



GOLDEN TRADING HOUSE
RECOGNISED BY
GOVT. OF INDIA

REGD. & HEAD OFFICE
G-4, COMMUNITY CENTRE
NARAINA VIHAR,
NEW DELHI-110 028
INDIA

TEL : 011-5794211 to 4214
5794561, 5790729
FAX : 011-5794948, 5796722, 5791261
E-mail : find@vsnl.com

CIN: L52324DL1981PLC012033

Website: www.fortuneinternational.in

30th September, 2021

To,
The Manager
Corporate Relations Department
Bombay Stock Exchange Limited
P.J. Towers, Dalal Street Fort, Mumbai-400001

Scrip Code: 530213

Sub: Intimation of Adjourned 39th Annual General Meeting of the Company

In reference to our intimation dated 08th September, 2021 and pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Notice of the Adjourned 39th Annual General Meeting of the Company, which was scheduled to be held today i.e. Thursday, 30th September, 2021 at 10:00 a.m at Amarai Farms, Khasra No. 375, Village Kapashera, near Police Chowki, Old Delhi-Gurgaon Road, Kapashera, New Delhi-110037 and was adjourned due to want of quorum to same day, same place and same time of next week i.e. on Thursday, 07th October, 2021.

Please take the same on record.

Thanking You,

For Fortune International Limited

Megha C. Badhwar
Company Secretary &
Compliance Officer

FORTUNE INTERNATIONAL LTD.



BRANCH OFFICES :

MUMBAI :

604, SHAH NAHAR, E. MOSES ROAD,
WORLI/NAKA, WORLI, MUMBAI - 400 018
PHONE : 022-4911741, 4918136

TELEFAX : 022-4918136 E-Mail : fboom@vsnl.com

CHENNAI :

606, 6th FLOOR, SPENCER PLAZA,
769, ANNALSALAI, CHENNAI - 600 002
PHONE : 044-8552274 • FAX : 044-8550629
E-Mail : fi_chennai@yahoo.com

BHOPAL :

PLOT 66-92, SECTOR 1,
INDUSTRIAL AREA, GOVIND PURA, BHOPAL - 462 023.
PHONES : 0755-586513, 584501 • FAX : 0755-583935
E-Mail : eebpl@sancharnet.in



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NOTICE

NOTICE OF THE ADJOURNED 39TH ANNUAL GENERAL MEETING OF FORTUNE INTERNATIONAL LIMITED

Notice is hereby given that the **Thirty Ninth Annual General Meeting** of the members of Fortune International Limited **(which had been convened on Thursday, 30th September, 2021 at 10:00 a.m and was adjourned due to want of quorum)** will be held on Thursday, 07th October, 2021 at 10:00 a.m at Amarai Farms, Khasra No. 375, Village Kapashera, Near Police Chowki, Old Delhi-Gurgaon Road, Kapashera, New Delhi-110037 to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements including Balance Sheet as at 31st March, 2021 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 modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited Standalone and Consolidated Financial Statements including Balance Sheet and Profit and Loss Account as on 31st March, 2021 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 (DIN: 00288459), who retires by rotation and being eligible offers herself for re-appointment.**

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, 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 ratify the appointment of M/s. D. Kothary & 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 modification(s), the following resolution as an Ordinary Resolution:

FORTUNE INTERNATIONAL LTD.

BRANCH OFFICES:

MUMBAI :

604, SHAH NAHAR, E. MOSES ROAD,
WORLI NAKA, WORLI, MUMBAI - 400 018
PHONE : 022-4911741, 4918136
TELEFAX : 022-4918136 E-Mail : filbom@vsnl.com

CHENNAI :

606, 6TH FLOOR, SPENCER PLAZA,
769, ANNA SALAI, CHENNAI - 600 002
PHONE : 044-8552274 • FAX : 044-8550629
E-Mail : fil_chennai@yahoo.com

BHOPAL :

PLOT 86-92 SECTOR 1
INDUSTRIAL AREA, GOVIND PURA, BHOPAL - 462 023
PHONES : 0755-586313, 584501 • FAX : 0755-583935
E-Mail : eeibpl@sancharnet.in



“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), as may be applicable, the appointment of M/s. D. Kothary & Co., Chartered Accountants (Firm Registration No. 105335W) as the Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of 40th AGM of the Company to be held in the year 2022, be and is hereby ratified, at such remuneration and out of pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

SPECIAL BUSINESS:

4. To make investments, give loans, guarantees and provide securities beyond the prescribed limits

To consider and if thought fit, to pass with or without modifications, if any, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (the Act), read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions, if any, the approval of the members of the Company be and is hereby accorded to the Board to (a) give any loan to any body corporate(s) / person (s); (b) give any guarantee or provide security in connection with a loan to any body corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding INR 10,00,00,000 (Indian Rupees Ten Crore Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Act.

RESOLVED FURTHER THAT in case of divestment of the investment, the Directors of the Company be and are hereby authorized to sign the necessary applications, papers, forms, documents etc. for effective implementation of decision of divestment taken by the Company from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors of the Company and/ or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

5. To approve borrowing limits of the company

To consider and, if though fit, to pass with or without modification, the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and

guidelines for the time being in force; the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit , any sum or sums of money not exceeding INR 50,00,00,000 (Rupees Fifty Crore Only) (including the money already borrowed by the Company) on such terms and conditions as the Board may deem fit ,whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining undischarged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

DATE: 08th September, 2021

PLACE: New Delhi

By order of the Board of Directors

Sd/-

**Nivedan Bharadwaj
Managing Director
(DIN-00040191)**

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

1. In view of the massive outbreak of the COVID-19 pandemic, maintaining social distancing is a pre-requisite, hence being a responsible Company, we assure to take all the possible adequate security measures in accordance with guidelines from Ministry of Health and Family Welfare to minimize any potential contamination. Shareholders are also advised to adhere to the norms all the time, in interest of their own health and wellbeing.
2. **A Member entitled to attend and vote at the 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 sent at fil12033@gmail.com/rekha.srivastava2016@gmail.com, 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.

3. The appointment of proxy shall be in the Form No. MGT.11 given at the end of Annual Report.
4. The Register of Members and Transfer Books of the Company will be closed from Friday, September 24th, 2021 to Thursday, September 30th, 2021, both days inclusive.
5. All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during office hours on a prior intimation to the Company (atleast before 24 hours) on all days except Saturdays, Sundays and public holidays, up to the date of the Annual General Meeting.
6. 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.
7. Members seeking any information or for any queries to write at fil12033@gmail.com/rekha.srivastava2016@gmail.com at least a week in advance so as to enable to keep the information ready at the meeting.
8. As per SEBI Notification No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and its extension via Notification No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, all the listed Companies conducting AGM during the calendar year 2021 (i.e till 31st December, 2021) are no more required to send the hard copies of annual reports to those shareholders who have not registered their e-mail addresses. Therefore, in order to receive annual reports and 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.





9. The Notice of the AGM along with the Annual Report 2020-21 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
10. 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.
11. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
12. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
13. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
14. The e-voting period commences on Monday, September 27th, 2021 (09:00 a.m. IST) and ends on Wednesday, September 29th, 2021 (05:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date of September 23rd, 2021, 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.
15. The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 117745 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.

3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.vishakhaharbola@outlook.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Aman Goyal at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to fil12033@gmail.com/rekha.srivastava2016@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to fil12033@gmail.com/rekha.srivastava2016@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode.](#)

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

5. Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

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 as well as voting at the AGM through ballot paper.

The Chairperson shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

DATE: 08th September, 2021

PLACE: New Delhi

By order of the Board of Directors

**Sd/-
Nivedan Bharadwaj
Managing
Director
(DIN- 00040191)**

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

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

Item No. 4:

It is proposed to authorise the Board of Directors of the Company to invest into securities of any body corporate and/or make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made up to 10 crore (Rupees Ten Crore only). The investments of funds etc. may require restructuring/conversion with the changed business environment.

As per Section 186 of the Act, where a Company make investment in shares, debentures, securities of other body corporates and/or provide loan etc. and such investments etc. are in excess of 60% of the Paid up Share Capital , Fee Reserves and Securities premium Account of the Company whichever is more as prescribed under Section 186 of the Act and the rules made thereunder, from time to time in one or more tranches, approval by way of Special Resolution of the shareholders is required. It is proposed to authorise Company to give loan, guarantee and make investment up to a maximum amount of 10 crore (Rupees Ten Crore only) notwithstanding that investments along with company's existing loans or guarantee(s)/ security(ies) or investments shall be in excess of the limits prescribed under Section 186 aforesaid.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in this resolution except to the extent of their shareholding in the Company, if any.

Item No. 5

The members may kindly be informed that pursuance to the provisions of Section 180 (1) (c) of the Act, read with be the relevant rules there under any borrowings by the Company in excess of the prescribed limits (i.e., in excess of its paid-up capital and free reserves) shall require approval of the Shareholders by way of a Special Resolution. Presently, the Board is in the process of its business expansion. However, for certain business exigencies and due to certain unavoidable circumstances, the Company may be required to borrow money from Banks/ Financial Institutions or any other Bodies Corporate in the future. The Board considers that authority to borrow money up to Rs 50 Crore shall be sufficient to meet the requirements of the Company. Accordingly, the Board recommends that the Resolution No. 5 of the Notice convening this Annual General Meeting be approved by the Members as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in this Resolution except to the extent of their shareholding in the Company, if any.

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