



**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)

01<sup>st</sup> October, 2019

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

Dear Sir,

**Sub: Voting Results and Scrutinizer's Report of the 37<sup>th</sup> AGM held on 30th September, 2019 under regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), 2015**  
**Ref.: Scrip Code – 530213**

Dear Sir/Madam,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), 2015, we hereby submit the voting results along with the scrutinizer's report of the Annual General Meeting 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.

We request you to take the same on record.

Thanking you,

**For Fortune International Limited**

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



FORTUNE INTERNATIONAL LTD.



BRANCH OFFICES:

MUMBAI

A-11, 2<sup>nd</sup> FLOOR, 5<sup>th</sup> CROSS ROAD

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B-10, SAJJAN PETA,

INDRA PRASTH, INDRA PRASTH BHOPAL - 460 001

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**FORM NO. MGT- 13**

**REPORT OF SCRUTINIZER(S)**

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,

**The Chairperson  
M/s. Fortune International Limited,  
G-4, C- Block Community Centre,  
Naraina Vihar, New Delhi-110028**

**Sub: Scrutinizers' Report on Poll conducted in the 37<sup>th</sup> Annual General Meeting of the Members of Fortune International Limited (Company), held on Monday, the 30<sup>th</sup> Day of 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.**

Dear Sir,

I, Vishakha Harbola, Practicing Company Secretary, Proprietor of M/s. Vishakha Harbola & Associates, Company Secretaries, New Delhi having my office at K- 40, Second Floor, B. K. Dutt Colony, Near Jor Bagh , New Delhi - 110003, was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at 37<sup>th</sup> Annual General Meeting of the members of the Company, held on Monday, the 30<sup>th</sup> Day of 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. I submit my report as under:

The Management of the Company is responsible to ensure the compliances with the requirement of the Companies Act, 2013 & Rules relating to e-voting and the Poll on the resolutions contained in Notice to the 37<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for the Poll at the Annual General Meeting is restricted to make a Scrutinizer's report of the votes casted "in favor" or "against" and "invalid votes" based on the e-voting service provided by National Securities Depository Limited (NSDL) and Purva Sharegistry (India) Private Limited who is the Registrar and Share Transfer Agent of the Company as remote for e-voting platform. Remote e-voting platform was open from 09:00 A.M. on September 27, 2019 to 5:00 P.M on September 29, 2019 and members of the company were required to cast their votes electronically conveying their assent/dissent in respect of the Ordinary Resolutions, on the e-voting platform provide by NSDL:

1. After the time fixed for closing of the poll by the Chairperson, ballot box kept for polling were locked in my presence with due identification marks placed by me.





2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:

**ORDINARY BUSINESS**

**RESOLUTION NO. 1: ORDINARY RESOLUTION**

**To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements including 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.**

- i. Voted in favor of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	46,81,408	100%

- ii. Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

- iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
Nil	Nil

**RESOLUTION NO. 2: ORDINARY RESOLUTION**

**TO APPOINT A DIRECTOR IN PLACE OF MRS. RUCHIKA BHARADWAJ (DIN: 00288459), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HERSELF FOR RE-APPOINTMENT.**





i. Voted in favor of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	9,54,540	100%

ii. Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
Nil	Nil

**RESOLUTION NO. 3: ORDINARY RESOLUTION**

**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.**

i. Voted in favor of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	46,81,408	100%

ii. Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil





iii. **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
Nil	Nil

**SPECIAL BUSINESS**

**RESOLUTION NO. 4: ORDINARY RESOLUTION**

**TO REGULARISE THE APPOINTMENT OF MR. SANJAY SETH (DIN-00316091)  
AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

i. Voted in favor of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	46,81,408	100%

ii. Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii. **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
Nil	Nil

**RESOLUTION NO. 5: SPECIAL RESOLUTION**

**TO RE-APPOINT MR. NIVEDAN BHARADWAJ AS A MANAGING DIRECTOR OF  
THE COMPANY.**

i. Voted in favor of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	46,81,408	100%





i. Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

ii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
Nil	Nil

5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping

Thanking You,

Yours Faithfully

For M/s. Vishakha Harbola & Associates,  
Company Secretaries

*Bishakh*



CS Vishakha Harbola  
Proprietor  
Practicing Company Secretary  
COP No: 14440, Mem. No.: A- 38782

Date: October 01<sup>st</sup>, 2019

Time: 04.30 P.M.

Place: New Delhi

Witness 1.

*Lokesh Kumar*  
Lokesh Kumar s/o Sh. Balkrishan.  
R/o. C-108, 4<sup>th</sup> Floor, DDA Flats, Garhi  
East of Kailash, New Delhi - 110065

Witness 2.

*Yashraj*  
YASHRAJ GUGLANI  
S/O. L.F.MR. VIJAY KR. GUGLANI  
R/O. P-115, Sector-11, Noida - 201301



**CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Amendment Rules, 2015, Rule 21 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Chairperson  
M/s. Fortune International Limited,  
G-4, C- Block Community Centre,  
Naraina Vihar, New Delhi- 110028

The 37<sup>th</sup> (Thirty Seventh) Annual General Meeting (AGM) of the Equity Shareholders of M/s. 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

Dear Sir,

I, Vishakha Harbola, Proprietor of M/s Vishakha Harbola & Associates, Company Secretaries, New Delhi at K-40, Second Floor, B.K. Dutt Colony, Near Jor Bagh, New Delhi - 110003, was appointed as Scrutinizer by the Board of Directors of M/s. **Fortune International Limited** (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the AGM pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the below mentioned resolutions proposed at the 37<sup>th</sup> (Thirty Seventh) Annual General Meeting of the Equity Shareholders of the Company 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, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by use of ballots by the shareholders on the resolutions proposed in notice of the 37<sup>th</sup> Annual General Meeting of the Company is the responsibility of





the management. My responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairperson on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and the report generated physically for voting by use of ballots at the meeting.

2. In accordance with the Notice of the 37<sup>th</sup> Annual General Meeting sent to the shareholders and the 'Advertisement' and 'corrigendum' published pursuant to Rule 20 (4) (v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on 12<sup>th</sup> August, 2016 respectively, the remote e-voting opened at 09:00 A.M. on September 27, 2019 and remained open till 5:00 P.M on September 29, 2019.
3. The Equity Shareholders holding shares as on September 23, 2019, were entitled to vote on the resolutions stated in the Notice of the 37<sup>th</sup> Annual General Meeting of the Company.
4. After declaration of voting by use of ballot by the Chairperson at the meeting, ballot boxes were locked and kept for voting duly marked by identification mark placed on them. The ballot boxes subsequently on close of voting hours, were opened in the presence of two witnesses who are not the employees of the company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialled by the scrutinizer. The ballots were reconciled with the records maintained by the Company/ Registrar and Transfer Agent (R&TA) of the Company and authorizations/ proxies lodged with the Company. The votes were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use of ballot.
5. None of the ballots Papers were found incomplete and/or defective. The votes cast by use of Ballots at the meeting were first counted physically.
6. The votes on remote e-voting were unblocked at around 04:15 P.M. on 30<sup>th</sup> September, 2019, after conclusion of voting at the AGM in the presence of two witnesses who are not the employees of the Company and the e-voting results/ list of equity shareholders who have voted for and against were downloaded from the e-voting website of National Securities Depository Limited (NSDL) ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and the same will be handed over to the Chairperson.







7. The total votes cast in favour or against on all the resolutions proposed in the Notice of the AGM are as under:

**SPECIAL BUSINESS:**

**a) Resolution-1: Ordinary Resolution**

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements including Balance Sheet as at 31st 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.

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 as at 31st 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".

**(i) Voted in favour of the resolution:**

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	3	7	100
Voting by poll	17	46,81,408	100
Total	20	46,81,415	100

**(ii) Voted against the resolution:**

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	-	-	0
Voting by poll	-	-	0
Total	-	-	0





(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

b) Resolution-2: Ordinary Resolution

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 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."

(i) Voted in favour of the resolution:

Mode of Voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	7	100
Voting by poll	16	9,54,540	100
Total	19	9,54,547	100

(ii) Voted against the resolution:

Mode of Voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	0
Voting by poll	-	-	0
Total	-	-	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-





c) **Resolution-3: Ordinary Resolution**

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:

“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 38th AGM of the Company to be held in the year 2020, 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.”

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	7	100
Voting by poll	17	46,81,408	100
Total	20	46,81,415	100

(ii) Voted **against** the resolution:

Mode of Voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	0
Voting by poll	-	-	0
Total	-	-	0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them





**SPECIAL BUSINESS:**

**d) Resolution-4: Ordinary Resolution**

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

To consider and if thought fit to pass with or without modification(s), 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 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 appointed as an Independent Director of the Company, to hold office for five consecutive years 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"

**(i) Voted in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	7	100
Voting by poll	17	46,81,408	100
Total	20	46,81,415	100

**(ii) Voted against** the resolution:

Mode of Voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	0
Voting by poll	-	-	0
Total	-	-	0





(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

e) Resolution-5: Special Resolution

To re-appoint Mr. Nivedan Bharadwaj as a Managing Director of the Company.

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 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.”

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	7	100
Voting by poll	17	46,81,408	100
Total	20	46,81,415	100





(ii) Voted **against** the resolution:

Mode of Voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	0
Voting by poll	-	-	0
Total	-	-	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

Thanking You,

Yours Faithfully

For M/s. Vishakha Harbola & Associates,  
New Delhi



CS Vishakha Harbola  
Proprietor

Practicing Company Secretary

COP No: 14440

Mem. No.: A- 38782

Date: October 01<sup>st</sup>, 2019

Time: 4.30 P.M.

Place: New Delhi

Witness 1.

*Lokesh Kumar*  
Lokesh Kumar s/o. Sh. Balkishan  
R/o. C-108, 4<sup>th</sup> Floor, DOA Flat, Gurhi  
East of Kailash, New Delhi - 110065

Witness 2.

YASHRAJ GUCLANI

S/O. LT. MR. VIJAY KR. GUCLANI

R/O. P-115, Sector-11, Noida - 201301