	-	3.90
Kevin & Mike Consultancy	-	-	-	-	13.65
Krish Dreams Home Private Limited	-	-	9.68	-	74.58
Sale of Investments - Subsidiary	0.33	0.67	-	-	-
Ketan Kothari	0.33	-	-	-	-
Vivek Kothari	-	0.33	-	-	-
Mukesh Kothari	-	0.33	-	-	-
Nimita Kothari *	-	0.00	-	-	-
Dimple Vivek Kothari *	-	0.00	-	-	-
Dimple Mukesh Kothari *	-	0.00	-	-	-
Sale of Investments - Other	-	-	19.98	-	-
Badami Investments	-	-	19.98	-	-
EXPENSES					
Remuneration & Sitting Fees (Excl GST)	28.75	-	-	28.60	-
Narendra Jain	27.00	-	-	27.00	-
Nishant Ranka	0.50	-	-	0.50	-
Riddhi Tilwani	0.50	-	-	0.50	-
Dharmesh Trivedi	0.75	-	-	0.60	-
Salary Paid	63.02	-	-	45.34	-
Aakash Jain	20.01	-	-	18.00	-
Sunny Parekh	18.29	-	-	16.87	-
Amit Shroff	24.73	-	-	10.47	-
Professional fees paid	14.45	-	-	15.00	-
Priyank Kothari	14.00	-	-	15.00	-
Amit Shroff	0.45	-	-	-	-
Rent Paid	-	-	16.80	-	16.80
RSBL Builders LLP	-	-	16.80	-	16.80
Interest Paid	-	-	84.60	-	74.49
Aranth Real Estate Private Limited (Formerly Known as Renaissance Fincon Private Limited)	-	-	-	-	7.96
Augmont Goldtech Private Limited (Formerly Known as Augmont Precious Metals Private Limited)	-	-	1.31	-	-
HR Commercial Private Limited	-	-	83.30	-	66.53
CSR Contribution made	-	-	5.00	-	9.00
Sherry and Diya Foundation	-	-	5.00	-	9.00
Loan Given during the year- unsecured-Short Term	-	-	13,987.48	-	23,875.31
Aranth Real Estate Private Limited (Formerly Known as Renaissance Fincon Private Limited)	-	-	3,706.02	-	8,451.84
Augmont Goldtech Private Limited (Formerly Known as Augmont Precious Metals Private Limited)	-	-	-	-	400.00
Augmont Enterprises Private Limited	-	-	9,877.00	-	13,457.00
Badami Investment	-	-	45.00	-	1,278.34
HR Commercial Private Limited	-	-	-	-	262.64
Krish Dreams Home Private Limited	-	-	359.46	-	25.50
Loan Received Back	-	-	16,199.48	-	25,120.79
Aranth Real Estate Private Limited (Formerly Known as Renaissance Fincon Private Limited)	-	-	3,741.01	-	8,785.19
Augmont Goldtech Private Limited (Formerly Known as Augmont Precious Metals Private Limited)	-	-	-	-	400.00
Augmont Enterprises Private Limited	-	-	10,848.17	-	12,022.12
Badami Investment	-	-	622.08	-	3,314.55
HR Commercial Private Limited	-	-	-	-	262.64
Kevin & Mike Consultancy	-	-	-	-	272.90
Krish Dreams Home Private Limited	-	-	988.22	-	63.40
Loan taken during the year- unsecured-Short Term	-	-	500.00	-	1,587.86
Augmont Goldtech Private Limited (Formerly Known as Augmont Precious Metals Private Limited)	-	-	350.00	-	-
HR Commercial Private Limited	-	-	150.00	-	1,587.86
Loan Paid - Refunded	-	-	1,289.15	-	216.80
Augmont Goldtech Private Limited (Formerly Known as Augmont Precious Metals Private Limited)	-	-	350.00	-	-
HR Commercial Private Limited	-	-	939.15	-	216.80

* Amount below Rs. 500/-

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

(b) Outstanding as the the balance sheet date

Nature of Transaction	As at 31 March 2024		As at 31 March 2023	
	Key Management Personnel (KMP)	Enterprise owned or controlled by KMP or Relatives	Key Management Personnel (KMP)	Enterprise owned or controlled by KMP or Relatives
Loan Given - Short Term - Outstanding (including accrued interest)	-	545.76	-	2,856.31
Augmont Enterprises Private Limited	-	545.76	-	1,530.28
Aranth Real Estate Private Limited (Formerly Known as Renaissance Fincon Private Limited)	-	-	-	79.08
Badami Investment	-	-	-	602.12
Krish Dreams Home Private Limited	-	-	-	644.83
Loan Received - Outstanding (including accrued interest)	-	722.70	-	1,497.73
HR Commercials Private Limited	-	722.70	-	1,497.73
Other financials liabilities	6.09	-	6.30	-
Narendra Jain	1.91	-	1.32	-
Aakash Jain	1.36	-	1.32	-
Sunny Parekh	1.46	-	1.00	-
Amit Shroff	1.36	-	2.66	-

Note:

1. Related parties are as identified by the Company and relied upon by the Auditors.
2. No amount pertaining to Related Parties have been provided for as doubtful debts / written back.
3. There were no guarantee given or security provided during the year to the related parties.
4. Terms and conditions of transaction with related parties: the transactions among the related parties are in the ordinary course of business based on normal commercial terms, conditions, market rates.
5. The above related party disclosure are also in compliance with the 'Related Party Disclosure' as mandated by RBI (NBFC Scale Based Regulations) Directions, 2023.

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

34 EMPLOYEE BENEFITS

i) Defined contribution plan :

The Company makes Provident fund contribution which are defined contribution plans for qualifying employees. Under the scheme, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company have recognised Rs. 4.74 lakhs (31 March 2023: Rs. 3.13 lakhs) for Provident fund contributions in the Statement of profit and loss. The contributions payable to the plan by the Company is at rates specified in the rules of the scheme.

ii) Defined benefit gratuity plan :

In accordance with the applicable laws, the Company provides for gratuity, a defined benefit retirement plan ("The Gratuity Plan") covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date.

The disclosure in respect of the defined Gratuity Plan are given below:

a. Amounts recognised in the Statement of Profit & Loss

	Year ended 31 March 2024	Year ended 31 March 2023
Current service cost	3.93	2.12
Past service cost	-	-
Interest cost/(income)	0.54	0.80
Total amount recognised in Statement of Profit & Loss	4.47	2.93

b. Amount recognised in Other Comprehensive income

	Year ended 31 March 2024	Year ended 31 March 2023
Return on plan assets excluding amounts included in net finance income/(cost)	-	-
Actuarial (gains) / losses arising from changes in financial assumptions	0.60	(0.27)
Actuarial (gains) / losses arising from changes in demographic assumption	0.42	-
Experience (gains) / losses	0.68	(6.25)
Total amount recognised in Other Comprehensive Income	1.70	(6.51)

c. Changes in the defined benefit obligation

	As at 31 March 2024	As at 31 March 2023
Opening defined benefit obligation	7.54	11.13
Current service cost	3.93	2.12
Past service cost	-	-
Interest Cost/(Income)	0.54	0.80
included in net finance income/cost	-	-
Actuarial (gain)/loss arising from changes in demographic assumptions	0.42	-
Actuarial (gain)/loss arising from changes in financial assumptions	0.60	(0.27)
Actuarial (gain)/loss arising from experience adjustments	0.68	(6.25)
Employer contributions	-	-
Benefit payments	(0.48)	-
Closing defined benefit obligation	13.23	7.54

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

d. Change in the fair value of plan assets during the year

Opening Fair value of plan assets

Interest Cost/(Income)

Expected return of plan assets excluding amounts included in net finance income/cost

Employer contributions

Adjustment due to change in opening balance of Plan assets

Actual Benefit payments

Closing Fair value of plan assets

As at 31 March 2024	As at 31 March 2023
-	-
-	-
-	-
-	-
-	-
(0.48)	-
(0.48)	-

e. Net defined benefit obligation

Defined benefit obligation

Fair value of plan assets

Surplus/(Deficit)

Current portion of the above

Non Current portion of the above

As at 31 March 2024	As at 31 March 2023
13.23	7.54
-	-
13.23	7.54
0.30	0.08
12.92	7.46

f. Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows:

Financial Assumptions

Discount rate

Salary Escalation Rate

Year ended 31 March 2024	Year ended 31 March 2023
7.14%	7.41%
5.00%	5.00%

g. Sensitivity

The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are:

	Impact on defined benefit obligation		
	Change in assumption	Increase in assumption	Decrease in assumption
Discount rate	1.00%	11.16	15.82
Salary Escalation Rate	1.00%	15.71	11.06

The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.

h. The defined benefit obligations shall mature after year end 31 March 2023 as follows:

Expected payments for future years	As at 31 March 2024	As at 31 March 2023
Within the next 12 months	0.30	0.08
Between 1 and 2 years	0.37	0.10
Between 2 and 3 years	0.42	0.14
Between 3 and 4 years	0.44	0.16
Between 4 and 5 years	0.47	0.17
Thereafter	11.22	6.89

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

iii) Employee share based payment plans:

During the year ended 31 March, 2022, the Company implemented Finkurve Employee Stock Option Plan 2018 ("2018 Plan"). The plan was approved by the shareholders in the Company's 34th AGM held on 29 September, 2018. The 2018 Plan have resulted into creation of ESOP pool of 50 lakhs options resulting into 50 lakhs equity shares of Rs 1 each. Further, the stock options to any single employee under the Plan shall not exceed 1% of fully diluted equity Shares of the Company during the tenure of the Plan, subject to compliance with Applicable Law.

The options granted under 2018 Plan have a maximum vesting period of 4 years from the end of grant date and is exercisable within 5 years of last vesting date. The options granted are based on the performance of the employees during the year of the grant and their continuing to remain in service. The process for determining the eligibility of employees for the grant of stock options under the 2018 Plan shall be determined by the Nomination and Remuneration Committee (Administrator of the 2018 Plan) in consultation with Board and based on employee's grade, performance rating and such other criteria as may be considered appropriate. The employees shall be entitled to receive one equity share of the Company on exercise of each stock option, subject to performance of the employees and continuation of employment over the vesting period and other terms of the plan. The Board of Directors or the Nomination and Remuneration Committee shall decide the Exercise Price and the discount rate at the time of granting the Options on the basis of per share Market rate of the shares of the Company as defined under 2018 Plan.

a) Details of stock options granted:

Particulars	Grant 1	Grant 2	Grant 3
Grant Date	1/4/2021	30/6/2021	24/8/2021
Last vesting date	31/3/2025	29/6/2025	23/8/2025
Market price at the time of grant of option (INR)	43.90	64.40	52.00
Exercise Price (INR)	27.00	27.00	27.00
Options outstanding at the beginning of the year	234,800	-	63,750
Options granted during the year	-	-	-
Options exercised during the year	-	-	-
Options forfeited during the year	-	-	-
Options lapsed during the year	-	-	-
Balance as at year end	234,800	-	63,750
Vesting of option (in % of total) at period end			
1st - after the end of 12 month from Grant date	25%	25%	25%
2nd - after the end of 24 month from Grant date	20%	20%	20%
3rd - after the end of 36 month from Grant date	20%	20%	20%
4th - after the end of 48 month from Grant date	35%	35%	35%
Exercisable till the period end (5 years from last vesting date)	31/3/2030	29/6/2030	23/8/2030

b) Fair Value of Stock Options granted:

Fair Value of Stock Options was calculated using the Black Scholes Model. The key assumptions used for calculating the option fair value are as below:

Particulars	Risk free interest rate	Expected volatility	Dividend yield	Issue price at Grant Date (INR) (*)	Exercise price (INR)
Grant 1 - 1st April 2021					
1st Vesting - 25% of total	3.93%	70.71%	0.00%	48.00	27.00
2nd Vesting - 20% of total	4.54%	71.04%	0.00%	51.68	27.00
3rd Vesting - 20% of total	4.93%	71.64%	0.00%	54.61	27.00
4th Vesting - 35% of total	5.59%	72.45%	0.00%	57.18	27.00
Grant 2 - 30th June 2021					
1st Vesting - 25% of total	4.09%	69.90%	0.00%	66.72	27.00
2nd Vesting - 20% of total	4.59%	70.50%	0.00%	70.05	27.00
3rd Vesting - 20% of total	4.89%	71.65%	0.00%	73.08	27.00
4th Vesting - 35% of total	5.65%	71.80%	0.00%	75.78	27.00
Grant 3 - 24th August 2021					
1st Vesting - 25% of total	4.17%	71.04%	0.00%	55.22	27.00
2nd Vesting - 20% of total	4.48%	70.94%	0.00%	58.71	27.00
3rd Vesting - 20% of total	4.93%	71.99%	0.00%	61.79	27.00
4th Vesting - 35% of total	5.41%	71.87%	0.00%	64.24	27.00

During the year, the Company has recognised an expense of Rs. 14.58 lakhs (31 March, 2023 - Rs. 7.82 lakhs)

(*) Issue price includes the strike price, i.e. amount to be paid by employee and call price, i.e. the cost recognised and to be recognised in the Statement of Profit and Loss over the vesting period calculated under Black Scholes Model.

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35 Segment Information

The Company primarily operates in Financing and other activities. Further, all activities are carried out within India. Based on the 'management approach' as defined in Ind AS 108, the Chief Operating Decision Maker (CODM), there are no other operating segments which are identified as such and need to be reported.

36 Maturity analysis of assets and liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled

Particulars	As at 31 March 2024			As at 31 March 2023		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Assets						
Financial Assets						
Cash and cash equivalents	865.73	-	865.73	446.33	-	446.33
Loans	24,582.76	1,168.78	25,751.54	20,446.01	1,615.84	22,061.85
Investments	1.05	345.75	346.80	0.06	410.33	410.39
Other financial assets	57.73	479.96	537.69	66.06	210.22	276.28
Non Financial Assets						
Current tax assets (net)	40.60	-	40.60	78.23	-	78.23
Deferred tax assets (net)	-	67.44	67.44	-	66.80	66.80
Property, plant and equipment	-	74.43	74.43	-	106.61	106.61
Right of use assets	-	-	-	10.28	-	10.28
Other intangible assets	-	13.02	13.02	-	0.61	0.61
Other non financial assets	668.00	-	668.00	3.83	-	3.83
Total Assets	26,215.87	2,149.37	28,365.24	21,050.80	2,410.41	23,461.20
Liabilities						
Financial liabilities						
Payables						
- Trade payables						
(i) Total outstanding dues of micro enterprises and small enterprises	15.90	-	15.90	15.89	-	15.89
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	572.37	-	572.37	366.51	-	366.51
Debt securities	17.68	750.00	767.68	17.53	750.00	767.53
Borrowings (Other than debts securities)	5,038.00	1,733.71	6,771.71	4,347.03	32.41	4,379.44
Lease liabilities	-	-	-	16.34	-	16.34
Other financial liabilities	1,109.65	-	1,109.65	544.72	-	544.72
Non financial liabilities						
Current tax liabilities (net)	151.18	-	151.18	52.93	-	52.93
Provisions	0.30	12.92	13.23	0.08	7.46	7.54
Other non-financial liabilities	93.23	-	93.23	60.43	-	60.43
Total liabilities	6,998.31	2,496.64	9,494.94	5,421.47	789.87	6,211.34

37 Fair values

(a) Financial instruments by category:

Particulars	As at 31 March 2024			
	Amortised cost	At fair value through profit or loss	Total carrying value	Total Fair value
Financial assets				
Cash and bank balances	865.73	-	865.73	865.73
Trade receivables	-	-	-	-
Loans	25,751.54	-	25,751.54	25,751.54
Investments	-	346.80	346.80	346.80
Other financial assets	537.69	-	537.69	537.69
	27,154.96	346.80	27,501.76	27,501.76
Financial liabilities				
Trade payables	588.27	-	588.27	588.27
Debt securities	767.68	-	767.68	767.68
Borrowings (other than debt securities)	6,771.71	-	6,771.71	6,771.71
Lease liabilities	-	-	-	-
Other financial liabilities	1,109.65	-	1,109.65	1,109.65
	9,237.31	-	9,237.31	9,237.31

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Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

Particulars	As at 31 March 2023			
	Amortised cost	At fair value through profit or loss	Total carrying value	Total fair value
Financial assets				
Cash and bank balances	446.33	-	446.33	446.33
Trade receivables	-	-	-	-
Loans	22,061.85	-	22,061.85	22,061.85
Investments	-	410.39	410.39	410.39
Other financial assets	276.28	-	276.28	276.28
	22,784.45	410.39	23,194.84	23,194.84
Financial liabilities				
Trade payables	382.40	-	382.40	382.40
Debt Securities	767.53	-	767.53	767.53
Borrowings (other than debt securities)	4,379.44	-	4,379.44	4,379.44
Lease Liabilities	16.34	-	16.34	16.34
Other financial liabilities	544.72	-	544.72	544.72
	6,090.44	-	6,090.44	6,090.44

b) Fair value hierarchy and method of valuation:

The Company categorises assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

Level 1 - Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs are inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.

Level 3 - Inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants. The management of the Company assessed that loans given, cash and cash equivalents, trade receivables, trade payables, other current financial liabilities, current loans and other financial assets approximate their carrying amounts largely due to the short-term maturities of these instruments.

The following table provides the fair value measurement hierarchy of the assets and liabilities of the Company :-

Quantitative disclosures fair value measurement hierarchy for assets/liabilities as at year end:

Particulars	As at 31 March 2024				
	Carrying value	Level 1	Level 2	Level 3	Total
Financial assets measured at FVTPL					
Investments in equity shares	16.19	1.05	-	15.14	16.19
Investment in preference shares	223.40	-	-	223.40	223.40
Investment in AIF	77.21	-	-	77.21	77.21
Investment in debentures	30.00	-	-	30.00	30.00
Investment in mutual funds	-	-	-	-	-

Particulars	As at 31 March 2023				
	Carrying value	Level 1	Level 2	Level 3	Total
Financial assets measured at FVTPL					
Investments in equity shares	114.19	0.06	-	114.13	114.19
Investment in preference shares	210.50	-	-	210.50	210.50
Investment in AIF	50.70	-	-	50.70	50.70
Investment in debentures	35.00	-	-	35.00	35.00
Investment in mutual funds	-	-	-	-	-

(c) Fair value measurements using significant unobservable inputs (level 3)

	As at 31 March 2024	As at 31 March 2023
Opening Balance	410.33	508.45
Acquisition during the year	73.61	192.70
Gain/(Losses) recognised in statement of profit or loss	(89.02)	(111.23)
Disposal during the year	(49.19)	(179.59)
Closing Balance	345.75	410.33

(d) Significant unobservable input(s) for Level 3 hierarchy

The fair value of financial instruments that are not traded in active market is determined by using valuation techniques. The Company uses judgement to select from variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. Significant inputs considered in valuation are Terminal Growth rate, Weighted average cost of capital and computation of Net asset value in case of certain investments.

Relationship of unobservable inputs to fair value and sensitivity

Increase or decrease in multiple will result in increase or decrease in valuation.

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

38 Financial risk management objectives and policies

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's Board of Directors has appropriate financial risk governance framework for the Company. The Board of Directors govern the Company's financial risk activities by appropriate policies and procedure and that financial risks are identified, measured and managed in accordance with the company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each risk, which are summarised as below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises 3 types of risk: interest rate risk and currency risk. Financial instruments affected by market risk includes loans, Investment in units of mutual fund, and borrowings.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk primarily from borrowings. The Company monitors the changes in interest rates and actively regarding finances its debt obligations and/or re-evaluate the investment position to achieve an optimal interest rate exposure.

The Company's borrowings are majorly is at fixed interest rates and accordingly, the company is not exposed to any significant interest rate risk.

Foreign currency risk and sensitivity

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The company does not have any foreign currency exposure, accordingly it is not exposed to the foreign currency risks.

Investment price risk

The Company's exposure in Investment in equity share & mutual funds - Quoted as at 31 March 2024 is INR 1.05 lakhs (31 March 2023 Rs. 0.06 lakhs) and as a result the impact of any price change will not have a material effect on the profit or loss of the Company.

Credit Risk

The Company is exposed to credit risk from their operating activities (primarily Loans given), The Company manage the credit risk by continuously monitoring the creditworthiness of customers. The Company has used a practical expedient by computing the expected credit loss allowance for external trade receivables based on a provision matrix. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix.

Expected credit loss on loans given is Rs. 192.32 lakhs (31 March 2023 - 351.04 lakhs).

Liquidity Risk

Liquidity risk refers to insufficiency of funds to meet the financial obligations. The Company manages liquidity risk by borrowings, fund infusion by issue of equity shares/ preference shares, continuously monitoring forecast and actual cash flows, and by assessing the maturity profiles of financial assets and liabilities.

The following tables detail the company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the company can be required to pay. The tables include principal cash flows. The contractual maturity is based on the earliest date on which the company may be required to pay.

As at 31 March 2024	Less than 12 months	1 to 5 years	> 5 years	Total
Trades payables	588.27	-	-	588.27
Debt securities	17.68	-	750.00	767.68
Borrowings (other than debt securities)	5,038.00	1,733.71	-	6,771.71
Lease Liability	-	-	-	-
Other Financial Liability	1,109.65	-	-	1,109.65
As at 31 March 2023	Less than 12 months	1 to 5 years	> 5 years	Total
Trades payables	382.40	-	-	382.40
Debt securities	17.53	-	750.00	767.53
Borrowings (other than debt securities)	4,347.03	32.41	-	4,379.44
Lease Liability	16.34	-	-	16.34
Other Financial Liability	544.72	-	-	544.72

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

39 Capital management

Risk management

The Company's objectives when managing capital are to

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

The Company monitors capital using a capital adequacy ratio as prescribed by Reserve Bank of India.

40 Transactions in the nature of change in ownership in other entities

The Company had incorporated a Wholly Owned Subsidiary (WOS), M/s. Arvog Enterprises Limited on 20th October 2023, for providing "Lender Service Provider" (LSP) services. However, due to regulatory and compliance constraints, the said WOS could not start its business operations and therefore the Company sold all of the shares of the said WOS worth of Rs. 1,00,000/- (Rupees One Lac Only) at cost to the related parties (refer note no 33). Thus, the said WOS ceased to be the WOS effective from 13th March, 2024 and, as the WOS did not started its business activities during the subsidiary period, the consolidated financial statements is not applicable.

41 Recent accounting and other pronouncements :

'A) New Standards issued or amendments to the existing standard but not yet effective :

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

As on 31 March 2024, there is no new standard notified or amendment to any of the existing standards under Companies (Indian Accounting Standards) Rules, 2015.

B) other recent pronouncements :

On October 19, 2023, the Reserve Bank of India (RBI) had issued Master Direction - Reserve Bank of India (Non-Banking Financial Company Scale Based Regulation) Directions, 2023. Accordingly, the Company, considering such guidelines have adopted required changes in process, policies and disclosures.

42 Reconciliation of movement of liabilities to cash flows arising from financing activities

Particulars	As at 31 March 2023	Cash Flows	Other	As at 31 March 2024
Debt securities	767.53	0.15	-	767.68
Borrowings (other than debt securities)	4,379.44	2,392.27	-	6,771.71
Lease liabilities	16.34	(17.55)	1.21	-
Total liabilities from financing activities	5,163.31	2,374.87	1.21	7,539.39

Particulars	As at 01 April 2022	Cash Flows	Other	As at 31 March 2023
Debt securities	-	767.53	-	767.53
Borrowings (other than debt securities)	2,333.17	2,046.27	-	4,379.44
Lease liabilities	32.92	(19.80)	3.22	16.34
Total liabilities from financing activities	2,366.09	2,794.00	3.22	5,163.31

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

43 Schedule to the Balance Sheet of a Non-Banking Financial Company as required under Master Direction - Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 :

Particulars	As at 31 March 2024		As at 31 March 2023	
	Amount Outstanding	Amount Overdue	Amount Outstanding	Amount Overdue
LIABILITIES SIDE:				
1 Loans and advances availed by the NBFC inclusive of interest accrued thereon but not paid :				
(a) Debentures : Secured	767.68	-	767.53	-
: Unsecured	-	-	-	-
(other than falling within the meaning of public deposits)				
(b) Deferred Credits	-	-	-	-
(c) Term Loans	2,897.93	-	548.27	-
(d) Inter-corporate loans and borrowing	1,770.22	-	2,932.24	-
(e) Commercial Paper	-	-	-	-
(f) Public Deposit	-	-	-	-
(g) Other Loans (specify nature)	-	-	-	-
- Cash credit from Bank against Gold re-pledge - secured	1,909.61	-	745.00	-
- Bank overdraft - secured	193.95	-	153.93	-

2 Break-up of 1(f) above (outstanding public deposits inclusive of interest accrued thereon but not paid) :				
(a) In the form of Un-Secured Debentures	-	-	-	-
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-	-	-
(c) Other public deposits	-	-	-	-

Particulars	As at 31 March 2024	As at 31 March 2023
	Amount Outstanding	Amount Outstanding
ASSETS SIDE:		

3	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :		
	(a) Secured	21,704.39	15,341.10
	(b) Unsecured	4,241.48	7,071.78

4 Break up of Leased Assets and stock on hire and other assets counting towards asset financing activities :

(i) Lease assets including lease rentals under sundry debtors:

(a) Financial lease	-	-
(b) Operating lease	-	-

(ii) Stock on hire including hire charges under sundry debtors:

(a) Assets on hire	-	-
(b) Repossessed Assets	-	-

(iii) Other loans counting towards asset financing activities :

(a) Loans where assets have been repossessed	-	-
(b) Loans other than (a) above	-	-

FINKURVE FINANCIAL SERVICES LIMITED

**Notes forming part of the Financial Statements for the year ended 31 March 2024
(All amounts in INR in Lakhs, unless otherwise stated)**

5 Breakup of Investments

Current Investments :

1. Quoted :

(i) Shares : (a) Equity	0.59	0.03
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (please specify)	-	-

2. Unquoted :

(i) Shares : (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (please specify)	-	-

Long Term investments :

1. Quoted :

(i) Shares : (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (please specify)	-	-

2. Unquoted :

(i) Shares : (a) Equity	150.96	180.94
(b) Preference	313.39	295.49
(ii) Debentures and Bonds	35.00	35.00
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others - Units of Venture Capital Funds	5.12	5.12
- Units of AIF	97.21	60.70

6 Borrower group-wise classification of assets financed as in (3) and (4) above :

Category	As at 31 March 2024			As at 31 March 2023		
	Amount net of provision			Amount net of provision		
	Secured	Unsecured	Total	Secured	Unsecured	Total
1. Related Parties						
(a) Subsidiaries	-	-	-	-	-	-
(b) Companies in the same group	-	-	-	-	-	-
(c) Other related parties	-	544.39	544.39	-	2,836.93	2,836.93
2. Other than related parties	21,570.54	3,636.61	25,207.15	15,210.15	4,014.77	19,224.92
Total	21,570.54	4,181.00	25,751.54	15,210.15	6,851.70	22,061.85

7 Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

Category	As at 31 March 2024		As at 31 March 2023	
	Market Value/Break up or fair value or NAV	Book Value (Net of Provisions)	Market Value/Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties				
(a) Subsidiaries	-	-	-	-
(b) Companies in the same group	-	-	-	-
(c) Other related parties	-	-	-	-
2. Other than related parties	346.80	346.80	410.39	410.39

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

8	Other information	Amount	Amount
	(i) Gross Non-Performing Assets		
	(a) Related parties	-	-
	(b) Other than related parties	512.81	479.61
	(ii) Net Non-Performing Assets		
	(a) Related parties	-	-
	(b) Other than related parties	386.44	239.68
	(iii) Assets acquired in satisfaction of debt	-	-

43 Schedule to the Balance Sheet of a Non-Banking Financial Company as required under Master Direction - Non-Banking Financial Company – Non -Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 :

Particulars	As at 31 March 2024		As at 31 March 2023	
	Amount Outstanding	Amount Overdue	Amount Outstanding	Amount Overdue
LIABILITIES SIDE:				
1 Loans and advances availed by the NBFC inclusive of interest accrued thereon but not paid :				
(a) Debentures : Secured	767.68	-	767.53	-
: Unsecured	-	-	-	-
(other than falling within the meaning of public deposits)				
(b) Deferred Credits	-	-	-	-
(c) Term Loans	2,897.93	-	548.27	-
(d) Inter-corporate loans and borrowing	1,770.22	-	2,932.24	-
(e) Commercial Paper	-	-	-	-
(f) Public Deposit	-	-	-	-
(g) Other Loans (specify nature)	-	-	-	-
- Cash credit from Bank against Gold re-pledge - secured	1,909.61	-	745.00	-
- Bank overdraft - secured	193.95	-	153.93	-
2 Break-up of 1(f) above (outstanding public deposits inclusive of interest accrued thereon but not paid) :				
(a) In the form of Un-Secured Debentures	-	-	-	-
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-	-	-
(c) Other public deposits	-	-	-	-

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

Particulars	As at 31 March 2024	As at 31 March 2023
ASSETS SIDE:	Amount Outstanding	Amount Outstanding
3 Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :		
(a) Secured	21,704.39	15,341.10
(b) Unsecured	4,241.48	7,071.78
4 Break up of Leased Assets and stock on hire and other assets counting towards asset financing activities :		
(i) Lease assets including lease rentals under sundry debtors:		
(a) Financial lease	-	-
(b) Operating lease	-	-
(ii) Stock on hire including hire charges under sundry debtors:		
(a) Assets on hire	-	-
(b) Repossessed Assets	-	-
(iii) Other loans counting towards asset financing activities :		
(a) Loans where assets have been repossessed	-	-
(b) Loans other than (a) above	-	-
5 Breakup of Investments		
Current Investments :		
1. Quoted :		
(i) Shares : (a) Equity	0.59	0.03
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (please specify)	-	-
2. Unquoted :		
(i) Shares : (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (please specify)	-	-

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

Long Term investments :

1. Quoted :

(i) Shares : (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (please specify)	-	-

2. Unquoted :

(i) Shares : (a) Equity	150.96	180.94
(b) Preference	313.39	295.49
(ii) Debentures and Bonds	35.00	35.00
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others - Units of Venture Capital Funds	5.12	5.12
- Units of AIF	97.21	60.70

6 Borrower group-wise classification of assets financed as in (3) and (4) above :

Category	As at 31 March 2024			As at 31 March 2023		
	Amount net of provision			Amount net of provision		
	Secured	Unsecured	Total	Secured	Unsecured	Total
1. Related Parties						
(a) Subsidiaries	-	-	-	-	-	-
(b) Companies in the same group	-	-	-	-	-	-
(c) Other related parties	-	544.39	544.39	-	2,836.93	2,836.93
2. Other than related parties	21,570.54	3,636.61	25,207.15	15,210.15	4,014.77	19,224.92
Total	21,570.54	4,181.00	25,751.54	15,210.15	6,851.70	22,061.85

7 Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

Category	As at 31 March 2024		As at 31 March 2023	
	Market Value/Break up or fair value or NAV	Book Value (Net of Provisions)	Market Value/Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties				
(a) Subsidiaries	-	-	-	-
(b) Companies in the same group	-	-	-	-
(c) Other related parties	-	-	-	-
2. Other than related parties	346.80	346.80	410.39	410.39
Total	346.80	346.80	410.39	410.39

8 Other information

(i) Gross Non-Performing Assets

(a) Related parties	-	-
(b) Other than related parties	512.81	479.61

(ii) Net Non-Performing Assets

(a) Related parties	-	-
(b) Other than related parties	386.44	239.68

(iii) Assets acquired in satisfaction of debt

-

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

44 Note on Covid

The significant increase in economic activities post easing of lockdown by the state governments due to Covid-19 had resulted in improvement in business operations of the Company. The Company's management is continuously monitoring the situation and the economic factors affecting the operations of the Company.

45 ADDITIONAL REGULATORY INFORMATION REQUIRED BY SCHEDULE III TO THE COMPANIES ACT, 2013 :

i) Registration of charges or satisfaction with Registrar of Companies (ROC)

All charges or satisfaction are registered with ROC within the statutory period for the financial years ended 31 March 2024 and 31 March 2023. No charges or satisfactions are yet to be registered with ROC beyond the statutory period.

ii) Event after reporting date

There have been no events after the reporting date.

iii) Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 for the financial years ended 31 March 2024 and 31 March 2023.

iv) Utilisation of Borrowed funds and share premium

The Company, as part of its normal business, grants loans and advances, makes investment and obtains borrowings from bank and other entities. These transactions are part of Company's normal non-banking finance business, which is conducted ensuring adherence to all regulatory requirements.

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has also not received any fund from any parties (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

v) Compliance with approved Scheme(s) of Arrangements

There is no any scheme of Arrangement or Amalgamation initiated or approved by the Board of Directors and / or Shareholders of the Company or competent authority during the year ended 31 March 2024 and 31 March 2023 or in earlier years.

vi) Undisclosed income

There are no transactions which have not been recorded in the books of accounts.

vii) Title deeds of Immovable Properties not held in name of the Company

The Company does not possess any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) during the financial year ended 31 March 2024 and 31 March 2023.

viii) Analytical Ratios

Particulars	As at 31 March 2024			As at 31 March 2023	% Variance	Reasons for variance (if above 25%)
	Numerator	Denominator	Ratio	Ratio		
Capital to risk-weighted assets ratio (CRAR)	19,113.26	28,108.61	68.00%	74.87%	-9.18%	Not Applicable
Tier I CRAR	19,045.31	28,108.61	67.76%	74.36%	-8.88%	Not Applicable
Tier II CRAR	67.95	28,108.61	0.24%	0.51%	-52.56%	Due to reduction in exposure to real estate sector, general provisioning on standard assets reduced resulting into reduction in ratio
Liquidity Coverage Ratio (LCR)	(*)	(*)	(*)	(*)	(*)	(*)

(*) The company have not accepted any deposit and do not have any obligation resulting into cash outflow in next 30 days hence, LCR is not applicable.

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

ix Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual currency during the current or preceeding financial year.

x) Details of Benami Property Held

No proceedings have been initiated during the financial year or pending as at the end of the financial year against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

xi) Wilful Defaulter

The Company has not been declared as a wilful defaulter by any bank or financial institution or other lender in the current or preceeding financial year.

xii) Relationship with Struck off Companies

The Company have not entered into any transaction during the current or previous financial year with the companies whose names have been struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956 and there is no outstanding receivable from / payable to such companies as at the end of year.

46 Liquidity risk

Public Disclosure on Liquidity Risk for the year ended 31 March 2024 pursuant to RBI circular no. RBI/2019-20/88 DOR.NBFC (PD) CC. No.102 / 03.10.001 / 2019-20 dated 4 November 2019 on Liquidity Risk Management Framework for Non-Banking Financial Companies and Core Investment Companies :

(i) Funding concentration based on significant counterparty (both deposits and borrowings)

Particulars	Number of significant counterparties	Amount	% of Total deposits (*)	% of Total liabilities
As at 31 March 2024	2	3,493.99	-	36.80%
As at 31 March 2023	2	2,265.26	-	36.47%

(*) As the company have not accepted any deposits, % of total deposits is not applicable.

(ii) Top 20 large deposits (amount in INR and % of total deposits)

As the company have not accepted any deposits, same is not applicable.

(iii) Top 10 borrowings (amount in INR and % of total borrowings)

Name of Borrower	As at 31 March 2024		As at 31 March 2023	
	Amount	% of Total borrowings	Amount	% of Total borrowings
Rupee External commercial borrowing	-	0.00%	-	0.00%
Rupee, redeemable non-convertible debentures (secured)	767.68	10.18%	767.53	14.91%
Borrowing from bank	4,496.90	59.65%	942.61	18.31%
Other Intercompany borrowing	2,274.81	30.17%	3,436.83	66.77%

(iv) Funding concentration based on significant instrument/product

Name of the instrument/product	As at 31 March 2024		As at 31 March 2023	
	Amount	% of Total liabilities	Amount	% of Total liabilities
Redeemable non-convertible debentures (secured and unsecured)	-	0.00%	767.53	12.36%
External commercial bond	-	0.00%	-	0.00%
Term loan from banks	2,393.34	25.21%	-	0.00%
Cash credit from banks	2,103.56	22.15%	898.93	14.47%
Term loan from financial institution / corporates	-	0.00%	-	0.00%
External commercial borrowing - INR	-	0.00%	-	0.00%
Other loans - Securitisation liabilities	-	0.00%	-	0.00%
Deposits	-	0.00%	-	0.00%
Subordinated debts	-	0.00%	-	0.00%
Other corporate borrowings	2,274.81	23.96%	3,436.83	55.33%

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

(v) Stock ratios:

Name of the instrument/product	As at 31 March 2024			As at 31 March 2023		
	% of Total public funds	% of Total liabilities	% of Total assets	% of Total public funds	% of Total liabilities	% of Total assets
Commercial papers	-	-	-	-	-	-
Non-convertible debentures (original maturity of less than one year)	-	-	-	-	-	-
Other short-term liabilities	89.58%	71.13%	23.81%	103.13%	85.46%	22.62%

vi) Institutional set-up for liquidity risk management

The ultimate responsibility for liquidity risk management rests with the Board of directors, which has established Asset and Liability Management Committee (ALCO) for the management of the Company's short, medium and long- term funding and liquidity management requirements. The ALCO meets regularly to review the liquidity position based on future cash flows. The Company manages liquidity risk by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities. The Company also maintains adequate liquid assets, banking facilities and reserve borrowing facilities to hedge against unexpected requirements.

In order to achieve above, the Company also has an Investment Policy to ensure that safety, liquidity and return on the surplus funds are given appropriate weightages and are placed in that order of priority. The Investment Committee frames the strategy, sets the operational parameters and framework within the limits as may be set by the Board for investment. The Committee approaches the Board for revising the limit as and when required. The policy is also reviewed periodically in the background of developments in the money markets and the Investment Committee depending on the external factors proactively to reduce the risk in the investments. A well-defined front and back office mechanism is in place to ensure a system of checks and balances.

Definition of terms as used in the table above:

- 1) Significant counterparty is defined as a single counterparty or group of connected or affiliated counterparties accounting in aggregate for more than 1% of the NBFC-NDSI's, NBFC-D's total liabilities and 10% for other non-deposit taking NBFCs as defined in RBI Circular RBI/2019-20/88 DOR.NBFC (PD) CC .No.102/03.10.001/2019-20 dated 4 November 2019 on Liquidity Risk Management Framework for Non-Banking Financial Companies and Core Investment Companies.
- 2) Significant instrument/product is defined as a single instrument/product of group of similar instruments/products which in aggregate amount to more than 1% of the NBFC-NDSI's, NBFC-Ds total liabilities and 10% for other non-deposit taking NBFCs, as defined in RBI Circular RBI/2019-20/88 DOR.NBFC (PD) CC .No.102/03.10.001/2019-20 dated 4 November 2019 on Liquidity Risk Management Framework for Non-Banking Financial Companies and Core Investment Companies.
- 3) Total Liabilities has been computed as sum of all liabilities (Total of Balance Sheet less Total Equity).
- 4) Public funds include funds raised either directly or indirectly through public deposits, inter-corporate deposits, bank finance and all funds received from outside sources such as funds raised by issue of Commercial Papers, debentures etc. but excludes funds raised by issue of instruments compulsorily convertible into equity shares within a period not exceeding 5 years from the date of issue, as defined in Master Direction - Non-Banking Financial Company - Non Systemically Important Non-Deposit taking Company (Reserve Bank) Direction, 2016.
- 5) Other short-term liabilities include all short-term borrowings other than Commercial papers (if any) and Nonconvertible debentures with original maturity less than one year (if any).
- 6) The amount stated in this disclosure is based on the audited financial statements.

Further Guidelines prescribed by Reserve Bank of India vide above circular on Maintenance of Liquidity Coverage Ratio (LCR) is applicable for all non-deposit taking NBFCs with asset size of Rs. 5,000 crore and above, and all deposit taking NBFCs irrespective of their asset size. As the Company is Non-Systematically Important, Non-Deposit Accepting NBFC, such guidelines are not applicable to Company.

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

47 Disclosure of % of gold loan to total assets :

Particulars	As at 31 March 2024	As at 31 March 2023
Gold Loan (gross)	19,385.41	8,819.49
Total Assets	28,365.24	23,461.20
% of gold loan to total assets	68.34%	37.59%

48 Information about the Loans and Advances in the nature of loans to related parties

Type of Borrower	As at 31 March 2024		As at 31 March 2023	
	Amount Outstanding	% of Total Loans	Amount Outstanding	% of Total Loans
Promoters	-	0.00%	-	0.00%
Directors	-	0.00%	-	0.00%
Key Managerial Person	-	0.00%	-	0.00%
Related Parties	545.76	2.10%	2,856.31	12.74%

49 Exposure to Real Estate Sector

Category	As at 31 March 2024	As at 31 March 2023
i) Direct exposure (Net of Advances from Customers)		
a) Residential Mortgages -		
Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented. Exposure would also include non-fund based (NFB) limits.	838.98	4,163.10
b) Commercial Real Estate -		
Lending secured by mortgages on commercial real estates (office buildings, retail space, multipurpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc). Exposure would also include nonfund based (NFB) limits;	-	-
c) Investments in Mortgage Backed Securities (MBS) and other securitised exposures -		
a. Residential	-	-
b. Commercial Real Estate	-	-
ii) Indirect Exposure		
Fund based and non-fund based exposures on National Housing Bank and Housing Finance Companies	-	-
Total Exposure to Real Estate Sector	838.98	4,163.10

50 Exposure to Capital Market

Particulars	As at 31 March 2024	As at 31 March 2023
i) Direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt	269.59	245.55
ii) Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds	-	-
iii) Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security	-	-
iv) Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds does not fully cover the advances	-	-
v) Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers	-	-
vi) Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources	63.27	1,699.65
vii) Bridge loans to companies against expected equity flows / issues	-	-
viii) Underwriting commitments taken up by the NBFCs in respect of primary issue of share or convertible bonds or convertible debentures or units of equity oriented mutual funds	-	-
ix) Financing to stockbrokers for margin trading	-	-
x) All exposures to Alternative Investment Funds:		
i) Category I	77.21	50.70
ii) Category II	-	-
iii) Category III	-	-
Total Exposure to Capital Markets	410.07	1,995.90

FINKURVE FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31 March 2024

(All amounts in INR in Lakhs, unless otherwise stated)

51 Disclosure of Penalties imposed by RBI and other regulators

Details of Penalties levied by various regulators:

No penalties have been levied by any regulator on the Company for the year ended 31 March 2024 and 31 March 2023.

52 The Company is yet to receive balance confirmations in respect of certain financial assets and financial liabilities. The Management does not expect any material difference affecting the current year's financial statements due to the same.

53 The financial statements were approved for issue by the Board of Directors on 15 May 2024.

54 The previous year's figures have been recast / regrouped / rearranged wherever considered necessary to conform to the current year presentation.

As per our report of even date attached

For P. D. Saraf & Co

Chartered Accountants

Firm Registration No : 109241W

SD/-

Madhusudan Saraf

Partner

Membership No.: 41747

Place: Mumbai

Date: 15th May 2024

SD/-

Amit Shroff

Chief Executive

Officer

For and on behalf of the Board of Directors of

Finkurve Financial Services Limited

CIN : L65990MH1984PLC032403

SD/-

Ketan Kothari

Director

DIN: 00230725

SD/-

Aakash Jain

Chief Financial

Officer

SD/-

Narendra Jain

Director

DIN: 08788557

SD/-

Sunny Parekh

Company Secretary

M.No. ACS32611



Thank You!

