FORTUNE FINANCIAL SERVICES (INDIA) LIMITED

Regd. Office: Naman Midtown, "A" Wing, 21st Floor, Unit No. 2103
Senapati Bapat Marg, Elphinstone Road, Mumbai – 400 013.
Tel. : +91-22-4027 3600 : Fax : +91- 22-4027 3700
Email: cosecretay@ffsil.com, Website: www.fortune.co.in
(CIN: L65910MH1991PLC062067)

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of the members of Fortune Financial Services (India) Limited will be held on **Tuesday, 27th March, 2018 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:

Special business:

1. Issue of upto 30,000 Optionally Convertible Debentures:

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

"**RESOLVED THAT** pursuant to the provisions of Section 42, 55, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended and the Companies (Share Capital and Debentures) Rules, 2014 as amended ("Rules"), the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India ("SEBI") including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations") or any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Memorandum and Articles of Association of the Fortune Financial Services (India) Limited ("the Company") and subject to approvals, consents, permissions and sanctions as might be required and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions and 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(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the Board be and is hereby authorised on behalf of the Company, to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), in one or more tranches, in the course of domestic and/or international offering(s) in one or more foreign markets and/or domestic market, by way of a preferential issue, private placement or a combination thereof, up to 30,000 (Thirty Thousand) Unlisted Optionally Convertible Debentures ("Debentures") of Rs. 1,00,000 each at an offer price of Rs. 1,00,000 per Debenture, which are convertible in to Unlisted 8% Redeemable Cumulative Preference shares at the option of Debenture-holders within a maximum period of sixty months from the date of allotment of Debentures, to Suraksha Realty Limited, ITI Asset Management Limited, Finquest Financial Solutions Private Limited, Fidelity Multitrade Private Limited, Pasha Finance Private Limited, PAT Financial Consultants Private Limited and ACIRA Consultancy Private Limited (collectively the "Proposed Allottees"), through private placement offer letter, in one or more tranche or tranches, and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, at the Board's discretion in such manner, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money as the Board may in its absolute discretion decide at the time of issue of the Securities.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded to Board of Directors to convert or adjust any outstanding loans or debts owed by the Company from any of the Investors, subject to consent letter given by such Investors for making application to apply or subscribe to the aforementioned Securities.

RESOLVED FURTHER THAT the issue to the holders of the Debentures, which are convertible into or exchangeable with preference shares at a later date shall be, *inter-alia*, subject to the following terms and conditions:

(a) in the event of the Company is making a bonus issue of preference shares by way of capitalization of its profits or reserves prior to the allotment of the preference shares, the number of preference shares to be allotted shall stand augmented in the same proportion in which the share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro-rata to;

(b) in the event of the Company making a rights offer by issue of preference shares prior to the allotment of the preference shares, the entitlement to the preference shares will stand increased in the same proportion as that of the rights offer and such additional preference shares shall be offered to the holders of the Debentures at the same price at which they are offered to the existing preference shareholders;

(c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of preference shares, the price and the time period as aforesaid shall be suitably adjusted; and

(d) in the event of consolidation and/or division of outstanding preference shares into smaller number of preference shares (including by way of stock split) or re-classification of the Debentures into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

(a) the Debentures to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum

and Articles of Association of the Company; and

(b) the preference shares that may be issued by the Company shall rank pari passu with the existing preference shares of the Company, as the case maybe in all respects including for the payment of dividend on such shares except for the rate of dividend.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional preference shares, variation of the conversion price of the Debentures or period of conversion of Debentures into preference shares during the duration of the Debentures and the Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose off such of the Debentures that are not subscribed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution including any offer, issue or allotment of Debentures, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination / modification of terms and conditions for issuance of Debentures, timing for issuance of such Debentures, and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to private placement offer letter or Letter of offer etc. and sign all deeds, documents and writings and to pay any fees, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Debentures and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members of the Company ("Members") or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee or any one or more executives of the Company."

2. Disinvestment in ITI Reinsurance Limited, a material subsidiary:

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

"**RESOLVED THAT** in accordance with Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, including any statutory modifications and amendments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India, the Reserve Bank of India or other governmental or statutory authorities, and subject to the Memorandum and Articles of Association of the Company, the requisite approvals, if any, of any relevant statutory, regulatory or governmental authorities, and further subject to such terms and conditions as may be prescribed by any of the aforesaid authorities while granting such approvals, the consent, approval and authority of the Company be and is hereby granted subject to prior approval of the Insurance Regulatory Development Authority of India (IRDAI) for divestment by the Company in its material unlisted subsidiary of the Company i.e. ITI Reinsurance Limited, to a third party, by way of sale, transfer, assignment or disposal of, either in whole or part of the outstanding issued and paid-up capital in ITI Reinsurance Limited, a subsidiary company, for an aggregate consideration as agreed between the Board and the prospective investors and such sale, transfer, assignment or disposal, on such terms and conditions and with such modifications as may be required as the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee of directors constituted by the Board), may deem fit and appropriate in the interests of the Company."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do or cause to be done all such acts, deeds and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, from time to time for giving effect to the above resolution, including finalizing, varying and settling the terms and conditions of the proposed divestment; to settle and finalise all issues that may arise in this regard, without further referring to the Members of the Company; to negotiate and finalize the Share Purchase Agreement, and/ or any other transaction documents (including providing such representations, warranties, indemnities and covenants as may be required) and to execute, deliver and perform such agreements, other contracts, deeds, undertakings and other documents and subsequent modifications thereto; to file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities and lenders; to suitably inform and apply to all the concerned authorities, to settle any questions, difficulty or doubt that may arise in this regard, and to take all necessary steps in the matter as it may in its absolute discretion and in the best interests of the Company deem necessary, desirable or expedient, to give effect to the above resolution."

"**RESOLVED FURTHER THAT** the Board be and is hereby further authorised to give consent to the ITI Reinsurance Limited, if such subsidiary opts for filing of petition before the concerned authorities for voluntary winding up."

3. Adjustment of amount received against application money for Debentures.

"**RESOLVED THAT** the amount of Rs. 175.00 crores received from Suraksha Realty Limited and Rs. 50.00 crores received from ITI Asset Management Limited by the Company be adjusted against the securities application money for the issue of Debentures to these entities as proposed in Item No. 1 of this Notice, to the extent of the amount adjustable against the number of securities applied by each of such entities.

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do or cause to be done all such acts, deeds and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, from time to time for giving effect to the above resolution, including finalizing, varying and settling the terms and conditions and to settle and finalise all issues that may arise in this regard, without further referring to the Members of the Company and to

execute, deliver and perform such agreements, other contracts, deeds, undertakings and other documents and subsequent modifications thereto; to settle any questions, difficulty or doubt that may arise in this regard, and to take all necessary steps in the matter as it may in its absolute discretion and in the best interests of the Company deem necessary, desirable or expedient, to give effect to the above resolution."

By Order of the Board of Directors

Haroon Mansuri
Company Secretary

Mumbai, 1st March, 2018

Fortune Financial Services (India) Limited
CIN: L65910MH1991PLC062067
Registered Office:
Naman Midtown, "A" Wing
21st Floor, Unit No. 2103
Senapati Bapat Marg
Elphinstone Road
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.

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 and
- write to the Company at least 10 days in advance of the meeting for any information about the business to be transacted Relevancy of question and the order of speakers will be decided by the Chairman of the meeting.

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 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 EGM Notice or any other correspondence to the members by e mail.

1. 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 Extra Ordinary General Meeting to be held on Tuesday, 27th March, 2018 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. e. g. 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 EGM 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 Extra Ordinary General Meeting to be held on **Tuesday, 27th March, 2018 at 10.00 a. m.**

(B) General:

(a) 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'.

(b) If you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote.

(c) The e-voting period commences on Friday, 23rd March, 2018 (9.00 a.m.) and ends on Monday, 26th March, 2018 (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, 16th March, 2018, may cast their votes electronically. Once the vote on a resolution in cast by the shareholder, he shall not be allowed to change it subsequently.

(d) 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 Friday, 16th March, 2018.

(e) CS Dinesh Kumar Deora, Company Secretaries, Mumbai has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(f) 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.

(g) The Results shall be declared on or after the EGM 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 EGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited.

2. The Notice of the Extra Ordinary 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. 1

The Company, in order to enhance its competitiveness and ability in execution of the contracts, needs to strengthen its financial position and net worth by augmenting its long term resources. The Company to meet the requirements for the above purpose and for general corporate purposes, as may be decided by the Board from time to time, it is proposed to seek the authorization from the Members of the Company in favour of Board of Directors "(Board" which expression for the purposes of this resolution shall include any committee of Directors constituted by the Board), without the need for any further approval from the Members to undertake issue of securities of the Company in compliance with the applicable provisions, rules, regulations, guidelines, notifications and circulars if any of the Companies Act, 2013 or issued by the Government of India, Securities and Exchange Board of India, Reserve Bank of India or the Listing Agreements entered with the Stock Exchanges, as set out in the special resolution at Item No.1 of the accompanying Notice.

In view of above, the Board may, in one or more tranches. issue and allot upto 30,000 Unlisted Optionally Convertible Debentures of Rs. 1,00,000 each at an offer price of Rs. 1,00,000 per Debenture which are convertible into Preference shares of the Company at futures date to Proposed Allottees as described in the Resolution above, aggregating not to exceed Rs. 300 Crores. The pricing of the Debentures/Preference shares and the relevant date, that may be applicable to a particular security or instrument shall be in compliance with the applicable regulations including SEBI (ICDR) Regulations. For the reasons aforesaid, an enabling special resolution is therefore proposed to be passed to give an adequate flexibility and discretion to the Board to finalise the terms of the issue of securities from time to time and also to authorize Directors of the Company to do all required and necessary acts relating to the issue of securities of the Company.

The Board of Directors at its meeting held on March 1, 2018, had approved the offer and issuance of upto 30,000 (Thirty Thousand)– Optionally Convertible Debentures ("Debenture" or "Debentures") of face value of Rs. 1,00,000 each, aggregating up to Rs. 300.00 crores (Rupees Three Hundred Crores only), in one or more tranche(s), for cash at par on private placement basis on such terms and conditions as decided by the Board.

Section 55 of the Companies Act read with relevant rules of the Companies (Share Capital and Debentures) Rules, 2014 ('Rules') framed there under, inter alia, requires the company to obtain the prior approval of the Shareholders, by way of a Special Resolution for issuance of Debentures .

A statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of the Debentures / Preference shares upon conversion of Debentures, are as under:

a)	the size of the issue and number of Debentures / preference shares to be issued and nominal value of each Debentures / Preference share	Upto 30,000 Optionally Convertible Debentures of Rs. 1,00,000/- each convertible into 1,000 8% Redeemable Cumulative Preference Shares ("RCPS") of Rs. 100 each fully paid against 1 fully paid-up Debenture of Rs. 1,00,000 each in the event of exercising the option of conversion of Debenture by Debenture-holder.
b)	the nature of such debentures i.e. cumulative or non - cumulative, participating or non-participating, convertible or non – convertible	Optionally Convertible / Redeemable

c)	the objectives of the issue;	To capitalize the company for the purpose of its main business objectives fulfillment as well as supplementing working capital, repayment of loans and other general corporate purposes.
d)	the manner of issue of Debentures	Issue of Debentures by way of Private Placement which may be convertible into Preference shares.
e)	the price at which such Preference shares are proposed to be issued;	Preference shares of face value of Rs. 100 each fully paid.
f)	the basis on which the price has been arrived at ;	On conversion of 1 Debenture of Rs. 1,00,000/- each, 1,000 Preference shares of Rs. 100/- each fully paid to be issued by the company.
g)	relevant date with reference to which the price has been arrived at	N.A.
h)	the class or classes of persons to whom the allotment is proposed to be made	Company
i)	intention of promoters, directors or key managerial personnel to subscribe to the offer	Nil
j)	the proposed time within which the allotment shall be completed	The Debentures shall be allotted within the stipulated time period prescribed under the Companies Act, 2013.
k)	the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	1. Suraksha Realty Limited 2. ITI Asset Management Limited 3. Finquest Financial Solutions Private Limited 4. Fidelity Multitrade Private Limited 5. Pasha Finance Private Limited 6. PAT Financial Consultants Private Limited 7. ACIRA Consultancy Private Limited Shareholding : Refer point no. s
l)	the change in control, if any, in the company that would occur consequent to the preferential offer;	No change in control either on issue of Debentures or allotment of Preference shares on conversion.
m)	the number of persons to whom allotment on private placement basis have already been made during the year, in terms of number of securities as well as price	Nil
n)	the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	N.A.
o)	the terms of issue, including terms and rate of interest on each debenture / preference shares, etc.;	The debenture shall carry 0% interest for the time being paid-up thereon. The Company will pay redemption premium calculated @ 10% per annum cumulative to the debentures on redemption by the Company from the date of receipt of the money and upto the date of redemption of the Debentures.
p)	the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the debentures are convertible, the terms of conversion;	At the option of the Debenture holders, each Debenture shall be converted in to 1,000 8% Redeemable Cumulative Preference shares ("RCPS") of Rs. 100 each fully paid in the event of exercising the option of conversion, no interest on Debentures will be payable. The tenure of converted preference shares shall be five years from the date of conversion to the preference shares.
q)	the manner and modes of redemption;	Not Applicable
r)	The current shareholding pattern of the Company	**Equity shareholding pattern as on 28th February, 2018**

Category	No of Shares	% to Equity Capital
Promoters	3,76,77,446	73.84
Public	1,33,46,321	26.16
Total	**5,10,23,767**	**100.00**
Preference shareholding pattern as on 28th February, 2018		
Category	**No of Shares**	**% to Equity Capital**
Promoters	---	---
Public	2,25,000	100.00
Total	**2,25,000**	**100.00**

<table>
<tr><td>s)</td><td>The expected dilution in equity share capital upon conversion of preference shares</td><td colspan="3">Equity shareholding pattern as on 28th February, 2018 as adjusted for conversion of debentures
<table><tr><th>Category</th><th>No of Shares</th><th>% to Equity Capital</th></tr><tr><td>Promoters</td><td>3,76,77,446</td><td>73.84</td></tr><tr><td>Public</td><td>1,33,46,321</td><td>26.16</td></tr><tr><td>Total</td><td>5,10,23,767</td><td>100.00</td></tr></table>1% Redeemable Preference shareholding pattern as on 28th February, 2018
Face value Rs. 100 per preference share
<table><tr><th>Category</th><th>No of Shares</th><th>% to Equity Capital</th></tr><tr><td>Promoters</td><td>---</td><td>---</td></tr><tr><td>Public</td><td>2,25,000</td><td>100.00</td></tr><tr><td>Total</td><td>2,25,000</td><td>100.00</td></tr></table>8% Redeemable Cumulative Preference shares : Shareholding pattern as adjusted for conversion of debentures
Face value Rs. 100 per preference share
<table><tr><th>Category</th><th>No of Shares</th><th>% to Equity Capital</th></tr><tr><td>Promoters</td><td>---</td><td>---</td></tr><tr><td>Public</td><td>3,00,00,000</td><td>100.00</td></tr><tr><td>Total</td><td>3,00,00,000</td><td>100.00</td></tr></table></td></tr>
<tr><td>t)</td><td>Transferability of Debentures / Preference Shares</td><td colspan="3">These debentures / preference shares will be freely transferable but only on approval of the Issuer Company. The decision of Issuer Company to permit transfer will be final and binding on Investor.</td></tr>
<tr><td>u)</td><td>Payment Terms</td><td colspan="3">The entire issue price of Rs. 1,00,000/- (Rupees One Lakh Only) per debenture shall be payable upfront on application</td></tr>
<tr><td>v)</td><td>Variation in terms of Debentures</td><td colspan="3">Any variation in the terms of the Debentures after allotment thereof will be valid only if consented to by all holders of the Debentures and in accordance with applicable provisions of the Companies Act, 2013 or any statutory modification thereof and Rules framed there under.</td></tr>
<tr><td>w)</td><td>Last date of Conversion</td><td colspan="3"><table><tr><th>Name of the proposed allottees of Debentures</th><th>Amount (Rupees in Crores)</th><th>Period</th></tr><tr><td>Suraksha Realty Limited</td><td>100.00</td><td>49 months from the date of allotment</td></tr><tr><td>Suraksha Realty Limited</td><td>75.00</td><td>57 months from the date of allotment</td></tr><tr><td>IT Asset Management Limited</td><td>50.00</td><td>49 months from the date of allotment</td></tr><tr><td>Finquest Financial Solutions Private Limited</td><td>20.00</td><td>60 months from the date of allotment</td></tr><tr><td>Fidelity Multitrade Private Limited</td><td>12.50</td><td>60 months from the date of allotment</td></tr><tr><td>Pasha Finance Private Limited</td><td>20.00</td><td>60 months from the date of allotment</td></tr><tr><td>PAT Financial Consultants Private Limited</td><td>15.00</td><td>60 months from the date of allotment</td></tr><tr><td>ACIRA Consultancy Private Limited</td><td>7.50</td><td>60 months from the date of allotment</td></tr></table></td></tr>
<tr><td>x)</td><td>Ranking of preference shares arising on conversion</td><td colspan="3">The Debentures will be allowed to converted in to preference shares only.</td></tr>
</table>

y)	Put option / Call Option	Holders of the debentures will have PUT option For conversion of the Debentures from the date of allotment and upto the last date of conversion mentioned above. If the Debenture holders does not opt for conversion of the Debentures until the last date of conversion, the Company shall redeem the Debentures on the last date of conversion mentioned above. The Company has call option to call for redemption of the Debentures any time after the date of allotment of the Debentures and upto the last date of conversion mentioned above.
z)	Convertibility of debentures	The company will have a sole right to finalise the terms of conversion of the debentures into any other, voting or otherwise, security of the issuing company or its group entities. The terms of conversion will include time(s) of one or more conversions, exchange ratio for each debenture against one or more such new securities, pricing including premium if any, on exchange value of such new security, bonus rights and other entitlements and voting rights, if any, that the new securities will carry in the issuing entity and any other relevant terms. The debentures holders shall not be entitled to any bonus, rights or other entitlements to which the Equity shareholders may be entitled to.

The issue of debentures is in accordance with the provisions of the Articles of Association of the Company.

There is no subsisting default in the redemption of debentures, if any, or in the payment of interest due thereon.

Except Ms. Khyati Valia , who is a Director in Suraksha Realty Limited, Mr. Alok Kumar Misra and Mr. Pankaj Bhuta who are Directors in ITI Asset Management Limited none of the other Directors, the Key Managerial Personnel (as defined under the Companies Act, 2013 and rules formed thereunder) of the Company and their respective relatives (as defined under the Companies Act, 2013 and rules formed thereunder) have any interest financially or otherwise in the passing of the said resolution except to the extent of equity shares held by them either by themselves of in the Company through the entities in which they are interested.

The Board of Directors accordingly recommend the Special Resolution set out at Item No.1 of the accompanying Notice for the approval of the Members.

Item No. 2

The ITI Reinsurance Limited is a materially unlisted subsidiary of the Company. A subsidiary company is registered with the Insurance Regulatory And Development Authority of India (IRDAI) to carry on the business of reinsurance.

The Company holds 21,74,40,000 equity shares of Rs. 10 each fully paid consisting of 80% of the issued, subscribed and paid up capital of the subsidiary Company. In a meeting of the Board held on 1st March, 2018, the Board of Directors accorded its approval to divest the investments held in ITI Reinsurance Limited by way of sale, transfer, assignment or disposal of its holding either in whole or part in such subsidiary to a willing third party ("Purchaser") and to execute such agreements and other documents as may be required for the purpose of or in relation to, the divestment ("Transaction"), subject to requisite approvals.

The recent historical performance of the ITI Reinsurance Limited is profiled below:

Particulars	2016-2017	2015-2016	2014-2015
			(Rs. in crores)
Total Revenue	11.04	Nil	Nil
Profit/(Loss) before tax	8.26	Nil	Nil
Profit/(Loss) after tax	5.57	Nil	Nil

In line with the above, the Company proposes to approach appropriate purchasers, such as investment firms or focused private equity firms or any other such suitable independent third parties, interested in leveraging upon the Reinsurance business. The sale proceeds from the Transaction may be partially utilised towards general corporate purposes by the Company. Accordingly, the Board of Directors authorised to do such acts and to execute such deeds, contracts agreements as may be required to accomplish the Transaction, subject to the requisite approvals from the shareholders and other approvals, as may be required.

Pursuant to Regulation 24(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, inter alia, provides that no company shall dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting. Further, Regulation 24(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter alia, provides that selling of assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of shareholders by way of special resolution, unless the sale is made under a scheme of arrangement duly approved by a Court/National Company Law Tribunal. The subsidiary's net worth exceeds 20% (twenty percent) of the consolidated net worth of the Company and its subsidiaries in the immediately preceding accounting year. Pursuant to aforementioned Regulation 24(6), subsidiary will be classified as a material unlisted subsidiary of the Company and the Company's Interest proposed to be sold to the Purchaser and currently held by the Company constitutes more than 20% of the assets of Company. Accordingly, the sale of the subsidiary Interest by the Company, requires approval of the shareholders of the Company through a special resolution.

Your company being first private Reinsurance Company has not undertaken any business. Considering other opportunities, management is of the opinion to exit out of the business, unless rule changes. In view of the above your approval is sought.

The Board also seeks members approval to consent to the winding up petition if any filed by the ITI Reinsurance Limited in case it could not get the buyer to acquire shares from the Company and the Board be authorised to give consent for winding up as may be

required.

The Board of Directors at their meeting held on 1st March 2018 accorded its approval for the proposed divestment in its material subsidiary. The Board is of the opinion that the proposed divestment is in the overall best interest of the Company and recommends passing of the resolution as set out in the accompanying notice as a special resolution. The proposed special resolution provides adequate flexibility and discretion to the Board to finalise the terms of the sale in consultation with advisors, experts or other authorities as may be required.

Except, Mr. Pankaj Bhuta being a Director in ITI Reinsurance Limited, Ms. Khyati Valia being a relative of Mr. Chintan Valia who is Director in ITI Reinsurance Limited, Mr. Chintan Valia being a Director in ITI Reinsurance Limited, none of the other Directors, the Key Managerial Personnel (as defined under the Companies Act, 2013 and rules formed thereunder) of the Company and their respective relatives (as defined under the Companies Act, 2013 and rules formed thereunder) have any interest financially or otherwise in the passing of the said resolution except to the extent of equity shares held by them either by themselves in the Company or through the entities in which they are interested.

Item No. 3 of the Notice

The Company has received amount of Rs. 176.96 crores from Suraksha Realty Limited and Rs. 50.00 crores from ITI Asset Management Limited. The company proposes to issue debentures aggregating to Rs. 175.00 crores to Suraksha Realty Limited out of Rs. 176.96 received from such company

ITI Asset Management Limited is a subsidiary of the Company in which the Company holds 60% of the paid up capital of the said company and the balance 40% held by Fortune Credit Capital Limited a Wholly Owned Subsidiary of the Company.

Details of the amount received from Suraksha Realty Limited and ITI Asset Management Limited

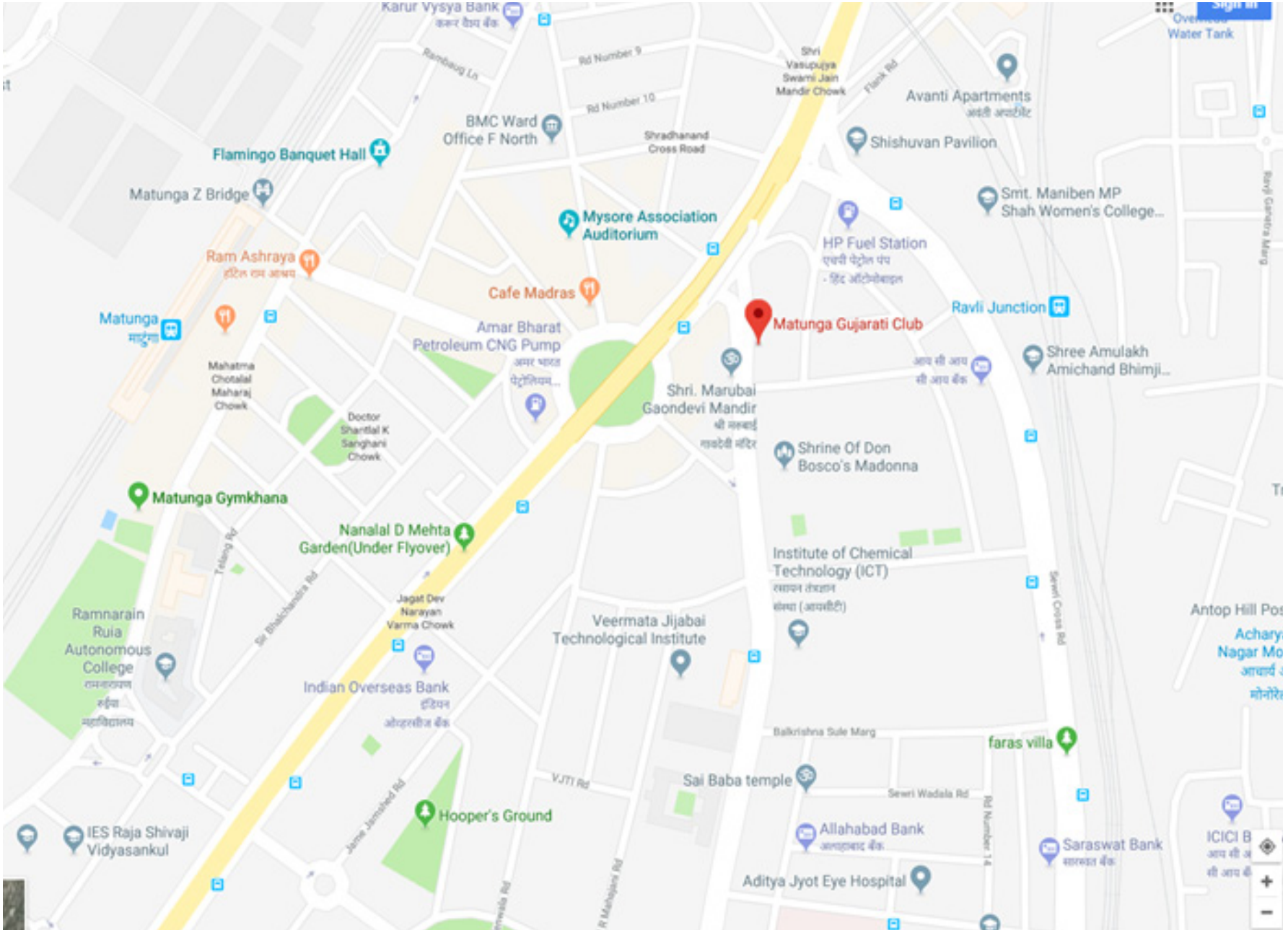
Suraksha Realty Limited		**ITI Asset Management Limited**	
Date	**Amount (Rupees)**	**Date**	**Amount (Rupees)**
17/03/2017	55,00,00,000	22/11/2016	50,00,00,000
29/03/2017	20,00,00,000	---	---
31/03/2017	101,96,00,000	---	---

None of the Directors, except Ms. Khyati Valia , who is a Director in Suraksha Realty Limited Mr. Pankaj Bhuta and Mr. Alok Kumar Misra who are also Directors of ITI Asset Management Limited, the Key Managerial Personnel (as defined under the Companies Act, 2013 and rules formed thereunder) of the Company and their respective relatives (as defined under the Companies Act, 2013 and rules formed thereunder) have any interest financially or otherwise in the passing of the said resolution except to the extent of equity shares held by them either by themselves in the Company or through the entities in which they are interested.

By Order of the Board of Directors

Haroon Mansuri
Company Secretary

Mumbai, 1st March, 2018
Fortune Financial Services (India) Limited
CIN: L65910MH1991PLC062067
Registered Office:
Naman Midtown, “A” Wing 21st Floor, Unit No. 2103,
Senapati Bapat Marg, Elphinstone Road,
Mumbai 400 013
e-mail:cosecretary@ffsil.com
Website: www.fortune.co.in


Karur Vysya Bank
Rambaug Ln
Rd Number 9
Rd Number 10
BMC Ward Office F North
Shradhanand Cross Road
Shri Vasupujya Swami Jain Mandir Chowk
Flank Rd
Avanti Apartments
Shishuvan Pavilion
Water Tank
Flamingo Banquet Hall
Matunga Z Bridge
Mysore Association Auditorium
Smt. Maniben MP Shah Women's College...
HP Fuel Station
Ram Ashraya
Cafe Madras
Matunga
Amar Bharat Petroleum CNG Pump
Matunga Gujarati Club
Ravli Junction
Shree Amulakh Amichand Bhimji...
Mahatma Chotalal Maharaj Chowk
Shri. Marubai Gaondevi Mandir
Doctor Shantilal K Sanghani Chowk
Shrine Of Don Bosco's Madonna
Matunga Gymkhana
Nanalal D Mehta Garden(Under Flyover)
Institute of Chemical Technology (ICT)
Jagat Dev Narayan Varma Chowk
Ramnarain Ruia Autonomous College
Veermata Jijabai Technological Institute
Indian Overseas Bank
Balkrishna Sule Marg
faras villa
Sai Baba temple
Hooper's Ground
VJTI Rd
Sewri Wadala Rd
Allahabad Bank
Saraswat Bank
IES Raja Shivaji Vidyasankul
Aditya Jyot Eye Hospital
Antop Hill Pos

ROUTE MAP

FORTUNE FINANCIAL SERVICES (INDIA) LIMITED

Regd. Office: Naman Midtown, "A" Wing, 21st Floor, Unit No. 2103
Senapati Bapat Marg, Elphinstone Road, Mumbai – 400 013.
Tel. : +91-22-4027 3600 : Fax : +91- 22-4027 3700
Email: cosecretay@ffsil.com, Website: www.fortune.co.in
(CIN: L65910MH1991PLC062067)

Form No. MGT 11

PROXY FORM

Extra Ordinary General Meeting – Tuesday, 27th March, 2018

Folio No. / DP ID / Client ID No.: …..... No. of shares held: ....

I/We……..……...of……being member(s) of the above named Company, hereby appoint the following as my/our proxy to attend and vote for me/us on my/our behalf at the Extra Ordinary General Meeting of the Company at Matunga Gujarati Club Limited, M V Savani Conference Hall, 2nd Floor, Nathalal Parekh Marg, Near Arora Cinema, Matunga, Mumbai 400 019 on Tuesday, 27th March, 2018 at 10.00 a.m. and at any adjournment(s) thereof :

1. Mr./Ms…….....of ……..... in the district of ……..... or failing him / her
2. Mr./Ms…….....of ……..... in the district of ……..... or failing him / her

Affix Revenue Stamp of Re. 1/-

Signed this …..…… day of ……..…….. 2018

Signature of members ……

NOTE: This form in order to be effective shall be duly stamped, completed and deposited at the Registered Office of the Company not less than 48 hours before the meeting.

----------Please tear here----------

FORTUNE FINANCIAL SERVICES (INDIA) LIMITED

Regd. Office: Naman Midtown, "A" Wing, 21st Floor, Unit No. 2103
Senapati Bapat Marg, Elphinstone Road, Mumbai – 400 013.
Tel. : +91-22-4027 3600 : Fax : +91- 22-4027 3700
Email: cosecretay@ffsil.com, Website: www.fortune.co.in
(CIN: L65910MH1991PLC062067)

ATTENDANCE SLIP

Extra Ordinary General Meeting – Tuesday, 27th March, 2018

Folio No. / DP ID / Client ID No.: …..... No. of shares held: .....

I certify that I am a member / proxy for the member of the Company. I hereby record my presence at the Extra Ordinary General Meeting of the Company at Matunga Gujarati Club Limited, M V Savani Conference Hall, 2nd Floor, Nathalal Parekh Marg, Near Arora Cinema, Matunga, Mumbai 400 019 on Tuesday, 27th March, 2018 at 10.00 a.m.

…….. ……

Name of the member / proxy (in BLOCK letters) Signature of member / proxy

Note : Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Shareholders are informed that no duplicate attendance slips will be issued at the venue of meeting.