

## WALL STREET FINANCE LIMITED

CIN: L99999MH1986PLC039660

Registered Office: 201-A, Chintamani Avenue,  
2nd Floor, Off Western Express Highway, Opp. Virwani Industrial Estate,  
Goregaon (East), Mumbai - 400063  
Web: [www.wallstreetfinanceltd.com](http://www.wallstreetfinanceltd.com)

### POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (hereinafter referred to as '**the Act**'), if any, read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereto for the time being in force) (hereinafter referred to as '**the Rules**') and that the resolutions appended below are proposed to be passed by way of Postal Ballot / E-voting. The Explanatory Statements pertaining to the said resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto along with a Postal Ballot Form (hereinafter referred to as '**the Form**') for your consideration.

The Board of Directors of the Company has appointed Mr. Dharmesh M. Zaveri, Practicing Company Secretary of D. M. Zaveri & Co., Mumbai as a Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope so as to reach the scrutinizer not later than the close of working hours i.e. at 5.00 p.m. on Saturday, 7th April, 2018. Any assent or dissent received after the said date will be treated as if the reply from the concerned member is not received.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf in the Form. Upon completion of the scrutiny of the forms, the scrutinizer will submit his report to the Chairman or any of the Directors or person authorized by the Board and the results of the Postal Ballot will be announced by the Chairman or any of the Directors or person authorized by the Board on or before Monday, 9th April, 2018 at 5.00 p.m. at the Registered Office of the Company. The aforesaid result would be displayed at the Registered Office of the Company, intimation to BSE Limited where the Company's equity shares are listed and displayed alongwith the Scrutinizer's report on the Company's website viz. [www.wallstreetfinanceltd.com](http://www.wallstreetfinanceltd.com), on the agency's website i.e. Central Depository Services (India) Limited viz. [www.cdslindia.com](http://www.cdslindia.com) / [www.evotingindia.com](http://www.evotingindia.com).

#### Item No. 1

#### **APPROVAL OF WALL STREET FINANCE LIMITED - EMPLOYEES STOCK OPTION PLAN 2018 (WSFL-ESOP 2018)**

To consider and, if thought fit, to give assent/dissent, to 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, and Rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as “SEBI SBEB Regulations”), issued by the Securities and Exchange Board of India (“SEBI”), subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the Company be and is hereby accorded respectively to the '**Wall Street Finance Limited - Employees Stock Option Plan 2018**' (hereinafter referred to as the "**WSFL-ESOP 2018**") and to 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 /Compensation Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time such number of options, to the permanent employees including Directors (other than

Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India, as may be decided solely by the Board under the Plan, exercisable into not more than 17,35,000 (Seventeen Lakhs Thirty-Five Thousand) Options, each Option giving the right but not the obligation to the holder to subscribe for cash to one fully paid-up Equity Share in the Company, of face value of Rs 10/- each, directly by the Company and at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the WSFL-ESOP 2018 and in due compliance with the applicable laws and regulations in force.”

**“RESOLVED FURTHER THAT** the Board and any committee formed for this purpose be and is hereby authorised to issue and allot Equity Shares upon exercise of options by Employee from time to time in accordance with the WSFL-ESOP 2018 and other applicable laws in force 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, change in capital structure, merger and sale of division/undertaking or other re-organization, change in capital and others, if any additional Equity Shares are required to be issued by the Company to the Shareholders, the ceiling as aforesaid 17,35,000 (Seventeen Lakhs Thirty-Five Thousand) of Equity Shares shall be deemed to be increased in proportion of such additional Equity Shares issued to facilitate making a fair and reasonable adjustment.”

**“RESOLVED FURTHER THAT** in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the options Grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees”.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the WSFL-ESOP 2018 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the WSFL-ESOP 2018 and do all other things incidental and ancillary thereof.”

**“RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the WSFL- ESOP 2018.”

**“RESOLVED FURTHER THAT** any of the Directors of the Company or Chief Financial Officer or Company Secretary of the Company be and is hereby authorized to take necessary steps for listing of the securities allotted under the WSFL- ESOP 2018 on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.”

**“RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing the Nomination and Remuneration Committee to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of WSFL- ESOP 2018 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.”

**Item No. 2:****APPROVAL FOR GRANT OF OPTIONS TO THE EMPLOYEES OF THE HOLDING AND SUBSIDIARY COMPANY (IES) UNDER WALL STREET FINANCE LIMITED- EMPLOYEES STOCK OPTION PLAN – 2018 (WSFL-ESOP 2018)**

To consider and, if thought fit, to give assent / dissent, to 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 read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum of Association and Articles of Association of the Company and any other applicable and other prevailing statutory Guidelines/ Circulars in that behalf and subject to such other approval(s), consent(s), permission(s), and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/ imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s) and may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board or any other Committee constituted and empowered by the Board for the purpose, hereinafter referred to as “the Committee”) the consent of the members of the Company be and is hereby accorded to extend the benefits of the **“Wall Street Finance Limited- Employees Stock Option Plan – 2018”**(hereinafter referred to as **“WSFL ESOP – 2018”** or **“the Plan”** or **“the Scheme”**), including the issuance of shares thereunder, to or for the benefit of permanent employees whether working in India or outside India and directors whether a whole-time director or not (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the present and future holding and subsidiary company(ies) of the Company, and such other employees as may be permitted under the applicable laws (hereafter collectively referred as “Identified Employees”) and as may be approved by the Board from time to time, on such terms and conditions, as contained in the Scheme.

**RESOLVED FURTHER THAT** the equity shares to be issued and allotted under the Plan to the Identified Employees shall rank pari-passu inter se and with the existing Equity Shares of the Company for all purposes.

**RESOLVED FURTHER THAT** the Company shall conform to the Accounting Policies, Guidelines or Accounting Standards as applicable from time to time, including the disclosure requirements prescribed therein.

**RESOLVED FURTHER THAT** the Board of the Company, subject to compliance with the applicable laws and regulations, be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Plan not prejudicial to the interests of the Identified Employees and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental to and ancillary thereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.”

**Item No. 3**

**APPROVAL FOR GRANT OF OPTIONS EQUAL TO OR EXCEEDING 1% OF THE ISSUED CAPITAL OF THE COMPANY UNDER WALL STREET FINANCE LIMITED – EMPLOYEE STOCK OPTION PLAN (WSFL ESOP–2018)**

To consider and, if thought fit, to give assent / dissent, to 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 read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum of Association and Articles of Association of the Company and any other applicable and other prevailing statutory Guidelines/ Circulars in that behalf, subject to such other approval(s), consent(s), permission(s), and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s) and may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board or any other Committee Constituted and empowered by the Board for the purpose, hereinafter referred to as ‘the Committee’), consent of the Company be and is hereby accorded to the Board to create, grant, offer and issue during any one year, Options equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions, if any) of the Company, to such employee(s) and/or directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the Company and the present and future holding and subsidiary company(ies) of the Company as may be identified by the Board from time to time.

**RESOLVED FURTHER THAT** the equity shares to be issued and allotted under the Plan shall rank pari-passu inter se and with the existing Equity Shares of the Company for all purposes.

**RESOLVED FURTHER THAT** the Company shall conform to the Accounting Policies, Guidelines or Accounting Standards applicable from time to time, including the disclosure requirements prescribed therein.

**RESOLVED FURTHER THAT** the Board of the Company, subject to compliance of the applicable laws and regulations, be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Plan not prejudicial to the interests of the Identified Employees and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental to and ancillary thereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.”

**Registered Office:**

201-A, Chintamani Avenue,  
Off Western Express Highway,  
Opp. Virwani Industrial Estate,  
Goregaon (East), Mumbai- 400 063.

By order of the Board  
For Wall Street Finance Limited

Dipesh Dharod  
Chief Financial Officer

Date : 14th February, 2018

Place : Mumbai

## NOTES

- (1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts in respect of all the businesses specified above is appended hereto.
- (2) In compliance of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with Central Depository Services (India) Limited for facilitating e-voting to enable the Members to cast their votes electronically.
- (3) To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same by sending e-mail at [investor@bigshareonline.com](mailto:investor@bigshareonline.com) for receiving all communication including Annual Report, Notices, Circulars, etc. electronically and can also register their contact numbers.
- (4) As per the Companies (Management and Administration) Rules, 2014, as amended, Notice of Postal Ballot (hereinafter referred to as 'Notice') may be served on the Members through electronic transmission. Members who have registered their e-mail IDs with depositories or with the Company's Registrar and Share Transfer Agent are being sent the notice alongwith Postal Ballot Form by e-mail and Members who have not registered their e-mail IDs will receive physical copy of the Notice alongwith Postal Ballot Form through registered post / speed post / courier service. The Notice is being sent to all the members, whose names appeared in the Register of Members / Record of Depositories on Friday, 23rd February, 2018. Further, the Notice along with Postal Ballot Form shall also be available on the Company's website viz. [www.wallstreetfinanceltd.com](http://www.wallstreetfinanceltd.com), on the agency's website i.e. Central Depository Services (India) Limited viz. [www.cdslindia.com](http://www.cdslindia.com) / [www.evotingindia.com](http://www.evotingindia.com). The voting shall be reckoned in proportion to the Member's share of voting rights on the paid-up share capital of the Company as on Friday, **23rd February, 2018** and a person who is not a Member as on that date should treat this notice for information purposes only.
- (5) The last date of receipt of duly completed Postal Ballot or vote cast through e-voting i.e. **Saturday, 7th April, 2018** shall be the date of passing of the said Special Resolutions. The result shall be declared by the Chairman or any of the Directors or person duly authorized by the Board.
- (6) All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 a.m.to 1.00 p.m. from the date hereof upto **Saturday, 7th April, 2018**.
- (7) Kindly note that Members can opt for only one mode of voting i.e. either by way of physical Postal Ballot or e-voting. If a Member opts for e-voting, then such Member shall not be entitled to vote in physical Postal Ballot and vice versa. In the event any Member casts his vote by both physical Postal Ballot and e-voting, then the vote cast by such Member in e-voting shall prevail and the voting done through physical Postal Ballot shall be treated as invalid.
- (8) Members who wish to avail physical copies of the Postal Ballot Notice / Form shall be provided same upon request.

## EXPLANATORY STATEMENT

### (Pursuant to Section 102 and 110 of the Companies Act, 2013)

#### Item Nos. 1, 2 and 3

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share based compensation scheme/plan. Your Company now with its complete focus on its foreign exchange business, believes in rewarding its employees including Directors of the Company as well as that of the Subsidiary Company for their continuous hard work, dedication and support, which has led the Company on the growth path. The Company intends to implement the Wall Street Finance Limited - Employees Stock Option Plan 2018 (**WSFL-ESOP 2018**), with a view to attract and retain key talents working with the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

An ESOP Scheme-Wall Street finance Employee Stock Option Scheme 2013 was approved by Company for 11,00,000 shares by Members through their special resolution passed at Company's General Meeting held on 20.09.2013 however, the options were never granted to employee and scheme stands rescinded due to unprecedented changes notified in the Companies Act and SEBI Guidelines subsequently.

In terms of Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Section 62 and other applicable provisions of the Companies Act, 2013, for issue of Shares to persons other than the existing Members of the Company the approval of the existing Members by way of Special Resolution is required. The Special Resolution included in Item No. 1 is seeking your approval for the formulation and implementation of the "WSFL ESOP – 2018" and issue of shares under the said Plan to the Identified Employees of the Company, its holding and its subsidiary Company(ies) as detailed in the resolution.

As per Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 approval of the shareholders by way of separate Special Resolution is also required:

- I. for grant of options to the employees of holding and subsidiary company (ies); and
- II. for grant of options to the identified employees during any one year equal to or exceeding 1% of the issued capital of the Company.

The Special Resolutions set out at Item Nos. 2 and 3 are seeking your approval for the said purposes respectively.

Pursuant to provisions of SEBI (SBEB) Regulations, the Company seeks members' approval in respect of WSFL-ESOP 2018 and grant of options to the eligible employees/ Directors of the Company as decided by the Nomination and Remuneration Committee from time to time in due compliance of the SEBI (SBEB) Regulations.

The main features of the WSFL-ESOP 2018 are as under:

**1. Brief Description of the Scheme(s)**

The Plan shall be called the Wall Street Finance Limited– Employees Stock Option Plan 2018 (WSFL-ESOP 2018) is intended to reward the Eligible Employees of the Company and its Subsidiary Company(ies) in India and abroad, in accordance with the applicable laws.

The Scheme will be implemented via Direct Route wherein the Company will allot fresh equity shares of the Company to the Identified Employees of the Company. The Plan will be administrated by the Nomination and Remuneration Committee constituted by the Board which for the purpose of this Scheme is designated as "Compensation Committee" as required under the SEBI (Share Based Employee Benefit) Regulations, 2014.

**2. Total number of options to be granted**

The maximum number of options to be granted under this Plan shall not exceed 17,35,000 (Seventeen Lakhs Thirty-Five Thousand) options convertible into equal number of Equity Shares of the Company. The vested options lapsed due to non exercise and/or unvested options which get cancelled due to resignation/ termination or otherwise would be available for re-grant at the future date(s) as per the provisions of the Scheme at the discretion of the Committee.

**3. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme**

Present and future permanent employees whether working in India or outside India, Director whether a whole-time director or not (other than promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the company and its present and future holding Company and subsidiary company(ies) as may be decided by the Committee from time to time.

**4. Requirements of vesting and period of vesting**

The options granted under this Scheme would vest based upon the performance criteria or any other criteria as may be decided by the Committee and specified in the Grant Letter. Vesting period shall commence any time after the expiry of 1 (One) year from the grant date of such Options. The specific vesting schedule and vesting conditions subject to which vesting would take place would be outlined in the document given to the Option Grantee at the time of Grant of Options.

**5. Maximum period within which the options shall be vested**

The options granted under the Scheme shall have a vesting period as may be decided by the Nomination and Remuneration Committee subject to a maximum period of 3 (three) years from the date of grant. Vesting of Options would be subject to continued employment with the Company as detailed in the Scheme.

**6. Exercise period within which the options shall be vested:**

Options granted under WSFL-ESOP 2018 would vest subject to maximum period of 3 (three) years from the date of respective vesting.

**7. Exercise price or pricing formula:**

The Exercise price of the Shares will be based on the Market Price of the Shares one day before the date of the meeting of the Committee wherein the grants of options will be approved.

The Committee has a power to provide suitable discount or charge premium on such price as arrived above. However, in any case the Exercise price shall not go below the par value of Equity Share of the Company which is Rs. 10/- per share.

**8. Exercise period and the process of Exercise:**

The options granted may be exercised by the Grantee at any time within the period determined by the Nomination and Remuneration Committee from time to time subject to a maximum period of three years from the date of respective vesting.

The mode and manner of the Exercise of the Options shall be communicated to the employees individually. On exercise of the Options, the employee shall forthwith pay to the Company the price which includes the grant price. The options shall lapse if not exercised within the specified exercise period.

**9. Appraisal process for determining the eligibility of employees under ESOP 2018**

The appraisal process for determining the eligibility of the employees will be in accordance with the Scheme or on the basis of such criteria as may be determined by the Committee at its sole discretion from time to time.

**10. Maximum number of options to be issued per employee and in aggregate**

The Nomination and Remuneration Committee will determine the maximum options that can be granted to the employees and it may grant options to some eligible employees, equal to or exceeding 1% in any one year of the issued capital of the Company at the time of grant of Options, for which a separate approval has been placed at Item No. 3. The maximum number of options to be granted under this plan shall not exceed 17,35,000 (Seventeen Lakhs Thirty five Thousand only).

**11. Maximum Quantum of benefits to be provided per employee under the WSFL-ESOP 2018:**

The maximum quantum of benefit that will be provided to every eligible Employee under the Scheme will be the difference between the Market value of Company's Share on the Stock Exchange as on the date of exercise of options and the Exercise Price paid by the employee to the Company.

**12. Implementation and administration of the Scheme**

The scheme shall be implemented and administered directly by the Nomination & Remuneration Committee of the Company.

**13. Source of Shares:**

The Scheme contemplates new Issue of Shares by the Company.

14. **The amount of loan provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc.:**

Not Applicable

15. **Maximum percentage of Secondary Acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purchase under the scheme:**

Not Applicable

16. **Disclosure and Accounting Policies**

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 or as may be prescribed by regulatory authorities from time to time.

17. **Method of Valuation**

Fair Value Method or any other method as per applicable statutory provisions from time to time.

18. **Statement with regard to Disclosure in Directors' Report**

In case the Company opts for Intrinsic Value for expensing of the benefits of the Scheme, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the Fair Value, will be disclosed in the Directors' Report and the impact of this difference on profits and on Earnings Per Share (EPS) of the Company will also be disclosed in the Directors' Report.

The Directors and Key Managerial Personnel of the Company may be deemed to be concerned or interested in these Resolutions only to the extent of any Stock Options that may be granted to them and the resultant equity shares issued, as applicable.

The Board of Directors recommends the aforesaid 3 resolutions for approval of the members. A copy of the WSFL-ESOP 2018 is available for inspection at the Company's Registered Office on all working days (excluding Saturday, Sunday and Holidays) till the date of the conclusion of postal ballot voting.

**Registered Office:**

201-A, Chintamani Avenue,  
Off Western Express Highway,  
Opp. Virwani Industrial Estate,  
Goregaon (East), Mumbai- 400 063.

By order of the Board  
For Wall Street Finance Limited

Dipesh Dharod  
Chief Financial Officer

Date : 14th February, 2018

Place : Mumbai