



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
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E-mail : find@vsnl.com

CIN: L52324DL1981PLC012033

Website: www.fortuneinternational.in

29th September, 2017

To,
The Manager-Listing
The Department of Corporate Relations
Bombay Stock Exchange Limited
P.J.Tower, Dalal Street,
Mumbai

Dear Sir/Madam,

**Sub: Proceedings of Annual General Meeting under Regulation 30 of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

Ref: Scrip Code-530213


This is to inform that pursuant to Regulation 30 of the Listing Agreement, please find the enclosed herewith proceedings of the 35th Annual General Meeting of Fortune International Limited held on 29th September, 2017 at 11:00 a.m. at Amarai Farms, Khasra No. 375, Village Kapashera, near Police Chowki, Old Delhi-Gurgaon road, Kapashera, New delhi-110037.

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

Thanking You,

Yours faithfully,

For Fortune International Limited


CS Megha Badhwar
Company Secretary &
Compliance Officer



FORTUNE INTERNATIONAL LTD.



BRANCH OFFICES :

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PROCEEDINGS OF THE 35TH ANNUAL GENERAL MEETING OF FORTUNE INTERNATIONAL LIMITED HELD ON FRIDAY THE 29TH SEPTEMBER, 2017 AT 11.00 AM AT AMARAI FARMS, KHASRA NO. 375, VILLAGE KAPASHERA, NEAR POLICE CHOWKI, OLD DELHI-GURGAON ROAD, KAPASHERA, NEW DELHI-110037.

PRESENT:

- | | |
|---------------------------|----------------------|
| 1. Mrs. Ruchika Bharadwaj | Chairperson |
| 2. Mr. Nivedan Bharadwaj | Managing Director |
| 3. Mrs. Rekha Shrivastava | Director |
| 4. Mr. Madan Lal Jain | Independent Director |
| 5. Mr. Prashant Verma | Independent Director |

There are 18 members present in person/proxy.

SPECIAL INVITEE(S):

1. Authorised Representative of Statutory Auditors
M/s. L.N. Malik & Co.,
Chartered Accountants
2. Authorised Representative of M/s. D. Kothary & Co.,
Chartered Accountants
3. Authorised Representative of Secretarial Auditors
M/s. Vishakha Harbola &
Associates Company Secretary

IN ATTENDANCE:

- | | |
|-----------------------|-------------------------|
| 1. Mrs. Megha Badhwar | Company Secretary |
| 2. Mr. Anil Kukreja | Chief Financial Officer |

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At the scheduled time for the commencement of the meeting, the Chairperson Mrs. Ruchika Bharadwaj 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. She further announced that as per the provisions of the Companies Act, 2013 and Regulation 44 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 35th Annual General Meeting (AGM). The e-voting was open from 23rd September, 2017 at 9:00 A.M. to 28th September, 2017 up to 5:00 P.M. Mrs. Vishakha Harbola, 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.

The Chairperson welcomed the members to the 35th Annual General Meeting of the Company. The Notice convening the 35th Annual General Meeting and the Directors' Report to the Members was, 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, 2017 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: Ballot and E-voting

Resolved as an Ordinary Resolution that the audited balance sheet as at 31st March 2017, 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: Ballot 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 appoint M/s. D. Kothary & Co., Chartered Accountants, as Statutory Auditors of the Company and authorize the Board to fix their remuneration.

Mode of voting: Ballot and E-voting

Resolved as an Ordinary Resolution 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, M/s. D. Kothary & Co., Chartered Accountants (Firm Registration No. 105335W), be and are hereby appointed as the Statutory Auditors of the Company in place of retiring auditors M/s. L. N Malik & Co., Chartered Accountants (ICAI Firm Registration No. 015992N), to hold office for a term of five years i.e. from the conclusion of this AGM till the conclusion of 40th AGM of the Company to be held in the year 2022, (subject to ratification of their appointment at every AGM, if so required under the Act), 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.

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

Mode of voting: Ballot and E-voting

Resolved as Special Resolution 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.

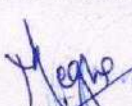
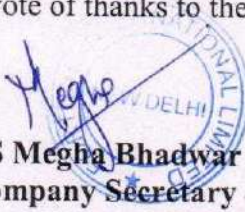
5. To approve borrowing limits of the company

Mode of voting: Ballot and E-voting

Resolved as Special Resolution 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 un-discharged 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.

There being no other item on the agenda, the meeting concluded at 01:40 P.M. with a vote of thanks to the Chair.



CS Megha Bhadwar
Company Secretary &
Compliance Officer