

NOTICE

Notice is hereby given that the Twenty-Sixth Annual General Meeting of the members of **Fortune Financial Services (India) Limited** will be held on **Friday, 8th September, 2017 at 10.00 a.m.** at Matunga Gujarati Club Limited, M. V. Savani Conference Hall, 2nd Floor, Nathalal Parekh Marg, Near Arora Cinema, Matunga, Mumbai - 400 019 to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2017 along with the schedules and the reports of the Directors and Auditors thereon and the audited consolidated financial statement of the Company for the financial year ended March 31, 2017.
2. To appoint a Director in place of Ms. Khyati Valia, (DIN : 03445571) who retires by rotation at this annual general meeting and being eligible, offers herself for re-appointment.
3. To appoint auditors and in this regard to consider and if thought fit to pass with or without modifications the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), pursuant to recommendations made by the audit committee of the Board of Directors and pursuant to the resolution passed by the members in the 23rd annual general meeting held on 22nd September, 2014 the appointment of Bathiya & Associates LLP, Chartered Accountants, Mumbai (Firm Registration Nos. 101046W/W100063), as statutory auditors of the Company to hold office till the conclusion of twenty eighth annual general meeting be and is hereby ratified and that the Board of Directors of the Company be and is hereby authorised to fix the remuneration payable to them for the financial year ending March 31, 2018 as may be determined by the audit committee in consultation with the statutory auditors."

SPECIAL BUSINESS :

4. Appointment of Mr. Alok Kumar Misra as an Independent Director not liable to retire by rotation

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

"RESOLVED THAT pursuant to Section 149, 152 of the Companies Act, 2013 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Alok Kumar Misra (DIN : 00163959) who was appointed as an Additional Independent Director of the Company pursuant to provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office from 16th September, 2016 for a term of 5 (Five) years up to 15th September, 2021.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

5. Appointment & payment of remuneration to Mr. Prateek Tayal - Manager under the Companies Act, 2013.

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

"RESOLVED THAT consent of the members be and is hereby accorded, pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 ("the Act") and such other applicable provisions, if any, and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 for the payment of remuneration to Mr. Prateek Tayal who was appointed as a Manager under the Companies Act w e f 6th October, 2016 for a period of 3 (three) years on the terms and conditions, set out in the agreement between the Company and Mr. Prateek Tayal produced at this meeting and, for the purpose of identification, initialed by the Chairman.

RESOLVED FURTHER THAT the Board of Directors ("the Board") be and is hereby authorized to execute this agreement in terms of the said draft with such alterations, changes and/or variations as may be agreed between the Board and Mr. Prateek Tayal provided that the same shall be in accordance with the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to execute all such documents and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient or proper."

6. Raising of funds

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

"RESOLVED THAT pursuant to Sections 23, 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and all other applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively "the Act") (including any amendments / modifications thereto or re-enactment thereof for the time being in force) and provisions of the Memorandum and Articles of Association of the Company, the Uniform Listing Agreement entered into with the Stock Exchange and subject to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR") as amended from time to time, the provisions of Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security



by a Person Resident Outside India) Regulations, 2000, as amended, and in accordance with applicable rules, regulations, guidelines or laws and/or any approval, consent, permission or sanction of the Central Government ("GOI"), Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI"), Registrar of Companies ("ROC"), the Stock Exchange and any appropriate authorities, institutions or bodies (hereinafter collectively referred to as the "appropriate authorities"), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission and/or sanction (hereinafter referred to as the "requisite approvals") which may be agreed to by the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute), the approval of the Board be and is hereby accorded to create, issue, offer and allot Equity Shares to the Qualified Institutional Buyers ("QIBs") on a private placement basis through a Qualified Institutions Placement ("QIP") or through any other permissible mode in accordance with Chapter VIII of the SEBI ICDR, whether or not such QIBs are Members of the Company, through a Placement Document, at such time or times in one or more tranche or tranches, at par or at such price as the Board deems fit and as may be determined in accordance with the provisions under Chapter VIII of the SEBI ICDR, and on such terms and conditions and in such manner as the Board may, in its absolute discretion determine, in consultation with the merchant banker(s), advisors or other intermediaries, provided however that the total amount raised through the issuance of such Equity Shares shall not exceed ₹ 400 Crores (Rupees Four Hundred Crores only).

RESOLVED FURTHER THAT, the pricing shall be in accordance with regulation 85 of Chapter VIII of the SEBI ICDR, as amended from time to time. The Company may offer a discount of not more than 5% (Five percent) on the price calculated for the QIP or such other discount as may be permitted under SEBI ICDR, as amended from time to time.

RESOLVED FURTHER THAT in terms of Chapter VIII of the SEBI ICDR, the allotment of the Equity Shares as may be decided by the Board shall be completed within 12 months from the date of passing of this Resolution or such other time as may be allowed under the SEBI ICDR from time to time, at such price being not less than the price determined in accordance with the provisions of SEBI ICDR and the Equity Shares shall not be eligible to be sold for a period of 12 months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR.

RESOLVED FURTHER THAT the relevant date ("Relevant Date") for determination of applicable price for the issue of the Equity Shares shall be the date of meeting in which the Board decides to open the proposed issue of Equity Shares under Chapter VIII of the SEBI ICDR.

RESOLVED FURTHER THAT the Equity Shares so issued shall rank pari passu in all respects including entitlement to dividend with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the issue, allotment, listing and trading of the Equity Shares as above, the Board, be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, including to obtain any approvals, permissions, sanctions from SEBI, Stock Exchange, Foreign Investment Promotion Board, Reserve Bank of India, and such other authorities which may be necessary or desirable, and to execute all such arrangements, contracts/agreements, memorandums, documents, etc. and to appoint and remunerate the managers, bankers, lawyers, advisors and all such agencies / intermediaries by way of commission, brokerage, fee and the like that may be involved or connected in such offerings of the Equity Shares, with power on behalf of the Company to settle any questions, difficulties or doubts, that may arise in regard to such issue, offer and allotment of Equity Shares and utilization of issue proceeds, in its absolute discretion.

RESOLVED FURTHER THAT the Board shall have authority and power to accept any modification in the proposal as may be required or imposed by GOI/RBI/SEBI/Stock Exchange or other appropriate authorities at the time of according / granting the requisite approval to the issue, allotment and listing thereof and as agreed to by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee of Directors or any other officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid Resolution."

7. Alteration of Memorandum of Association for increase in Authorised Capital of the Company

To consider and if thought fit, to give assent/dissent to passing of the following resolution as an **Ordinary resolution**:

"RESOLVED THAT pursuant to Sections 13 and 61 and any other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 (including any amendment thereto or re-enactment thereof) and other applicable provisions of the said Act,, the authorised share capital of the Company be increased from ₹ 60,00,00,000 (Rupees Sixty Crores only) divided into 6,00,00,000 (Six Crores) equity shares of ₹ 10 (Rupees Ten only) each to ₹ 100,00,00,000 (Rupees One Hundred Crores only) divided into 10,00,00,000 (Ten Crores) equity shares of ₹ 10 (Rupees Ten only) each by creating additional 4,00,00,000 (Four crores) equity shares of ₹ 10 (Rupees Ten only) each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be altered by substituting with the following new clause:

V. The Authorised Share Capital of the Company is ₹ 100,00,00,000 (Rupees One Hundred Crores only) divided into 10,00,00,000 (Ten Crores) equity shares of ₹ 10 (Rupees Ten only) each with such rights, privileges and conditions attached thereto as may be determined by the general meeting at the time of issue the Company has and shall always have the power to divide the share capital from time to time and to vary, modify and abrogate any rights privileges or conditions attached to the share in such manner as may for the time being provided in the regulations of the Company.

RESOLVED FURTHER THAT the board of directors of the Company be and are hereby severally authorized to make the necessary filings with the Registrar of Companies, other applicable filings with regulatory authorities and other necessary documents, and to do all such other acts, deeds, matter and things as may be considered fit to give effect to the above mentioned resolution".

8. To approve FFSIL - Employees Stock Option Plan 2017 and in this regard, to pass the following resolution as a Special Resolution:

To consider and if thought fit, to give assent/dissent to the passing of the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42 and 62 (1) (b) of the Companies Act, 2013 (**"the Act"**) and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment of the Act for the time being in force and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the provisions of the Securities and Exchange Board Of India (Share Based Employee Benefits) Regulations, 2014 including any modifications thereof or supplements thereto (**"the SEBI ESOS Regulations"**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"the SEBI LODR Regulations"**), the Listing Agreement entered into with the Stock Exchange where the securities of the Company are listed any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals which may be agreed by the Board of Directors of the Company (hereinafter referred to as **"the Board"** which term shall be deemed to include the Nomination and Remuneration Committee), consent of the Shareholders be and is hereby accorded to introduce and implement the FFSIL - Employees Stock Option Plan 2017 (**"ESOP - 2017"**) the salient features of which are detailed in the Explanatory Statement to this Notice and to create, grant, offer, issue and allot at any time in one or more tranches to or for the benefit of such person(s) who are in the permanent employment of the Company, whether working in India or outside India, including Director of the Company, whether Whole-time director or not, but excluding Promoter, Promoter group and independent Directors and such other persons as may from time to time be allowed to be eligible for the benefit under the provisions of applicable laws and Regulations prevailing from time to time (hereinafter collectively referred to as **"Employees"**) selected on the basis of criteria decided by the Board under the ESOP-2017, such number of stock options convertible into Equity Shares of the Company (**"Options"**), in one or more tranches, not exceeding 30,00,000 equity shares of face value of ₹ 10 each, at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the ESOP-2017, and all provisions of applicable laws.

RESOLVED FURTHER THAT the Scheme may also envisage provisions for providing financial assistance to the Eligible Employees to enable them to acquire, purchase or subscribe to the said Securities of the Company in accordance with the provisions of the Act/Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot Equity Shares directly to the eligible Employees upon exercise of Options from time to time in accordance with the ESOP-2017 and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organisation of capital structure of the Company, as applicable from time to time, if any additional equity shares are issued by the Company for the purpose of making a fair and reasonable adjustment to the Stock Options granted earlier, the above ceiling shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued and allotted on exercise of Options granted under the ESOP-2017 and the exercise price of Options granted under the ESOP-2017 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10 per equity share bears to their vised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted Stock Options under the ESOP-2017.

RESOLVED FURTHER THAT without prejudice to the generality of the above the Board, which includes the Nomination and Remuneration Committee is authorised to formulate, evolve, decide upon and implement the ESOP-2017, determine the detailed terms and conditions of the aforementioned ESOP-2017 including but not limited to the quantum of the Options to be granted per employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Stock Options shall lapse and to grant such number of Options, to such employees of the Company, at par or at such other price, at such time and on such terms and conditions as set out in the ESOP-2017 and as the Board or the Nomination and Remuneration Committee may in its absolute discretion think fit.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be designated as the Compensation Committee in accordance with Regulation 5(1) of the SEBI ESOS Regulations for the purposes of administration of ESOP-2017.

RESOLVED FURTHER THAT the Board is hereby authorised to make any modifications, changes, variations, alterations or revisions in the ESOP-2017 as it may deem fit, from time to time or to suspend, withdraw or revive the ESOP-2017 from time to time, in conformity with applicable laws, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

RESOLVED FURTHER THAT the Board shall take necessary steps for listing of the Equity Shares allotted under the ESOP-2017 on the Stock Exchanges, where the Shares of the Company are listed in accordance with the provisions of the SEBI ESOS Regulations, the SEBI LODR Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the ESOP-2017 at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to Nomination and Remuneration Committee or such other Committees, with power to sub-delegate to any Executives/Officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard."



9. To extend approval of FFSIL - Employees Stock Option Plan 2017 to the employees of Subsidiary Company(ies).

To consider and if thought fit, to give assent/dissent to the passing of the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 62 (1) (b) of the Companies Act, 2013 (**"the Act"**) and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act, the Securities and Exchange Board Of India (Share Based Employee Benefits) Regulations, 2014 including any modifications thereof or supplements thereto (**"the SEBI ESOS Regulations"**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"the SEBI LODR Regulations"**), the Uniform Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals as may be necessary and subject to such consents, permissions, sanctions and approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **"the Board"**, which term shall be deemed to include any Committee including the Nomination and Remuneration Committee to exercise the powers conferred by this Resolution), consent and approval of the Board be and is hereby accorded extend the benefits of FFSIL - Employees Stock Option Plan 2017 (**"ESOP- 2017"**) proposed in the resolution number 8 above to such persons who are in the permanent employment of the subsidiary company(ies) (whether now or hereafter existing, whether incorporated in India or out side India as may be from time to time be allowed under the prevailing laws, rules and regulations and / or any amendments thereto from time to time), (hereinafter referred to as **"Subsidiary Companies"**), whether working in India or out of India and to the directors of the Subsidiary Companies, and to such other persons as may from time to time be allowed, under prevailing laws, rules and regulations, and/or amendments thereto from time to time, on such terms and conditions as may be decided by the Board, and selected on the basis of criteria prescribed by the Board, hereinafter referred to as **"Subsidiary Companies Employees"** at such price or prices in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the ESOP- 2017.

RESOLVED FURTHER THAT for the purpose of creating, offering, issuing, allotting and listing of the Securities, the Board be authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions in the ESOP- 2017 from time to time or to suspend, withdraw, or revive ESOP- 2017 from time to time, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be authorized to determine terms and conditions of issue of the Securities and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the Shareholders of the Company."

10. Grant of Options to issue securities equal to or exceeding One per cent but not exceeding Three per cent of the issued Capital of the Company during any One financial year to identified employees under FFSIL - Employees Stock Option Plan 2017:

To consider and if thought fit, to give assent/dissent to passing of the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (which deems to include the provisions the Companies Act, 1956 applicable, if any, for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as and when it is made applicable to the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and notwithstanding ceiling limit for Grant of Option during any one Financial Year to any employee or director of the Company not exceeding One per cent of the issued Capital of the Company, consent of the Shareholders be and is hereby accorded for Grant of option to identified employees under **'FFSIL - Employees Stock Option Plan 2017 (ESOP - 2017)** during any One year, equal to or exceeding One per cent but not exceeding Three per cent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant of option in one or more tranches, on such terms and in such manner as stated in 'FFSIL - Employees Stock Option Plan 2017'.

By Order of the Board of Directors

Haroon Mansuri
Company Secretary

Mumbai, 25th May, 2017

Fortune Financial Services (India) Limited
CIN: L65910MH1991PLC062067

Registered Office:

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Mumbai 400 013
e-mail: cosecretary@ffsil.com
Website: www.fortune.co.in

Notes:**A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER.**

Proxies in order to be effective must be lodged with the Company not less than 48 hours before the time of the meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

In case of Joint Holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per Register of members will be entitled to vote.

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.

The register of members and the share transfer books of the Company will remain closed from **3rd September, 2017 to 8th September, 2017** (both days inclusive).

The annual report containing stand-alone & consolidated financial statements for the financial year ended March 31 2017 together with the reports of Auditors and Directors Report and notice of the ensuing AGM and financial statements of the subsidiary companies are available on Company's website,

Members are requested to:

- immediately, intimate change of address, if any, to the Company, quoting reference of their registered folio number or client DP ID No.;
- produce the attendance slip at the entrance of the meeting hall;
- bring the copy of the Annual Report to the venue of the meeting; and
- write to the Company at least 10 days in advance of the annual general meeting for any information about accounts. Relevancy of question and the order of speakers will be decided by the Chairman of the meeting.

In order to provide protection against fraudulent encashment of dividend warrants, members who hold shares in physical form are requested to intimate the Company's Registrar and Transfer Agent, Purva Sharegistry (India) Private Limited, under the signature of the sole/first joint holder, the following information to be incorporated on dividend warrants:

- a. Name of the sole/first joint holder and Folio number
- b. Particulars of bank account viz.
 - i. name of the bank,
 - ii. name of the branch,
 - iii. Complete address of the branch with pin code,
 - iv. Account type, whether saving account (SB) or current account (CA) and bank account number.

1. Green Initiative in the Corporate Governance

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing the Companies the paperless compliance and the said ministry has issued a circular stating that the service of notice / documents including annual reports can be sent by e mail to the members.

In order to abide by the circular, the members are requested to register their e mail address, to enable the Company to send reports by e mail. The members holding shares in demat form may register their e mail address with the respective DPs and the members who hold the shares in physical form are requested to register their e mail with the Company or Registrar & Share Transfer Agents. This will enable the Company to send the annual reports by e mail.

2. Voting through electronic means

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 26th Annual General Meeting to be held on **Friday, 8th September, 2017 at 10.00 a. m.**

The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility. It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below:

The e-voting facility is available at the link www.evotingindia.com

(A) Procedure/ Instructions for e-voting are as under:

(a) Open your web browser during the voting period and log on to the e-voting website

(b) Now click on “Shareholders” to cast your votes.

(c) Fill up the following details in the appropriate boxes:

(i) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(ii) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(iii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

(d) After entering these details appropriately, click on “SUBMIT” TAB.

Members holding shares in Physical form will then reach directly to the EVSN selection screen. Members holding shares in Demat form will now reach Password Creation menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password is also to be used by the Demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(e) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(f) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.

(g) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.

(h) Click on the EVSN for the **FORTUNE FINANCIAL SERVICES (INDIA) LIMITED** on which you choose to vote.

(i) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(j) Click on the “RESOLUTION FILE” Link if you wish to view the entire AGM Notice.

(k) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(l) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(m) You can also take out print of the voting done by you by clicking on “CLICK HERE TO PRINT” option on the Voting page.

(n) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on Friday, 8th September, 2017 at 10.00 a.m.

(B) General:

- In case of any queries regarding e-voting you may refer to the 'user manual for shareholders to cast their votes' available at www.evotingindia.com under 'HELP'.
- If you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote.
- The e-voting period commences on **Tuesday, 5th September, 2017 (9.00 a.m.) and ends on Thursday, 7th September, 2017 (5.00 p.m.)**. During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) on Friday, 1st September, 2017, may cast their votes electronically. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cutoff date of 1st September, 2017.
- CS Dinesh Kumar Deora, Company Secretaries, Mumbai has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Director of the Company.
- The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.fortune.co.in and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

3. The Notice of the 26th Annual General Meeting and instructions for e-voting along with Assent/ Dissent Form, Attendance Slip and Proxy Form are being sent to members by Post.

Explanatory statements pursuant to section 102 of the Companies Act, 2013:

Item No. 4 of the Notice

Pursuant to provisions of Sections 162, 161 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 57 of the Articles of Association of the Company and as per Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Alok Kumar Misra (DIN : 00163959) was appointed as an Additional Independent Director of the Company by the Board of Directors through circular resolution on 16th September, 2016. Being an Additional Director of the Company, he holds office only up to the date of this Annual General Meeting. The Company has received a notice together with a Deposit of ₹ 1,00,000 (Rupees One Lakh only) from one of the members of the Company signifying his intention to propose candidature of Mr. Alok Kumar Misra (DIN : 00163959) as an Independent Director of the Company not liable to retire by rotation.

Mr. Alok Kumar Misra M. Sc. (Statistics) from Lucknow University, Post Graduate Diploma in Personnel Management, CAIIB from Indian Institute of Bankers, Fellow of Certified Institute of Bankers of Scotland and Fellow of Zambian Institute of Bankers and Associate of Australian Institute of Banking & Finance. He has experience more than thirty five years in banking field and during his tenure he held various senior positions. He has joined Bank of India in 1974 as a Probationary Officer. He also worked with Canara Bank, as Executive Director and as a Chairman & Managing Director of Oriental Bank of Commerce. His last assignment was as a Chairman and Managing Director of Bank of India from August 2009 till September 2012.

The Board recommends the Ordinary Resolution for approval of the members.

None of the Directors other than Mr. Alok Kumar Misra (DIN: 00163959) may be deemed to be concerned or interested, financially or otherwise, in passing of the resolution at item no. 4 of the Notice.



Item No. 5 of the Notice

The Board of Directors through circular resolution on 6th October, 2016 have approved the appointment and payment of remuneration to Mr. Prateek Tayal as a Manager which has been recommended by the Nomination & Remuneration Committee.

The material terms, including remuneration, of the said agreement are as follows:

A. Period: 3 (three) years from 6th October, 2016.

B. Remuneration:

1. Not exceeding ₹ 16,00,000/- per year payable monthly/half yearly as per policy of the Company
2. Performance Award/Additional Bonus as may be decided by the Board;
3. Benefit of the Company's Provident Fund Scheme together with the benefit of any Superannuation/Annuity Fund or Scheme which the Company may introduce in future;
4. Gratuity in accordance with the rules of the company but not exceeding one month's salary for each completed year of service;
5. 18 days' privilege leave with full pay and allowances for each completed year of service, the said leave being accumulatable and encashable in accordance with the rules of the Company 6 days casual leave and 6 days sick leave as per policy of the Company;

C. Other Terms:

He shall not, without Board approval, engage himself in any other business, occupation or employment competing with the Company's business. He shall not divulge or disclose any confidential information or knowledge as to the business or affairs of the company.

The appointment and the payment of remuneration as above stated will not require approval of the Central Government in terms of provisions of Sections 197 and 203 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013, as amended up to date.

Your Directors are of the view that in view of, inter alia, his knowledge, business acumen, expertise, and experience the appointment of Mr. Prateek Tayal will be in the interest of the company and its shareholders, and accordingly, recommend the resolutions at item no. 5 for your acceptance.

Mr. Prateek Tayal has done graduation in Business in Administration from NMIMS University. He is Global Master of Business Administration specializing in Investment and Wealth Management from S P Jain Institute of Management. He has also done level 1 of Chartered Alternative Investment Analyst from CAIA Institute

He has experience of more than five years in the field of debt management and investment portfolio.

The draft Agreement between the Company and Mr. Prateek Tayal referred to in the resolution, is available for inspection of members at the registered office of the company during the Company's normal business hours on all working days (except Saturdays).

None of the Directors and their relatives are concerned or interested, financially or otherwise, in the resolution at item no. 5 of the Notice.

Item no. 6 of the Notice

The Company is engaged in the business of financial consultancy and trading in goods. With a view to enhance Company's global competitiveness, the Company requires additional funds to invest in growth opportunities and fund the expansion plans of the Company or its subsidiaries.

To meet the requirements for the above purposes and for other general corporate purpose as may be decided by the Board of Directors from time to time (hereinafter called the "Board" which expression shall include any Committee of Directors constituted / to be constituted by the Board) from time to time, it is proposed to seek authorization of the Members of the Company in favour of the Board, without the need for any further approval from the Members, to undertake Qualified Institutions Placement ("QIP") or through any other permissible mode for issuance of Equity Shares of the Company to Qualified Institutional Buyers ("QIBs") in accordance with provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI ICDR"), as set out in the Special Resolution at Item No. 6 of the accompanying Notice.

In view of the above, the Board may, in one or more tranches, issue and allot Equity Shares for an aggregate amount not exceeding ₹ 400 Crores (Rupees Four Hundred Crores only).

The pricing of the Equity Shares that may be issued to QIBs pursuant to SEBI ICDR shall be freely determined subject to such price not being less than the floor price calculated in accordance with Chapter VIII of SEBI ICDR. The price of Equity Shares to be issued, as may be decided by the Board, will be in accordance and compliance with the provisions of SEBI ICDR. The Company may offer a discount of not more than 5% (Five percent) on the price calculated for the QIP or such other discount as may be permitted under SEBI ICDR, as amended from time to time;

For reasons aforesaid, an enabling Special Resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalise the terms and conditions of the issue in accordance with SEBI ICDR. The Equity Shares issued pursuant to the offering would be listed on the Stock Exchange on which the Company's existing Equity Shares are listed. The issue/allotment of Equity Shares would be subject to the receipt by the Company of regulatory approvals, if any.

The total amount raised in such manner and all previous QIPs made by the Company in the financial year 2016-17, if any, would not exceed 5 times of the Company's net worth as per the audited balance sheet of the previous financial year.

Section 62(1)(c) of the Companies Act, 2013 ("Act") inter-alia provides that, further securities may be offered to any persons whether or not such persons are existing holders of Equity Shares of the Company as on the date of offer by way of a Special Resolution passed to that effect by the Members of the Company. Accordingly, consent of the Members is being sought, pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act, SEBI ICDR and SEBI LODR and such other approvals as may be necessary to issue and allot Equity Shares as stated in the Special Resolution.

In connection with the proposed issue of Equity Shares, the Company is required, inter alia, to prepare various documentations and execute various agreements. Accordingly, it is also proposed to authorize the Board (including certain officers of the Company) to negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

The detailed terms and conditions of the issue will be determined by the Board in consultation with the merchant banker(s) and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors.

The Directors recommend the Special Resolution mentioned at Item No. 6 of the accompanying Notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the Notice except to the extent of their equity holdings in the Company, if any.

Item no. 7 of the Notice

The Company proposes to issue and allot equity shares of face value ₹ 10 (Rupees Ten Only) each under any permissible mode (hereinafter the "Allotment Shares"). The present authorised capital may not be sufficient, hence needs to be increased accordingly.

Thus, to accommodate the paid up capital of the Company, the authorized capital is proposed to be increased from ₹ 60 Crores divided in to 6,00,00,000 equity shares of ₹ 10 each to ₹ 100 Crores divided in to 10,00,00,000 equity shares of ₹ 10 each

Your directors seek members' approval for increase in the authorized capital of the Company by altering the applicable clauses of the Memorandum of Association of the Company and proposing the said resolutions as special resolution, as per Sections 13 and 61 of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014.

None of the directors/manager/key managerial personnel of the Company and their relatives are interested in passing of the resolution at item nos. 7 of the notice.

Item Nos. 8 and 9 of the notice

Stock Options represent a reward system based on performance. They help companies attract, retain and motivate the best available talent. Stock Options also provide a company with an opportunity to optimise its personnel costs. This also provides an opportunity to employees to participate in the growth of the company, besides creating long term wealth in their hands.

Further, as the business environment is becoming increasingly competitive, it is important to attract and retain qualified, talented and competent personnel in the Company. Your Company believes in rewarding its Employees including employees of the /Subsidiary Company(ies), if any, for their continuous hard work, dedication and support, which has led the Company and its Subsidiary Company(ies) on the growth path.

Keeping in line with the above, "FFSIL - Employees Stock Option Plan 2017" ('the Scheme') has been formulated by the Company and to be implemented by Nomination & Remuneration Committee constituted under Section 178 of the Companies Act, 2013 in accordance with the requirements of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI ESOS Regulations") issued by SEBI and other applicable laws. The Scheme has been approved by the Board of Directors at their Meeting held on 17th May, 2017, subject to the approval of the members.

The Scheme will be operated and administered under the superintendence of the Company's Nomination and Remuneration Committee, which is a Committee of the Board of Directors, the majority of whose Members are Independent Directors. The Nomination and Remuneration Committee will formulate the detailed terms and conditions of the Scheme including:

- Number of options to be granted to any Employee, and in the aggregate;
- Terms on which the options will vest;
- The conditions under which options vested in Employees may lapse in case of termination of Employees for misconduct;
- The exercise period within which an Employee should exercise the options, and lapsing of options on failure to exercise the options within the exercise period and determination of exercise price which may be different for different class/ classes of Employees falling in the same tranche of grant of Options issued under ESOP- 2017;
- The specified time period within which the Employee shall exercise the vested options in the event of termination or resignation of the Employee;
- The right of an Employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
- The procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of rights issues, bonus issues and other corporate actions;

- The grant, vesting and exercise of options in case of Employees who are on long leave; and
- Any other related or incidental matters.

Brief Description of the Scheme is given as under:

a) *The total number of options to be granted*

The total number of options that may, in the aggregate, be issued would be such number of options which shall entitle the option holders to acquire in one or more tranches upto 30,00,000 equity shares of ₹ 10 each (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisation of the capital structure of the Company as may be applicable from time to time).

SEBI ESOS Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale or division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional Equity Shares are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the above ceiling Shares shall be deemed to be increased to the extent of such additional equity shares issued

Vested options lapsed due to non-exercise and/or unvested options that get cancelled due to resignation of Option grantees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per the provisions of ESOP-2017.

b) *Identification of classes of employees entitled to participate and beneficiaries in the Scheme*

All permanent employees of the Company working in India or out of India and Directors (whether Managing/Whole time Director or not) and its Subsidiary Company(ies), (present or future) (excluding promoters and an employee who is a Promoter or a person belonging to the Promoter Group) and further excluding a director who either by himself or through his relative or through any Body Corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company and excluding Independent Directors as may be decided by the Nomination and Remuneration Committee.

The class of Employees eligible for participating in the Scheme shall be determined on the basis of the grade, number of years' service, performance, role assigned to the employee and such other parameters as may be decided by the Nomination and Remuneration Committee in its sole discretion from time to time.

The options granted to an Employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

c) *Terms of the scheme:*

- (1) The Company shall not vary the terms of the schemes in any manner, which may be detrimental to the interests of the Option Grantees: Provided that the company shall be entitled to vary the terms of the schemes to meet any regulatory requirements.
- (2) Subject to the proviso to sub-regulation (1), the company may by special resolution in a general meeting vary the terms of the schemes offered pursuant to an earlier resolution of the general body but not yet exercised by the employee provided such variation is not prejudicial to the interests of the Option Grantees.
- (3) The notice for passing special resolution for variation of terms of the schemes shall disclose full details of the variation, the rationale therefore, and the details of the Option Grantees who are beneficiaries of such variation.
- (4) The Company may re-price the options as the case may be which are not exercised, whether or not they have been vested if the terms of the grants were rendered unattractive due to fall in the price of the shares in the stock market; Provided that the company ensures that such re-pricing shall not be detrimental to the interest of the Option Grantees and approval of the shareholders in general meeting has been obtained for such re-pricing.

d) *Transferability of Employee Stock Options:*

- (1) The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option Grantee, the right to exercise all the Options granted to him till such date shall be vest in his legal heirs or nominees.
- (2) In the event of resignation or termination of the Option Grantee, all the options which are granted and yet not vested as on that day shall lapse.
- (3) In the event that an Option Grantee who has been granted benefits under a scheme is transferred or deputed to subsidiary company prior to vesting or exercise, the vesting and exercise as per the terms of grant shall continue in case of such transferred or deputed employee even after the transfer or deputation.

e) *Requirements of vesting and period of vesting*

Vesting of options may commence after a period of not less than one year from the date of grant. The vesting may occur in one or more tranches, subject to the terms and conditions of vesting, as stipulated in the ESOP-2017.

Following table shall be applicable in case of various scenarios (during employment) for vesting and exercising:

Sr. No.	Separations	Vested Options	Unvested Options
1	Resignation	All Vested Options as on date of submission of resignation may be exercised by the Option Grantee on or before his last working day with the Company.	All Unvested Options on the date of submission of resignation shall stand cancelled with effect from that date.
2	Termination (With or without cause)	All Vested Options which were not allotted at the time of such termination shall stand cancelled with effect from the date of such termination.	All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.
3	Retirement or early Retirement approved by the Company	All Vested Options as on date of retirement may be exercised by the Option Grantee within permitted exercise period.	All Unvested Options shall vest immediately on the last date of working or 12 months from the date of grant, whichever is later and may be exercised by the Option Grantee within permitted exercise period.
4	Death	All Vested Options may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than 6 months from the date of Death.	All the Unvested Options as on the date of death shall vest immediately and may be exercised by the Option Grantee's nominee or legal heir/s within 6 months from the date of Death.
5	Permanent Disability	All Vested Options may be exercised by the Option Grantee or, if the Option Grantee is himself, unable to exercise due to such disability, the nominee or legal heir, immediately after, but in no event later than 6 months from the date of such disability.	All the Unvested Options as on the date of such Permanent Disability shall vest immediately and can be exercised by the Option Grantee or, if the Option Grantee is himself unable to exercise due to such incapacity, the nominee or legal heir immediately after, but in no event later than 6 months from the date of such disability.
6	Abandonment*	All the Vested Options shall stand cancelled.	All the Unvested Options shall stand cancelled.
7	Other reasons apart from those mentioned above	The Committee shall decide whether the Vested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be final.	All Unvested Options on the date of separation shall stand cancelled with effect from that date.

*The Board/ Committee, at its sole discretion shall decide the date of cancellation of Option's and such decision shall be binding on all concerned.

f) Maximum period within which the options shall be vested

The maximum vesting period may extend up to 5 (five) years from the date of grant of options, unless otherwise decided by the Nomination and Remuneration Committee.

g) Exercise price or pricing formula

Exercise Price means the price at which the Option Grantee is entitled to acquire the equity shares pursuant to the options granted and vested in him/her under the Scheme.

The Exercise Price shall be equal to ₹ 10/- (Rupees Ten only) per option or any other price as may be decided by the Committee. In any case, the Exercise Price per Option shall not be less than the face value of shares and it may be different for different class/ classes of Employees falling in the same tranche of grant of Options issued under ESOP- 2017.

h) Exercise period and process of exercise

The Exercise period shall not be more than 5 years from the date of respective vesting of Options. The options granted may be exercised by the Grantee at one time or at various points of time within the exercise period as determined by the Committee from time to time.

The Vested options shall be exercisable by the employees by a written application (which will include making applications online using any ESOP administration software) to the Company expressing his/ her desire to exercise such options in such manner and on such format as may be prescribed by the Nomination and Remuneration Committee from time to time. The options shall lapse if not exercised within the specified exercise period. The options may also lapse, under certain circumstances even before the expiry of the specified exercise period.

Payment of the Exercise Price shall be made by a crossed cheque or a demand draft drawn in favour of the Company, or by any other payment methods prevalent in RBI recognized banking channels or in such other manner and subject to such procedures as the Board/ Committee may decide.

i) Appraisal Process for determining the eligibility of Employees to the Scheme.

The appraisal process for determining the eligibility of the Employee will be specified by the Nomination and Remuneration Committee and will be based on criteria such as the grade of Employee, length of service, performance record, merit of the Employee, future potential contribution by the Employee and/or by any such criteria that may be determined by the Nomination and Remuneration Committee.

j) Maximum number of options to be issued per Employee and in the aggregate

The number of Options that may be granted to any specific employee under ESOP-2017 shall not exceed the number of Shares equivalent to 1% of the Issued Share Capital of the Company and in aggregate if the prior specific approval from members of the Company through a special resolution to this effect is not obtained.

k) Certificate from auditors

The Board of Directors shall at each annual general meeting place before the shareholders a certificate from the auditors of the company that the scheme(s) has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the company in the general meeting.

l) Whether the scheme is to be implemented and administered directly by the Company or through a trust

The Scheme will be implemented directly by the Company under the guidance of the Nomination and Remuneration Committee of the Board.

m) Whether scheme involves new issue of shares by the Company or Secondary acquisition by the trust

The Scheme will involve only new issue of shares by the Company.

n) Disclosure and accounting policies

The Company shall conform to the accounting policies specified by Securities & Exchange Board of India as per the SEBI ESOS Regulations, amended from time to time and relevant Accounting Standard as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time.

o) Method of Valuation

The Company follows fair value method for computing the compensation cost, if any, for the options granted. The company will follow IFRS/ IND AS/ any other requirements for the same.

p) Rights of the option holder

The employee shall not have right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of option granted to him, till shares are allotted upon exercise of option.

q) Consequence of failure to exercise option

All unexercised options shall lapse if not exercised on or before the exercised period ends. The amount payable by the employee, if any, at the time of grant of option, -

- (a) may be forfeited by the company if the option is not exercised by the employee within the exercise period; or
- (b) may be refunded to the employee if the options are not vested due to non-fulfilment of conditions relating to vesting of option as per the Scheme.

r) Other terms

The Board or Nomination and Remuneration Committee shall have the absolute authority to vary, modify or alter the terms of the Scheme in accordance with the regulations and guidelines as prescribed by the Securities and Exchange Board of India or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interest of the Option Grantees.

The Board or Nomination and Remuneration Committee may, if it deems necessary, modify, change, vary, amend, suspend or terminate the ESOP - 2017, subject to compliance with the Applicable Laws and Regulations.

The shares may be allotted directly to the Option Grantees in accordance with the Scheme and such Scheme may also contain provisions for providing financial assistance to the Employees to enable the Employees to acquire or subscribe to the shares.

As the Scheme would entail further shares to be offered to persons other than existing Members of the Company, consent of the members is sought pursuant to the provisions of section 42 and 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per the requirement of Clause 6 of the SEBI ESOS Regulations.

None of the Directors and Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution Nos. 8 & 9, except to the extent of their shareholding entitlements, if any, under the ESOP Scheme.

Your Directors recommend the Resolution set out in Item Nos. 8 & 9 of the Notice for adoption by the Shareholders as Special Resolution/s.



Item No. 10 of the notice

The resolution set out at Item No. 8 and Item No. 9 provides that a Company may grant option to an employee and to a director of the Company and its subsidiary company (ies) not exceeding one per cent of the issued capital of the Company in one year. However, the Company may identify certain employee/s to whom it may be necessary to grant option exceeding one per cent in one year to ensure continuity of their service with the Company. The resolution as set out in Item No. 10 provides that the Company may grant option equal to or exceeding One per cent but not exceeding Three per cent in One year to identified employee/s or director/s of the Company.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution No. 10, except to the extent of their entitlements, if any, under the ESOP Scheme.

Your Directors recommend the Resolutions set out in Item No. 10 of the Notice for adoption by the Shareholders as special resolution.

By Order of the Board of Directors

Haroon Mansuri
Company Secretary

Mumbai, 25th May, 2017

Fortune Financial Services (India) Limited

CIN: L65910MH1991PLC062067

Registered Office:

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Annexure to the AGM Notice 2017

Details of Directors seeking appointment/re- appointment at the ensuing annual general meeting

(In pursuance of Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1.	Name of Directors	Mr. Alok Kumar Misra (DIN : 00163959)	Ms. Khyati Valia (DIN : 03445571)
2.	Designation	Additional Independent Director	Non Executive Woman Director
3.	Date of Birth	23rd September, 1952	14th January, 1983
4.	Date of appointment on the Board	16th September, 2016	25th March, 2015
5.	Qualifications	M. Sc. (Statistics) from Lucknow University Post Graduate Diploma in Personnel Management, CAIIB from Indian Institute of Bankers, Fellow of Certified Institute of Bankers of Scotland and Fellow of Zambian Institute of Bankers and Associate of Australian Institute of Banking & Finance	BDS & MBA in Family Business from S. P. Jain Institute
6.	Expertise/experience	He has experience more than thirty five years in banking field and during his tenure he held various senior positions. He has joined Bank of India in 1974 as a Probationary Officer. He also worked with Canara Bank, as Executive Director and as a Chairman & Managing Director of Oriental Bank of Commerce. His last assignment was as a Chairman and Managing Director of Bank of India from August 2009 till September 2012	She has experience of around eight years in the field of marketing, and planning.
7.	Terms of appointment	Five years from the date of appointment	Not Applicable
8.	Remuneration (for the financial year 2016-2017)	Nil – except for sitting fees paid for attending the Board and committee meetings	Nil – except for sitting fees paid for attending the Board and committee meetings
9.	Number of Board meetings attended during the financial year 2016-2017	4 (four)	5 (five)
10.	Disclosure of relationship	Not related to any Director or promoters of the Company.	Wife of Mr. Chintan Valia who is a Promoter and Director of the Company. Daughter of Mr. Sudhir Valia and Ms. Raksha Valia who are part of promoter group of the Company.
11.	Directorships held in other public companies (excluding Foreign and section 25 companies.)	1. Monte Carlo Fashions Limited 2. ITI Asset Management Limited	1. Vision Finstock Limited 2. Suraksha Developers Limited 3. Jaankie And Sadguru Developers Limited 4. Finetrade Exports Limited
12.	Chairman/Member of the Committee of Board of Directors of the Company.	Chairman – Nomination and Remuneration committee Member – Audit Committee Stakeholders Relationship Committee Internal Finance Committee	Chairman – Nil Member – Nil
13.	Membership in committees in other public companies (considered only Audit Committee and Stakeholders Relationship Committee).	Chairman : Nil Member : Nil	Chairperson: Nil Member : Suraksha Realty Limited Audit Committee
14.	No. of shares held		
	a) Own	Nil	Nil
	b) In Trust for other persons having beneficial interest.	Nil	Nil

By Order of the Board of Directors

Haroon Mansuri
Company Secretary

Mumbai, 25th May, 2017

Fortune Financial Services (India) Limited

CIN: L65910MH1991PLC062067

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