

**PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF PUBLIC SHAREHOLDERS OF  
FORTUNE FINANCIAL SERVICES (INDIA) LIMITED  
UNDER REGULATIONS 13(1), 14 AND 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL  
ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 (AS AMENDED)**

**OPEN OFFER FOR ACQUISITION OF UP TO 73,69,958 (SEVENTY THREE LAKH SIXTY NINE THOUSAND NINE HUNDRED AND FIFTY EIGHT) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH OF FORTUNE FINANCIAL SERVICES (INDIA) LIMITED ('TARGET COMPANY') FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY NEOSTAR DEVELOPERS LLP ('ACQUIRER I'), ADITYA INFOTECH PRIVATE LIMITED ('ACQUIRER II') AND MR. CHINTAN VIJAY VALIA ('ACQUIRER III') (COLLECTIVELY REFERRED TO AS 'ACQUIRERS'), ALONG WITH MR. SUDHIR V. VALIA ('PAC I'), MS. RAKSHA S. VALIA ('PAC II'), MR. VIJAY M. PAREKH ('PAC III') AND MR. PARESH M. PAREKH ('PAC IV'), IN THEIR CAPACITY AS PERSONS ACTING IN CONCERT WITH THE ACQUIRERS (COLLECTIVELY REFERRED TO AS 'PACs') ('OPEN OFFER')**

**THIS PUBLIC ANNOUNCEMENT ('PA') IS BEING ISSUED BY ELARA CAPITAL (INDIA) PRIVATE LIMITED ('MANAGER TO THE OFFER') FOR AND ON BEHALF OF THE ACQUIRERS AND THE PACs, TO THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY PURSUANT TO AND IN COMPLIANCE WITH, AMONG OTHERS, REGULATIONS 3(2) AND 4 READ WITH REGULATIONS 13(1), 14 AND 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THERETO ('SEBI (SAST) REGULATIONS').**

**1. Offer Details**

- a. Offer Size:** The Acquirers along with the PACs hereby make this Open Offer to all shareholders of the Target Company, other than Acquirers, PACs and parties to the underlying agreement including persons deemed to be acting in concert with such parties ('Public Shareholders'), to acquire up to 73,69,958 (Seventy Three Lakhs Sixty Nine Thousand Nine Hundred and Fifty Eight) fully paid-up equity shares of the Target Company, of face value of Rs. 10/- each (each an 'Equity Share'), representing 26% of the Voting Share Capital (2,83,45,990 Equity Shares being the total paid-up share capital of the Target Company as of the 10<sup>th</sup> working day from the closure of the tendering period), subject to the terms and conditions mentioned in this PA, the detailed public statement that will be published in connection to the Open Offer ('Detailed Public Statement') and the letter of offer that will be sent to the Public Shareholders of the Target Company in accordance with the SEBI (SAST) Regulations.
- b. Offer Price/ Consideration:** The offer price of Rs. 100/- per Equity Share ('Offer Price') has been calculated in accordance with regulation 8(1) and regulation 8(2) of the SEBI (SAST) Regulations. Assuming full acceptance, the total consideration payable by the Acquirers and PACs will be Rs. 73,69,95,800/- (Rupees Seventy three crores sixty nine lakhs ninety five thousand eight hundred only).

- c. **Mode of payment:** The consideration will be paid in cash, in accordance with regulation 9(1)(a) of the SEBI (SAST) Regulations.
- d. **Type of offer:** The Open Offer is a mandatorily triggered offer pursuant to regulations 3(2) and 4 of the SEBI (SAST) Regulations. This Open Offer is not subject to any minimum level of acceptance in terms of regulation 19(1) of the SEBI (SAST) Regulations. This is not a competing offer in terms of regulation 20 of the SEBI (SAST) Regulations.

**2. Transactions which have triggered the Open Offer obligations (underlying transactions)**

Details of underlying transactions							
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Allotment/ Market Purchase)		Equity Shares/ Voting rights acquired/ proposed to be acquired		Total Consideration for Equity Shares/ Voting Rights (VR) acquired (in Rs.)	Mode of payment (Cash/ securities)	Regulations which have been triggered
			Number of Equity Shares	% vis a vis Voting Share Capital			
Direct	Acquisition of Equity Shares through share purchase agreement* dated November 27, 2014 ('SPA') entered into between Acquirer I, Acquirer II and Fine Estates Private Limited ('Seller')	Acquirer I	22,22,227	7.84%	17,22,22,592.50	Cash	Regulation 3(2) of the SEBI (SAST) Regulations
		Acquirer II	11,11,113	3.92%	8,61,11,257.50		

Details of underlying transactions						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Allotment/ Market Purchase)	Equity Shares/ Voting rights acquired/ proposed to be acquired		Total Consideration for Equity Shares/ Voting Rights (VR) acquired (in Rs.)	Mode of payment (Cash/ securities)	Regulations which have been triggered
		Number of Equity Shares	% vis a vis Voting Share Capital			
Direct	Framework agreement dated November 27, 2014 ('Agreement') entered between the Acquirers, PACs, Seller and Crest Ventures Limited (previously known as Sharyans Resources Limited).	Nil	Nil	Nil	Nil	Regulation 4 of the SEBI (SAST) Regulations
<b>TOTAL</b>		<b>33,33,340</b>	<b>11.76%</b>	<b>25,83,33,850.00</b>	Cash	-

\* Equity Shares of the selling shareholder will be acquired by Acquirer I and Acquirer II under SPA. 14,07,752 Equity Shares & 7,03,876 Equity Shares acquired by both Acquirer I and Acquirer II respectively, shall continue to be lock-in till July 31, 2015 and 814,475, Equity Shares & 407,237 Equity Shares acquired by both Acquirer I and Acquirer II respectively, shall continue to be lock-in till July 31, 2017, as stipulated under regulation 79 of Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2009.

### 3. Acquirers/ PACs

Details		Acquirer I	Acquirer II	Acquirer III	PAC I	PAC II	PAC III	PAC IV
<b>Name of the Acquirer/ PAC</b>		Neostar Developers LLP	Aditya Infotech Private Limited	Mr. Chintan Vijay Valia	Mr. Sudhir V. Valia	Ms. Raksha S. Valia	Mr. Vijay M. Parekh	Mr. Paresh M. Parekh
<b>Address</b>		13, Shree Niketan, 16 Vithalbai Road, Vile Parle (West), Mumbai 400 056	801- A, Royal Grace, 28, L. T. Colony Marg No. - 2, Dadar (East), Mumbai 400 014	C-II/88, Karmakshetra, Flank Road, Near Shanmukhananda Hall, Kings Circle, Mumbai - 400037	801, Aalap Building, 173, Sir Bhalchandra Road, Dadar (E), Mumbai 400 014	801, Aalap Building, 173, Sir Bhalchandra Road, Dadar (E), Mumbai 400 014	102, Smruti CHS Ltd, M.G Cross Road No 4, Kandivali (West), Mumbai 400 067	102, Smruti CHS Ltd, M.G Cross Road No 4, Kandivali (West), Mumbai 400 067
<b>Name(s) of persons in control/ promoters of acquirer/ PAC</b>		PAC I and PAC III	PAC I and PAC II	n/a	n/a	n/a	n/a	n/a
<b>Name of the Group, if any</b>		None	None	None	None	None	None	None
<b>Pre Transaction shareholding</b>	<b>Number</b>	92,29,576	50,59,599	Nil	1,50,291	3,47,791	1,46,960	3,44,460
	<b>% of total</b>	32.56	17.85%	Nil	0.53%	1.23%	0.52%	1.22%

Details		Acquirer I	Acquirer II	Acquirer III	PAC I	PAC II	PAC III	PAC IV
Shareholding after acquisition of shares which trigger Open Offer* (Pre Transaction shareholding + SPA)	Number	114,51,803	61,70,712	Nil	1,50,291	3,47,791	1,46,960	3,44,460
	% of total	40.40%	21.77%	Nil	0.53%	1.23%	0.52%	1.22%
Any other interest in the Target Company		**	**	Acquirer III is a director on the board of directors of the Target Company, is the son-in-law of PAC I and PAC II.	**Acquirer III, a director on the board of directors of the Target Company, is the son-in-law of PAC I.	**Acquirer III, a director on the board of directors of the Target Company, is the son-in-law of PAC II.	**	**

\* Based on the Voting Share Capital of the Target Company (not taking into account the Equity Shares validly accepted in the Open Offer, if any)

\*\* Except the following, there is no other interest exists:

- a) Acquirer I, Acquirer II and PACs are part of the promoter group of the Target Company.
- b) Shareholding interest of Acquirer I, Acquirer II and PACs in the Target Company and respective interest of PAC I and PAC II as mentioned above

#### 4. Details of selling shareholders

Name of the selling shareholder	Part of Promoter Group	Details of Equity Shares/ Voting Rights held by the selling shareholder			
		Pre Transaction		Post Transaction	
		Number	%	Number	%
Fine Estates Private Limited	Yes	33,33,340	11.76%	Nil	Nil

#### 5. Target Company details

- a. **Name:** Fortune Financial Services (India) Limited
- b. **Corporate Identity Number of the Target Company:** L65910MH1991PLC062067
- c. **Registered Office:** Naman Midtown, 'A' Wing 21<sup>st</sup> Floor, Unit No. 2103, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013
- d. **Exchange(s) where listed:** The equity shares of the Target Company are presently listed only on BSE Limited (Scrip ID: FORTUNEF; Scrip Code: 530023). **ISIN:** INE924D01017

#### 6. Other details

- a. The PA is made in compliance with regulation 13(1) of the SEBI (SAST) Regulations.
- b. This is to inform all Public Shareholders of the Target Company that further details of the Open Offer, pursuant to this PA, including detailed information on the Offer Price, the Acquirers, the PACs and the Target Company, background to the Open Offer, statutory approvals for the Open Offer and details of financial arrangements and other terms of the Open Offer, shall be published in the Detailed Public Statement, as required under regulation 13(4) of the SEBI (SAST) Regulations, within five working days from the date of this PA i.e. by December 4, 2014. The Detailed Public Statement shall be published, as required under regulation 14(3) of the SEBI (SAST) Regulations, in (a) all editions of any

one English national daily newspaper with wide circulation; (b) any one Hindi national daily newspaper with wide circulation; and (c) any one Marathi daily newspaper at Mumbai.

- c. The Acquirers and PACs undertake that collectively they have adequate financial resources and have made firm financial arrangements for financing the acquisition of Equity Shares and to meet other obligations under the Open Offer, in terms of regulation 25(1) of SEBI (SAST) Regulations.
- d. The Acquirers and PACs undertake that they are fully aware of and will comply with their obligations under the SEBI (SAST) Regulations.
- e. The Open Offer is not conditional upon any minimum level of acceptance pursuant to the terms of regulation 19(1) of the SEBI (SAST) Regulations.
- f. This PA is not being issued pursuant to a competing offer under the terms of regulation 20 of the SEBI (SAST) Regulations.
- g. PAC I and PAC III, part of the promoter group of the Target Company, by way of an offer for sale have sold 1,97,500 and 1,97,500 Equity Shares respectively on November 12, 2014 in accordance with SEBI circulars no. (CIR/MRD/DP/18/2012) dated July 18, 2012, (CIR/MRD/DP/04/2013) dated January 25, 2013, (CIR/ MRD/ DP/17/2013) dated May 30, 2013 and (CIR/MRD/DP/24/2014) dated August 8, 2014 (the 'SEBI OFS Circulars'). All the parties to the SPA and the Agreement shall comply with the provisions of SEBI OFS Circulars.

**Issued by the Manager to the Offer**



**Elara Capital (India) Private Limited**

SEBI Registration Number: INM000011104

Address: Indiabulls Finance Centre, Tower 3, 21st Floor, Senapati Bapat Marg, Elphinstone Road West, Mumbai 400 013

Contact Person: Mr. Jayant Prakash, Company Secretary & Compliance Officer

Tel: +91-22-3032-8599

Fax: +91-22-3032-8589

E-mail: [jayant.prakash@elaracapital.com](mailto:jayant.prakash@elaracapital.com)

Website: <http://www.elaracapital.com>

**For and on behalf of**

<b>Neostar Developers LLP (Acquirer I)</b>  SD/ Authorized Signatory	<b>Aditya Infotech Private Limited (Acquirer II)</b>  SD/ Authorized Signatory	  SD/ <b>Chintan Vijay Valia (Acquirer III)</b>	  SD/ <b>Sudhir V. Valia (PAC I)</b>
  SD/ <b>Raksha S. Valia (PAC II)</b>	  SD/ <b>Vijay M. Parekh (PAC III)</b>	  SD/ <b>Paresh M. Parekh (PAC IV)</b>	

Place: Mumbai  
Date: November 27, 2014