

NOTICE

Notice is hereby given that the Thirty Third Annual General Meeting of the members of Fortune International Limited will be held on Wednesday 30th September, 2015 at 10.00 a. m at G-22, Shahi Road, Bijwasan, New Delhi- 110061 to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Profit and Loss Account for the year ended on that date, together with the Reports of the Directors and the Auditors thereon.**

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

"RESOLVED THAT the audited balance sheet as at 31st March 2015, the statement of profit and loss along with notes to accounts and cash flow statement for the year ended on that date, together with the directors' report and the auditors' report thereon as presented to members, be and are hereby, approved and adopted".

- 2. To appoint a Director in place of Mrs. Ruchika Bharadwaj who retires by rotation and being eligible offers herself for re-appointment.**

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

"RESOLVED THAT Mrs. Ruchika Bharadwaj (DIN- 00288459), who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as director of the Company."

- 3. To re-appoint M/s. L.N. Malik & Co, Chartered Accountants, as Statutory Auditors of the Company and authorise the Board to fix their remuneration.**

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

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules framed there under, M/s. L.N. Malik & Co, Chartered Accountants, (ICAI Firm Registration No. 015992N), be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the Thirty Fourth Annual General Meeting to be held in the year 2016, on a remuneration as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS:

- 4. To appoint Mr. Shailesh Prasad (DIN: 07209972) as Independent Director**

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

"RESOLVED THAT in accordance with applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), Mr. Shailesh Prasad, who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 2nd September, 2015, and who holds office upto the date of this Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company pursuant to sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, to hold office for five consecutive years."

FURTHER RESOLVED THAT any Director of the Company, be and is hereby authorized, to sign and submit necessary e-form alongwith necessary filing fee with the Ministry of Corporate Affairs as required in accordance with the Statutory laws for regularization of the Directors"

5. To re-designate Mr. Nivedan Bharadwaj (DIN: 00040191) as Managing Director of the Company

"RESOLVED THAT Mr. Nivedan Bharadwaj (DIN: 00040191), who was earlier designated as Whole-time Director of company by the members at the 32nd Annual general Meeting held on 30th September, 2014, be and is hereby re-designated as Managing Director of the Company with effect from 2nd September, 2015 till the end of the tenure of his appointment viz. 30th September, 2019 on the same terms and conditions including remuneration as approved earlier by the members."

DATE : 02nd September, 2015

PLACE: New Delhi

By order of the Board of Directors

Sd/-

Rekha Shrivastava

Director

(DIN-00051261)

Registered Office:

G - 4, C- Block Community Centre,

Naraina Vihar,

New Delhi - 110028

NOTES :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect of business under Item No. 4 & 5 as set out in the Notice is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/ re-appointment as Directors under Item No. 4 &5 of the Notice, are also annexed.
2. Brief resume of Directors/persons proposed to be appointed / re-appointed, as stipulated under clause 49 of the listing agreement with the stock exchanges, are provided as a part of explanatory statement to this notice.
3. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company.

In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. The appointment of proxy shall be in the Form No. MGT.11 given at the end of Annual Report.
5. The Register of Members and Transfer Books of the Company will be closed from Friday, September 25, 2015 to Wednesday, September 30, 2015, both days inclusive.
6. All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during office hours on all days except Saturdays, Sundays and public holidays, up to the date of the Annual General Meeting.
7. Corporate Members intending to send their authorized representative to attend the meeting are requested to send to the company a certified true copy of the resolution passed at the Board Meeting authorizing their representative to attend and vote on behalf of the Company. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
8. Members seeking any information or for any queries to write to the Directors at the Registered office at least a week advance so as to enable to keep the information ready at the meeting.
9. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with M/s. Purva Sharegistry (India) Private Limited, the Registrar & Share Transfer Agent.
10. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
11. Members holding shares in electronic form are requested to intimate any changes in their address or bank mandates to their depositories participants with whom they are maintaining

their demat accounts immediately. Members holding shares in physical form are requested to advise any change of address immediately to M/s. Purva Sharegistry (India) Private Limited, the Registrar & Share Transfer Agent.

12. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-voting services arranged by National Securities Depository Limited ("NSDL"). The members may cast their votes using an electronic voting system from a place other than the venue of the Annual General Meeting ("remote e-voting"). In order to enable the Members, who do not have the access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given here in below.
13. The facility for voting through electronic voting system or ballot or polling paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting or by Ballot Form shall be able to exercise their right at the meeting.
14. The Members who have cast their vote by remote e-voting or by Ballot Form prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):

- a) Open the e-mail and also open PDF file namely "e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- b) Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
- c) Click on Shareholder - Login.
- d) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- e) If you are logging-in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password. Click Login.
- f) The Password Change Menu will appear on your screen. Change the password/PIN with new password of your choice, making sure that it contains a minimum of eight digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- g) Once the remote e-voting home page opens, click on remote e-voting > Active e-Voting Cycles.
- h) Select "EVEN" (Remote E-Voting Event Number) of Fortune International Limited which is 103017. Now you are ready for remote e-voting as Cast Vote page opens.
- i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

- j) Upon confirmation, the message "Vote cast successfully" will be displayed.
- k) Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
- l) Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer Mr. Dharmendra Sharma, practicing Company Secretary, through e-mail to cssharma1984@gmail.com with a copy marked to evoting@nsdl.co.in. You can also forward the documents at the Company's email ID: fil12033@gmail.com.

B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):

- i. Initial password is provided in the enclosed form: EVEN (E-Voting Event Number), user ID and password.
- ii. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.

C. Other Instructions:

1. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members, available at downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
2. The e-voting period commences on Sunday, September 27, 2015 (9.00 a.m. IST) and ends on Tuesday, September 29, 2015 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on September 23, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
3. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on September 23, 2015.
4. Any person, who acquire share of the Company and become member of the Company after dispatch of the Notice of Annual General Meeting and holding shares as of the cut-off date, i.e., September 23, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com
5. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, voting through Ballot Form, as well as voting at the Annual General Meeting through e-voting or polling paper
6. Mr. Dharmendra Sharma, Practicing Company Secretary (Membership No. ACS 29317), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
7. The Scrutinizer shall, within a period 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 the

employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

8. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Dharmendra Sharma, Practicing Company Secretary (Membership No. ACS 29317), at the Registered Office of the Company not later than Tuesday, September 29, 2015 (5.00 p.m. IST)
9. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to fil12033@gmail.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than Friday, September 26, 2015 (6.00 p.m. IST).

Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

10. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.fortuneinternational.in and on the website of NSDL www.evoting.nsdl.com within three days of the passing of the resolutions at the Thirty Third AGM of the Company on September 30, 2015 and communicated to the BSE Limited, where the shares of the Company are listed.
11. e-Voting System has an option for the shareholders to edit their mobile number or e-mail ID

DATE: 02nd September, 2015
PLACE: New Delhi

By order of the Board of Directors

Sd/-
Rekha Shrivastava
Director
(DIN-00051261)

Registered Office:
G - 4, C- Block Community Centre,
Naraina Vihar,
New Delhi - 110028

**Explanatory Statement
(Pursuant to section 102 of the Companies Act, 2013)**

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 & 5 of the accompanying Notice:

Item No.4

The Board of Directors at their meeting held on 2nd September, 2015 appointed Mr. Shailesh Prasad as an Additional Director of the Company. Mr. Shailesh Prasad holds office upto the date of the forthcoming Annual General Meeting pursuant to Section 161(1) is hereby appointed as an Independent Director of the Company pursuant to sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, to hold office for five consecutive years w.e.f this Annual General meeting i.e. 30th September 2015 till the Thirty Eighth AGM in 2020, The Company has received consent from him and also declaration that he is not disqualified from being appointed in terms of section 164(2) of the Companies Act, 2013 and meet criteria of independence as prescribed under section 149 (6) of the said act. A brief profile of Mr. Shailesh Prasad is given herein for the information of the shareholders.

Mr. Shailesh Prasad, 46 years old, completed his schooling from Mayo College Ajmer and graduation from Shri Ram College of Commerce, Delhi University. He began his professional career with Wianxx Impex Private Limited, a seasoned specialist in the Hypermarket sector with more than 24 years experience in Finance and administration and retail concept design in both Europe and India. Later, he led business development design and supply chain initiatives with the senior management at many renowned retailers including Metro Markro Group Carrefour, Ahold and Globus. In 2005 he returned to India in order to leverage this experience in developing world class shopping and entertainment centers in the country. Together with his team he culminated in the development of Europark Shopping Mall as a complete retail and entertainment destination designed for middle and upper- middle income Indian families. At Europark, he leads the finance and administration.

The Board recommends resolutions under Item No. 4 to be passed by the Members as ordinary resolution.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

This explanatory statement is provided though strictly not required as per section 102 of the Act.

Item No. 5

Mr. Nivedan Bharadwaj was appointed as Whole-time Director of the Company for a period of five years with effect from 30th September 2014. The appointment was approved by the Shareholders at the Annual General Meeting held on 30th September 2014. Mr. Nivedan Bharadwaj has taken over additional responsibilities. In view of the additional responsibilities the Board of Directors vide its unanimous resolution dated 2nd September, 2015 under the provisions of the Companies Act, re-designates him as the Managing Director of the Company with effect from 2nd September 2015 for the remaining period of his tenure upto 30th September, 2019.

The terms and conditions of his appointment including remuneration as approved by the members at the 32nd Annual General Meeting remains the same.

Brief Profile of Mr. Nivedan Bharadwaj: Mr. Nivedan Bharadwaj, age 45 years, has done his Masters in Business Administration from the Simon School of Business, University of Rochester in 1993. He has a good experience in business administrative and finance management. He also has experience in local & international marketing in the export industry. He looks after the entire day to day operations of the company.

The Board recommends resolutions under Item No. 5 to be passed by the Members as ordinary resolution.

Mr. Nivedan Bharadwaj, Whole-time Director is deemed to be interested since it relates to his re-designation. Mrs. Rekha Shrivastava, Chairperson and Mrs. Ruchika Bharadwaj, Director being the relatives of Mr. Nivedan Bharadwaj may be deemed to be interested in the resolution. No other Director is concerned or interested in these Resolutions.

DATE: 02nd September, 2015

PLACE: New Delhi

By order of the Board of Directors

**Sd/-
Rekha Shrivastava
Director
(DIN-00051261)**

Registered Office:

**G - 4, C- Block Community Centre,
Naraina Vihar,
New Delhi - 110028**