



FORTUNE
INTERNATIONAL LTD.

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 : filnd@vsnl.com

CIN: L52324DL1981PLC012033

Website: www.fortuneinternational.in

PROCEEDINGS OF THE 33RD ANNUAL GENERAL MEETING OF FORTUNE INTERNATIONAL LIMITED HELD ON WEDNESDAY THE 30TH SEPTEMBER 2015 AT 10.00 AM AT G-22, SHAHI ROAD, BIJWASAN, NEW DELHI- 110061.

PRESENT:

- | | |
|---------------------------|----------------------|
| 1. Mrs. Rekha Shrivastava | Chairperson |
| 2. Mr. Nivedan Bharadwaj | Whole- Time Director |
| 3. Mrs. Ruchika Bharadwaj | Director |
| 4. Mr. Madan Lal Jain | Independent Director |

There are 17 members present in person/proxy.

In attendance:

- | | |
|----------------------|-------------------------|
| 1. Ms. Megha Chhabra | Company Secretary |
| 2. Mr. Anil Kukreja | Chief Financial Officer |

At the scheduled time for the commencement of the meeting, the Chairperson Mrs. Rekha Shrivastava took the Chair and thereafter the Company Secretary announced the presence of quorum for the meeting.

The Company Secretary announced that the Register of Directors' Shareholdings is open for inspection. He further announced that as per the provisions of the Companies Act, 2013 and Clause 35B of the Listing Agreement, the Company provided the facility of e-voting to the Shareholders of the Company to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 33rd Annual General Meeting (AGM). The e-voting was open from 27th September, 2015 at 9:00 A.M. to 29th September, 2015 up to 5:00 P.M. Mr. Dharmendra Sharma, Practicing Company Secretary was appointed as scrutinizer to scrutinize the e-voting process in a fair and transparent manner. In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by Show of Hands was not permitted at the general meeting where e-voting offered to the Shareholders.

Thereafter, Company Secretary requested the Chairperson to address the members.

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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, ANNAI SALAI, CHENNAI - 600 022.
PHONE: 044-8552274 • FAX: 044-8550629
E-Mail: fi_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: eeipci@sonchamnet.in



The Chairperson welcomed the members to the 33rd Annual General Meeting of the Company. The Notice convening the 33rd Annual General Meeting and the Directors' Report to the Members were, with the permission of the members, taken as read.

The Company Secretary read out the Auditors' Report. The Chairperson delivered his speech and a copy of which was circulated to all the members present. Thereafter, the business listed in the Notice as circulated to the members was transacted by ballot paper that was made circulated to the members present as under:

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.**

Mode of voting: Poll and E-voting

Resolved as an Ordinary Resolution 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.**

Mode of voting: Poll and E-voting

Resolved as an Ordinary Resolution 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.**

Mode of voting: Poll and E-voting

Resolved as an Ordinary Resolution 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."



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

Mode of voting: Poll and E-voting

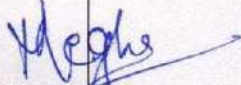
Resolved as an Ordinary Resolution that in accordance with applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), Mr. Shailesh Prasad, who was appointed as an Additional Director of the Company by the Board of 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."

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

Mode of voting: Poll and E-voting

Resolved as an Ordinary Resolution 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."

There being no other item on the agenda, the meeting concluded with a vote of thanks to the Chair.


CS Megha Chhabra
Company Secretary &
Compliance Officer





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September 30, 2015

To,
The Manager
Corporate Relations Department – Publication Section
Bombay Stock Exchange Limited
P.J. Towers, Dalal Street
Fort, Mumbai-400 023

Dear Sir/ Madam,

Scrip Code: **530213**
CIN: **L52324DL1981PLC012033**

Sub: Re- designation of Mr. Nivedan Bharadwaj as Managing Director

With reference to the captioned subject and pursuant to clause 30 of the Listing Agreement with Stock Exchange, the Members of the Company in their meeting held today i.e. 30th September, 2015 have re- designated Mr. Nivedan Bharadwaj, as the Managing Director of the Company with effect from 2nd September, 2015.

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.

Request you to kindly take the same on records and acknowledge the receipt of the same.

Thanking you
Yours faithfully,

For Fortune International Limited


Megha Chhabra
Compliance Officer



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MUMBAI :

604, SHAH NAHAR, E. MOSES ROAD,
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September 30, 2015

To,
The Manager
Corporate Relations Department – Publication Section
Bombay Stock Exchange Limited
P.J. Towers, Dalal Street
Fort, Mumbai-400 023

Dear Sir/ Madam,

Scrip Code: **530213**
CIN: **L52324DL1981PLC012033**


Sub: **Appointment of Mr. Shailesh Prasad (DIN: 07209972) as Independent Director**

With reference to the captioned subject and pursuant to clause 30 of the Listing Agreement with Stock Exchange, the Members of the Company in their meeting held today i.e. 30th September, 2015 have appointed Mr. Shailesh Prasad (DIN: 07209972) as Independent Director.

Request you to kindly take the same on records and acknowledge the receipt of the same.

Thanking you
Yours faithfully,

For Fortune International Limited


Megha Chhabra
Compliance Officer



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