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
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(CIN: L65910MH1991PLC062067)

NOTICE OF POSTAL BALLOT
[Pursuant to Section 110 of the Companies Act, 2013
read with Rule 22 of the Companies Act, 2013 (Management and Administration) Rules, 2014]

To,

The Member(s)

Notice is hereby given pursuant to section 110 of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and other applicable provisions of the said Act and applicable provisions of Companies (Management & Administration) Rules, 2014 , to consider and if thought fit, to pass the following resolution noted herein as a special business for approval of members of the **Fortune Financial Services (India) Limited ("Company")** by passing resolution by way of postal ballot (**"Postal Ballot"**). The Company has appointed Mr. Dinesh Kumar Deora, as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions given under Notes of this Notice and printed overleaf of the Postal Ballot Form and return the Postal Ballot Form duly completed in the enclosed self addressed, postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours on **Tuesday, 17th October, 2017**. Postal Ballot Forms received after this date will be considered as invalid. The Scrutinizer will submit his report to the Chairman of the company on the completion of the scrutiny. The results of Postal Ballot shall be declared on **Wednesday, 18th October, 2017** by the Chairman of the company as authorised by the Board of Directors of the Company and shall be displayed on the Notice Board at the registered office of the Company.

SPECIAL BUSINESS:

Alteration in Object clause of Memorandum of Association of the Company

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 Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the Clause III (A) of Memorandum of Association of the Company dealing with the Main Objects to be pursued by the Company be amended by adding the sub clause numbers 6,7 & 8 after existing sub clause no. 5 and renumbering the remaining sub clause numbers thereafter.

"RESOLVED FURTHER THAT the Board of Directors of the Company or any of its duly constituted committee be and is hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

"RESOLVED FURTHER THAT the Board of Directors of the Company or any of its duly constituted committee be and is hereby authorized, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment."

RESOLVED FURTHER THAT the 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".

By order of the Board

Haroon Mansuri
Company Secretary

Date: 8th September, 2017

Explanatory Statement under section 102 of the Companies Act, 2013

Item no. 1 of the notice

The Company is presently engaged in the business of financial advisory and consultancy business. The Company proposes to commence the business of Asset Reconstruction subject to obtaining prior approval from the Reserve Bank of India. The business of asset reconstruction may be conveniently and advantageously carried on by the Company for future growth as the Company has sufficient expertise to carry on such new line of business.

In order to enable the Company to undertake businesses as above, it is proposed to amend the Main Objects Clause of the Memorandum of Association of the Company. By virtue of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014; approval of members by way of special resolution is a prerequisite to amend the objects clause of the Company and thus your approval is sought for the same.

The object clauses which are to be inserted are as under:

6. Subject to the approval of Reserve Bank of India under Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 and such other approval as may be required under any legislation in force to act as a securitisation and reconstruction company under the SECURITISATION AND RECONSTRUCTION OF FINANCIAL ASSETS AND ENFORCEMENT OF SECURITY INTEREST ACT, 2002 and to carry on the business of securitisation and/or asset

reconstruction and for that purpose to acquire and/or deal with and/or dispose off any and all assets, partly or wholly such as financial assets, property, secured assets, of any nature and otherwise to assist or participate in the securitisation, realization or restructuring or reconstruction of financial assets and/or secured assets and for such purpose to mobilize funds in any manner such as issue of debentures or bonds or other securities and to offer or otherwise issue or deal in security receipts of any nature and tenor to Qualified Institutional Buyers or any other persons, natural or juristic (as may be permitted under the Securitization And Reconstruction Of Financial Assets And Enforcement Of Security Interest Act, 2002 from time to time) and for the purpose aforesaid or in connection with asset reconstruction or securitisation, to act as trustees, managers, administrators, receivers, values or otherwise and to engage, appoint, discharge any intermediaries or agents or professionals or consultants.

7. To act as trustees for various trusts set up pursuant to any scheme in accordance with the Securitization And Reconstruction of Financial Assets And Enforcement Of Security Interest Act, 2002 and for that purpose to set up, promote, settle, approve and execute trust/s and devise various schemes for raising funds in any manner from Qualified Institutional Buyers or any other persons, natural or juristic (as may be permitted under the Securitization And Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 from time to time) and/or to float various schemes and to issue Security Receipts and to deploy funds raised and to undertake securitisation and reconstruction transactions, including enforcement of security interest and receive fees for services and to hold the property in trust for the benefit of the beneficiaries of the trust, to undertake and carry on the functions and duties of a trustee and to undertake and execute trusts of all kinds, whether public or private, including declaring the company itself as a trustee and to act in furtherance of any trust directions, discretion or other obligation or permission and generally to carry on the trustee business and in particular and without limiting the generality of the above, to act as trustees.

8. To carry on the business of asset reconstruction, acquisition and/or securitisation of any or all financial assets, property or secured assets, of any nature, either wholly or partly, to take over of management, sale, lease of the business, secured assets, financial assets, property, rescheduling of debts, creation of security interest, enforcement of security interest, settlement of dues and/or taking possession of secured assets, to run, operate and maintain any such secured assets and to distribute the proceeds thereof whether periodically or otherwise, to maintain books of account, to formulate policies on all the above matters such as valuation of assets under each scheme formulated by each trust and declaration of Net Asset Value of Security Receipts, whether in its capacity as a trustee or otherwise.

The Directors recommend the Resolution at item no. 1 in the best interest of the Company for your approval.

None of the Directors, Key Managerial Person of the Company or their relatives is financially or otherwise deemed to be concerned or interested in passing of the aforesaid Resolution.

By order of the Board

Haroon Mansuri
Company Secretary

Place: Mumbai
Date: 8th September, 2017

Fortune Financial Services (India) Limited

INSTRUCTIONS

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 with respect to all the items are given.
2. A Member desiring to exercise vote by Postal Ballot, is requested to carefully read the instructions printed in the Postal Ballot Form and fill this Postal Ballot Form and send it to the scrutinizer in the attached self addressed envelope. The postage charges are borne and paid by the Company. However, envelopes containing Postal Ballots if sent by courier or by registered post at the expense of the registered shareholder will also be accepted. The envelopes may also be deposited personally at the address given thereon. However the envelopes containing the Postal Ballot should reach the Company not later than the close of business hours on **Tuesday, 17th October, 2017 before 5.00 p.m.** If the ballots are received thereafter they shall be deemed to be not received.
3. Please convey your assent/dissent in this Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
4. There should be one Postal Ballot for every Folio / Client Id irrespective of the number of joint-holders.
5. This Postal Ballot Form should be completed and signed by the shareholder(s). In case of joint holding, this form should be completed and signed (as per specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder(s).
6. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution / authority.
7. The votes should be cast either in favor or against by putting the tick mark (√) in the column provided for assent or dissent. Ballot papers bearing tick marks in both the columns will render the Postal Ballot Form invalid. Incomplete, unsigned or incorrectly filled Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
8. The Director and the Company Secretary shall be responsible for the entire Postal Ballot voting process.
9. Duly completed Postal Ballot Forms should reach the scrutinizer not later than the **Tuesday, 17th October, 2017**. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
10. The Company has appointed Mr. Dinesh Kumar Deora, Company Secretary in Whole Time Practice as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and he will submit his report to the Company on or before the closing of business hours of **Wednesday, 18th October, 2017.**

11. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on **8th September, 2017.**

12. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage pre-paid self addressed envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

13. The Postal Ballot shall not be exercised by a Proxy.

The Director of the Company shall announce the result of the Postal Ballot on **Wednesday, 18th October, 2017** at the registered office of the Company during the official working hours. The date of declaration of result of Postal Ballot will be the date passing of the Resolution by members.

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, 2016, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Postal Ballot Notice.

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 Postal Ballot 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.co.in 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 Postal Ballot the results of which will be declared on **Wednesday, 18th October, 2017 at 5.00 p 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 **Monday, 18th September, 2017 (9.00 a.m.)** and ends on **Tuesday, 17th October, 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, 8th 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.

(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 8th September, 2017.

(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 **17th October, 2017**. 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 by postal ballot and communicated to the BSE Limited National Stock Exchange of India Limited (NSE) where the equity shares of the Company are listed

2. The Postal Ballot Notice and instructions for e-voting along with Assent/ Dissent Form, Attendance Slip and Proxy Form are being sent to members by Post.