



**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

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CIN: L52324DL1981PLC012033

Website: [www.fortuneinternational.in](http://www.fortuneinternational.in)

30<sup>th</sup> September, 2019

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 37<sup>th</sup> 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 37<sup>th</sup> Annual General Meeting of Fortune International Limited held on Monday, 30<sup>th</sup> September, 2019 at 10:00 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,

For Fortune International Limited

  
CS Megha C. Badhwar  
Company Secretary &  
Compliance Officer



FORTUNE INTERNATIONAL LTD.



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**PROCEEDINGS OF THE 37<sup>TH</sup> ANNUAL GENERAL MEETING OF FORTUNE INTERNATIONAL LIMITED HELD ON MONDAY THE 30<sup>TH</sup> SEPTEMBER, 2019 AT 10.00 AM AT AMARAI FARMS, KHASRA NO. 375, VILLAGE KAPASHERA, NEAR POLICE CHOWKI, OLD DELHI-GURGAON ROAD, KAPASHERA, NEW DELHI-110037**

**PRESENT:**

1. Mrs. Rekha Shrivastava Chairperson & Director
2. Mr. Nivedan Bharadwaj Managing Director
3. Mrs. Ruchika Bharadwaj Director

There are 15 members present in person/proxy.

**SPECIAL INVITEE(S):**

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

**IN ATTENDANCE:**

1. Ms. Megha C. Badhwar 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. 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 37<sup>th</sup> Annual General Meeting (AGM). The e-voting was open from 27<sup>th</sup> September, 2019 at 9.00 a.m. to

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29<sup>th</sup> September, 2019 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 Chairman to address the members.

The Chairperson welcomed the members to the 37<sup>th</sup> Annual General Meeting of the Company. The Notice convening the 37<sup>th</sup> 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 her 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 31<sup>st</sup> March, 2019 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 Standalone and Consolidated balance sheet as at 31<sup>st</sup> March 2019, 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 (DIN: 00288459) 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 ratify the appointment of 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 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), who were appointed as the Statutory Auditors of the Company in the 35<sup>th</sup> AGM for a period of 5 years i.e till the conclusion of 40<sup>th</sup> AGM to be held in the year 2021, 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.

**4. To regularise the appointment of Mr. Sanjay Seth (DIN-00316091) as an Independent Director of the Company.**

Mode of voting: Ballot 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 modifications or re-enactment thereof), Mr. Sanjay Seth, who was appointed as an Additional Director (in Independent Capacity) on 20th December, 2018, and who holds office upto the date of this Annual General Meeting, pursuant to section 149,150,152,161(1) of the Companies Act, 2013, be and is hereby regularized and re-designated as an Independent Director of the Company, to hold office for five consecutive years w.e.f 20<sup>th</sup> December, 2018 to 19<sup>th</sup> December, 2023 and he shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

Resolved further that any Director of the Company, be and is hereby authorized to sign and submit necessary e-form along with 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-appoint Mr. Nivedan Bharadwaj as a Managing Director of the Company.**

Resolved as an Ordinary Resolution that pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ("Act") and Companies (Amendment) Act, 2017 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Act (including any statutory modification or re-enactment thereof for the time being enforce) and regulations of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and on the recommendation of the Board, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Nivedan Bharadwaj as Managing Director of the Company for a period of 5 Years i.e. from 01st October, 2019 to 30th September, 2024 upon the earlier terms and conditions including remuneration of Rs. 1,20,000 p.a.

Resolved further that any Director of the Company be and is hereby authorized to sign and submit necessary e-form with the Ministry of Corporate Affairs as required in accordance with the Statutory laws for regularization of Directors and to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."



There being no other item on the agenda, the meeting concluded at 02:00 P.M. with a vote of thanks to the Chair.

  
  
**CS Megha C. Badhwar**  
**Company Secretary &**  
**Compliance Officer**