

# **33<sup>rd</sup>**

# **Annual Report**

**2014 - 2015**



**BOARD OF DIRECTORS**

Mrs. Rekha Shrivastava, Non- Executive Chairman  
 Mr. Nivedan Bharadwaj, Whole Time Director  
 Ms. Ruchika Bharadwaj, Non Executive Director  
 Mr. Madan Lal Jain, Independent Director  
 Mr. Prashant Verma, Independent Director

**STATUTORY AUDITORS**

M/s. L.N. Malik & Co,  
 Chartered Accountants,  
 New Delhi

**BANKERS**

1. State Bank of Bikaner & Jaipur  
 Naraina Industrial Estate, New Delhi
2. HDFC Bank Limited  
 B- 17, Geetanjali Enclave,  
 New Delhi- 110017

**REGISTERED OFFICE**

G-4, C-Block, Community Centre,  
 Naraina Vihar, New Delhi-110 028.

**REGISTRAR & TRANSFER AGENT**

Purva Sharegistry (India) Private Limited  
 No 9, Shiv Shakti Industrial Estate,  
 J.R. Boricha Marg, Lower Parel,  
 Mumbai –400011.

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**NOTICE**

Notice is hereby given that the Thirty Third Annual General Meeting of the members of Fortune International Limited will be held on Wednesday 30th September, 2015 at 10.00 a. m at G-22, Shahi Road, Bijwasan, New Delhi- 110061 to transact the following business:

**ORDINARY BUSINESS:**

- 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.**

To consider and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution:

**"RESOLVED 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.**

To consider and if thought fit, to pass with or without modifications, 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."

- 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.**

To consider and if thought fit to pass with or without modifications the following resolution as an Ordinary Resolution:

**"RESOLVED 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."

**SPECIAL BUSINESS:**

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

To consider and if thought fit, to pass with or without modifications, 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 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."

**FURTHER RESOLVED THAT** any Director of the Company, be and is hereby authorized, to sign and submit necessary e-form alongwith 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-designate Mr. Nivedan Bharadwaj (DIN: 00040191) as Managing Director of the Company**

**"RESOLVED 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."

**DATE :** 02nd September, 2015

**PLACE:** New Delhi

**By order of the Board of Directors**

**Sd/-**

**Rekha Shrivastava**

**Director**

**(DIN-00051261)**

**Registered Office:**

**G - 4, C- Block Community Centre,**

**Naraina Vihar,**

**New Delhi - 110028**



**NOTES :**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect of business under Item No. 4 & 5 as set out in the Notice is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/ re-appointment as Directors under Item No. 4 & 5 of the Notice, are also annexed.
2. Brief resume of Directors/persons proposed to be appointed / re-appointed, as stipulated under clause 49 of the listing agreement with the stock exchanges, are provided as a part of explanatory statement to this notice.
3. **A Member entitled to attend and vote at the Annual General Meeting (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 deposited at the Company's Registered Office, 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.
4. The appointment of proxy shall be in the Form No. MGT.11 given at the end of Annual Report.
5. The Register of Members and Transfer Books of the Company will be closed from Friday, September 25, 2015 to Wednesday, September 30, 2015, both days inclusive.
6. All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during office hours on all days except Saturdays, Sundays and public holidays, up to the date of the Annual General Meeting.
7. 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.
8. Members seeking any information or for any queries to write to the Directors at the Registered office at least a week advance so as to enable to keep the information ready at the meeting.
9. 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.
10. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
11. 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.

12. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-voting services arranged by National Securities Depository Limited ("NSDL"). The members may cast their votes using an electronic voting system from a place other than the venue of the Annual General Meeting ("remote e-voting"). In order to enable the Members, who do not have the access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given here in below.
13. The facility for voting through electronic voting system or ballot or polling paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting or by Ballot Form shall be able to exercise their right at the meeting.
14. The Members who have cast their vote by remote e-voting or by Ballot Form prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again on all resolutions set forth in this Notice.

**The instructions for e-voting are as under:**

**A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):**

- a) Open the e-mail and also open PDF file namely "e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- b) Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
- c) Click on Shareholder - Login.
- d) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- e) If you are logging-in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password. Click Login.
- f) The Password Change Menu will appear on your screen. Change the password/PIN with new password of your choice, making sure that it contains a minimum of eight digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- g) Once the remote e-voting home page opens, click on remote e-voting > Active e-Voting Cycles.
- h) Select "EVEN" (Remote E-Voting Event Number) of Fortune International Limited which is 103017. Now you are ready for remote e-voting as Cast Vote page opens.
- i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

- j) Upon confirmation, the message "Vote cast successfully" will be displayed.
- k) Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
- l) 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., together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer Mr. Dharmendra Sharma, practicing Company Secretary, through e-mail to [cssharma1984@gmail.com](mailto:cssharna1984@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). You can also forward the documents at the Company's email ID: [fil12033@gmail.com](mailto:fil12033@gmail.com).

**B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):**

- i. Initial password is provided in the enclosed form: EVEN (E-Voting Event Number), user ID and password.
- ii. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.

**C. Other Instructions:**

- 1. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members, available at downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- 2. The e-voting period commences on Sunday, September 27, 2015 (9.00 a.m. IST) and ends on Tuesday, September 29, 2015 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on September 23, 2015, 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.
- 3. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on September 23, 2015.
- 4. Any person, who acquire share of the Company and become member of the Company after dispatch of the Notice of Annual General Meeting and holding shares as of the cut-off date, i.e., September 23, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- 5. 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, voting through Ballot Form, as well as voting at the Annual General Meeting through e-voting or polling paper
- 6. Mr. Dharmendra Sharma, Practicing Company Secretary (Membership No. ACS 29317), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- 7. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the

employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

8. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Dharmendra Sharma, Practicing Company Secretary (Membership No. ACS 29317), at the Registered Office of the Company not later than Tuesday, September 29, 2015 (5.00 p.m. IST)
9. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to [fil12033@gmail.com](mailto:fil12033@gmail.com) by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than Friday, September 26, 2015 (6.00 p.m. IST).

Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

10. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.fortuneinternational.in](http://www.fortuneinternational.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within three days of the passing of the resolutions at the Thirty Third AGM of the Company on September 30, 2015 and communicated to the BSE Limited, where the shares of the Company are listed.
11. e-Voting System has an option for the shareholders to edit their mobile number or e-mail ID

**DATE: 02nd September, 2015**  
**PLACE: New Delhi**

**By order of the Board of Directors**

**Sd/-**  
**Rekha Shrivastava**  
**Director**  
**(DIN-00051261)**

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

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

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

**Item No. 4**

The Board of Directors at their meeting held on 2nd September, 2015 appointed Mr. Shailesh Prasad as an Additional Director of the Company. Mr. Shailesh Prasad holds office upto the date of the forthcoming Annual General Meeting pursuant to Section 161(1) 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 w.e.f this Annual General meeting i.e. 30th September 2015 till the Thirty Eighth AGM in 2020. The Company has received consent from him and also declaration that he is not disqualified from being appointed in terms of section 164(2) of the Companies Act, 2013 and meet criteria of independence as prescribed under section 149 (6) of the said act. A brief profile of Mr. Shailesh Prasad is given herein for the information of the shareholders.

Mr. Shailesh Prasad, 46 years old, completed his schooling from Mayo College Ajmer and graduation from Shri Ram College of Commerce, Delhi University. He began his professional career with Wianxx Impex Private Limited, a seasoned specialist in the Hypermarket sector with more than 24 years experience in Finance and administration and retail concept design in both Europe and India. Later, he led business development design and supply chain initiatives with the senior management at many renowned retailers including Metro Markro Group Carrefour, Ahold and Globus. In 2005 he returned to India in order to leverage this experience in developing world class shopping and entertainment centers in the country. Together with his team he culminated in the development of Europark Shopping Mall as a complete retail and entertainment destination designed for middle and upper- middle income Indian families. At Europark, he leads the finance and administration.

The Board recommends resolutions under Item No. 4 to be passed by the Members as ordinary resolution.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

This explanatory statement is provided though strictly not required as per section 102 of the Act.

**Item No. 5**

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.

The terms and conditions of his appointment including remuneration as approved by the members at the 32nd Annual General Meeting remains the same.

Brief Profile of Mr. Nivedan Bharadwaj: Mr. Nivedan Bharadwaj, age 45 years, has done his Masters in Business Administration from the Simon School of Business, University of Rochester in 1993. He has a good experience in business administrative and finance management. He also has experience in local & international marketing in the export industry. He looks after the entire day to day operations of the company.

The Board recommends resolutions under Item No. 5 to be passed by the Members as ordinary resolution.

Mr. Nivedan Bharadwaj, Whole-time Director is deemed to be interested since it relates to his re-designation. Mrs. Rekha Shrivastava, Chairperson and Mrs. Ruchika Bharadwaj, Director being the relatives of Mr. Nivedan Bharadwaj may be deemed to be interested in the resolution. No other Director is concerned or interested in these Resolutions.

**DATE: 02nd September, 2015**

**PLACE: New Delhi**

**By order of the Board of Directors**

**Sd/-**  
**Rekha Shrivastava**  
**Director**  
**(DIN-00051261)**

**Registered Office:**

**G - 4, C- Block Community Centre,  
 Naraina Vihar,  
 New Delhi - 110028**



**DIRECTORS' REPORT**

**To,  
The Members,  
Fortune International Limited**

Your directors have pleasure in presenting the Thirty Third Annual Report of Fortune International Limited along with the Standalone Audited Financial Statement of the Company for the year ended on 31st March, 2015.

**1. BACKGROUND**

Fortune International Limited is Govt. of India recognized Start Trading House, engaged in the business of procuring, trading and exporting a number of product groups including engineering goods, commodities to various parts of the world.

**2. FINANCIAL PERFORMANCE:****(Rs. in Lacs)**

<b>Particulars</b>	<b>Current Year 2014-15</b>	<b>Previous Year 2013-14</b>
Total Income	12.06	7.24
Profit/(Loss) before Depreciation, Interest, Tax and Amortization and Exceptional Items	5.68	4.25
Interest	0.02	0.06
Depreciation	0.02	0.44
Exceptional Items	-	-
<b>Profit/(Loss) before Tax</b>	<b>5.64</b>	<b>3.75</b>
Provision for Income Tax	-	-
<b>Profit/(Loss) after Tax</b>	<b>5.64</b>	<b>3.75</b>
Balance brought forward from previous year	(746.19)	(749.94)
<b>Balance Carried over to the Balance Sheet</b>	<b>(740.55)</b>	<b>(746.19)</b>

During the year under review, the management was unable to revive its export trading business due to lack of adequate resources, thereby there was no operating revenue. Whereas, the income from non-operating sources increased from Rs.7.24 lacs in previous year to Rs.12.06 lacs during the current financial year and Profit before tax has also been substantially increased from 3.75 lacs in previous year to 5.64 lacs during the current year.

**3. RESERVES**

The Company doesn't propose to transfer any amount into the general reserve.

**4. DIVIDEND**

In view of unavailability of sufficient profits, the Board of Directors of the Company regrets their inability to recommend any dividend for the financial year ended 31st March, 2015.

**5. LISTING**

The Equity shares of the Company continue to remain listed on BSE Limited, Delhi Stock Exchange Limited and the Calcutta Stock Exchange Limited.

**6. DEPOSITS**

The Company has not accepted any deposit within the meaning of Sections 2(31) and 73 of the Companies Act, 2013 and the rules framed thereunder during the Financial Year 2014-15.

**7. PARTICULARS OF LOANS, GAURANTEE OR INVESTMENTS**

The Company has not given any loan or guarantee and has not made any investment covered under the provisions of section 186 of the Companies Act, 2013 in the securities of any other bodies Corporate during the financial year ended 31st March, 2015.

**8. THE CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The Particulars relating to Conservation of Energy, Technology Absorption, Foreign Exchange Earning and Outgo as required to be disclosed under clause (m) of sub- section (3) of Section 134 of the Companies Act, 2013 read with rule 8 of Companies (Accounts) Rules, 2014, are furnished herein below:

**a. Conservation of Energy**

Although the operation of the Company is not energy intensive, it continues to adopt energy conservation measure at all operational levels.

**b. Technology Absorption**

Your Company has not imported any technology during the year under review

**c. Foreign Exchange Earning and Outgo**

During the year under review, there were no transactions in Foreign Currency.

**9. MANAGEMENT DISCUSSION AND ANALYSIS AND CORPORATE GOVERNANCE REPORT**

Pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges, a separate section on Management discussion and Analysis, as approved by the Board of Directors, which includes details on the state of affairs of the Company as required to be disclosed in Directors' Report, forms a part of this Annual Report. Further, the Corporate Governance Report, duly approved by the Board of Directors, together with a certificate from the Statutory Auditors confirming the compliance with requirements of clause 49 of the Listing Agreement forms part of this Annual report.

**10. SUBSIDIARY COMPANIES**

The Company does not have any subsidiary company at present.

**11. DIRECTORS**

- a) In accordance with section 152 (6) of the Companies Act, 2013 and clause 91 & 92 of Articles of Association of the Company, Mrs. Ruchika Bharadwaj (DIN-00288459), Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting of the Company. Mrs. Ruchika Bharadwaj is eligible and offers herself to get re-appointed at the ensuing Annual General Meeting of the Company.
- b) Pursuant to section 149 (4) of the Companies Act, 2013 and the rules framed thereunder Mr. Shailesh Prasad, Director of the Company is proposed to be appointed as Independent Director in the ensuing Annual General Meeting of the Company for a term of five years. Further as per sections 149 (10) and 152 of the Companies Act, 2013, the Independent Directors of the Company are not liable to retire by rotation.
- c) Mr. Nivedan Bharadwaj (DIN 00040191), who was earlier designated as whole time Director of the company by members at the 32nd Annual General Meeting held on 30th September, 2014, is re-designated as Managing Director of the company in the ensuing Annual General Meeting.

**12. DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received necessary declarations from all the independent directors in accordance with the provisions of Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and clause 49 of the listing agreement.

**13. BOARD EVALUATION**

Clause 49 of the Listing Agreement mandates that the Board shall monitor and review the Board Evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its Committees and individual Directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The evaluation of all the Directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board.

**14. POLICY ON REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES**

The Board based on recommendation of the Nomination & Remuneration Committee, has formulated a policy on remuneration, of directors, Key Managerial Personnel and other employees. The policy covers the appointment including criteria for determining qualifications, positive attributes, independence and remuneration of its directors, KMPs and other employees of the Company and other matters provided under sub - section (3) of section 178 of the Companies Act, 2013 adopted by the Board is appended as **Annexure-A** to the Directors' Report.

**15. MEETING OF BOARD OF DIRECTORS**

During the year four Board Meetings were held, the details of which are given in the Corporate Governance Report. Maximum gap between the meetings is well within the limits prescribed under Companies Act, 2013 and clause 49 of the Listing Agreement.

**16. MEETING OF AUDIT COMMITTEE**

During the year four Audit Committee Meetings were held which were in compliance with the requirement of the Companies Act, 2013 and clause 49 of the Listing Agreement. The details of which are given in the Corporate Governance Report. All the recommendations of the Audit Committee have been accepted by the Board.

**17. AUDITORS****(i) Statutory Auditors**

M/s. L.N. Malik & Co, Chartered Accountants, (ICAI Firm Registration No. 015992N) were appointed as the Statutory Auditor of the Company at the Annual General Meeting ("AGM") held on 30th September 2014. The Company has obtained consent letter and the necessary certificate under Section 141 of the Companies Act 2013, from the auditors, conveying their eligibility for the above appointment. As per the provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, it is proposed to re-appoint M/s L.N. Malik & Co, Chartered Accountants as the Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the Thirty Fourth AGM of the Company and authorize the Board of Directors to fix their remuneration.



**(ii) Secretarial Auditor**

As per section 204 of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company had appointed Mr. Deepak Rane, Practicing Company Secretary (CP No.8717) as Secretarial Auditor for carrying out the secretarial audit. The Secretarial Audit Report in the prescribed form is annexed as **Annexure- B** to this report. There are no qualifications, reservations, adverse remarks or disclaimer made by the Secretarial Auditors in their report.

**(iii) Internal Auditor**

As per section 138 of the Companies Act, 2013 and (Rule 13) of the Companies (Accounts) Rules, 2014. The Company had appointed Mr. Pankaj Kumar, Practicing Chartered Accountant as Internal Auditor of the Company.

**18. VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

The Company has formulated Vigil Mechanism /Whistle Blower Policy for employees and Directors to keep high standards of ethical behaviour and provide safeguards to whistle blower.

**19. HUMAN RESOURCES**

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of Companies Act, 2013 and Rule 5 (1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been appended as **Annexure- C** to this Report.

Details of employee remuneration as required under provisions of Section 197 of the Companies Act, 2013 and Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are available at the Registered Office of the Company during working hours before 21 days of the Annual General Meeting and shall be made available to any shareholder on request.

**20. DIRECTOR'S RESPONSIBILITY STATEMENT:**

In accordance with the provisions of Section 134(3)(c) of the Companies Act, 2013, your directors confirm that:

- (a) in the preparation of the annual accounts for the Financial Year ended March 31, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual accounts for the Financial Year ended March 31, 2015 on a going concern basis;
- (e) Proper internal financial controls were in place and these internal financial controls were adequate and operating effectively.
- (f) the directors, have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**21. EXTRACTS OF ANNUAL RETURN**

According to the provisions of Section 92(3) of the Companies Act, 2013, the prescribed Form MGT-9 (Extract of Annual Return) is annexed as **Annexure-D** and forms an integral part of this report.

**22. RISK MANAGEMENT POLICY**

The Company has formulated a Risk Management Policy which reflects the overall risk management philosophy, the Company's overall approach to risk management and the role and responsibilities for risk management. Risk management forms an integral part of the business planning and review cycle. The Company's Risk Management Policy is designed to provide reasonable assurance that objectives are met by integrating management control into the daily operations, by ensuring the compliance with legal requirements and by safeguarding the integrity of the Company's financial reporting and its related disclosures.

**23. RELATED PARTY TRANSACTIONS**

All the transactions done with related parties for the year under review were on arm's length basis and are in compliance with the applicable provisions of the Act. There are no material significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large. Transactions with related parties were entered by the Company in the normal course of business of the Company. The particulars of contracts entered during the year are shown in Form AOC- 2, which is annexed to this report as **Annexure- E**

**24. ACKNOWLEDGEMENTS**

The Directors would like to place on record their gratitude for the valuable guidance and support received from the Reserve Bank of India, Securities and Exchange Board of India, Registrar of Companies and other government and regulatory agencies and to convey their appreciation to customers, bankers, lenders, vendors and all other business associates for the continuous support given by them to the Company. The Directors also place on record their appreciation of the commitment, commendable efforts, team work and professionalism of all the employees of the Company.

For and on behalf of the Board

Sd/-  
Nivedan Bharadwaj  
Whole-Time Director  
(DIN-00040191)

Sd/-  
Rekha Shrivastava  
Director  
(DIN-00051261)

Date: 2nd September, 2015

Place: New Delhi

Regd. Office:

G - 4, C- Block Community Centre,  
Naraina Vihar, New Delhi - 110028

**Annexures to the Board's Report****Annexure - A****NOMINATION & REMUNERATION POLICY:**

The Nomination & Remuneration policy for members of the Board and KMPs is drafted in a manner which aims to improve the performance of the Board of Directors and KMPs of Fortune International Limited (the 'Company') and subsequently enhance the value of the Company, to motivate and retain them, and to be able to attract other highly qualified executives.

The terms of reference, objectives and key elements of the policy produced below is in line with the provisions of the Companies Act, 2013 and the Listing Agreement in order to pay equitable remuneration to Directors, Key Managerial Personnel and other employees of the Company.

**OBJECTIVES OF NOMINATION & REMUNERATION POLICY**

The objective of Nomination & Remuneration policy of Fortune International Limited is to attract, motivate and retain qualified and expert individuals that the Company needs in order to achieve its strategic and operational objectives, whilst acknowledging the societal context around remuneration and recognizing the interests of stakeholders of Fortune International Limited.

**BASIS OF FORMULATION**

The Company while deciding the remuneration package of the senior management members takes into consideration the employment scenario, remuneration package of the industry, remuneration package of the managerial talent of other industries, among others.

**KEY ELEMENTS OF THE POLICY**

The following elements are taken into consideration:

Fortune International Limited strives for a high performance in the field of sustainability and aims to maintain a good balance between economic gains, respect for people and concern for the environment in line with of Fortune International Limited values and business principles as reflected in the Company's Code of Business Conduct. The Nomination & Remuneration policy reflects a balance between the interests of the Company's main stakeholders as well as a balance between its short-term and long-term strategy. As a result, the structure of the remuneration package for the Managing Board and KMPs is designed to balance short-term operational performance with the medium and long-term objective of creating sustainable value within the Company, while taking into account the interests of its stakeholders.

To ensure that highly skilled and qualified senior executives can be attracted and retained.

The remuneration policies for the members of the Managing Board and for other senior executives of Fortune International Limited are aligned.

The relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

**TERMS OF REFERENCE**

The terms of reference of the Nomination & Remuneration Committee, inter alia, consists of reviewing the overall compensation policy, service agreements, performance incentive and other employment conditions of Board Members and KMPs. The recommendations of the Nomination & Remuneration Committee are considered and approved by the Board of Directors, subject to the approval of the shareholders, wherever necessary.

The remuneration of the Executive Directors and KMPs are recommended by the Nomination & Remuneration Committee based on criteria such as industry benchmarks, the Company's performance vis-a-vis the industry, responsibilities shouldered, performance/track record, review on remuneration packages of heads of other organizations and is decided by the Board of Directors, subject to the approval of the shareholders at the General Meeting of the Company wherever required. The Company pays remuneration by way of salary, perquisites, allowances etc.

Besides the above Criteria, the Remuneration/ compensation/ commission etc to be paid to Director/ Managing Director/KMPs shall be governed as per provisions of the Companies Act, 2013

**SECRETARIAL AUDIT REPORT**

Form No. MR-3

For the financial year ended on 31st March, 2015.

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014].

To,  
**THE BOARD OF DIRECTORS**  
**FORTUNE INTERNATIONAL LIMITED**  
G-4 COMMUNITY CENTRE  
NARAINA VIHAR, NEW DELHI  
DELHI-110028

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **FORTUNE INTERNATIONAL LIMITED** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **FORTUNE INTERNATIONAL LIMITED**, books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit year covering the financial year ended on 31st March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers and minute books as mentioned in **Annexure I**, Forms and returns filed and other records maintained by **FORTUNE INTERNATIONAL LIMITED** ("The Company"), for the year ended on 31st March, 2015 according to the applicable provisions, if any, of:

- I. The Companies Act, 1956 and the Companies Act, 2013 (the Act) and the Rules made there under, as applicable;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were applicable during the period:-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client;
- e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and

VI. We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for Compliances under other applicable Act, Laws and Regulations to the Company.

We report that, since the Secretarial Standard-1 "Meeting of Board of Directors" and Secretarial Standard-2 "General Meetings" are effective from 1st July, 2015, compliance are not required for the year ended 31st March, 2015 as per notification dated 23rd April, 2015 issued by the Institute of Company Secretaries of India. We further report that the Company has complied with the applicable clauses of the Listing Agreement entered into by the Company with the BSE Limited, Delhi Stock Exchange Association Limited, and Calcutta Stock Exchange Association Limited

During the period under review the company has complied with the provisions of the Act, Rules, Regulations, and Guidelines, mentioned above.

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Mumbai  
Date: 05th August, 2015

Sd/-  
Deepak Rane  
Company Secretary  
M. No. 24110  
COP No. 8717

This report is to be read with our letter of even date which is annexed as **Annexure II** and forms an integral part of this report.

**Annexure - I****BOOKS, PAPERS AND MINUTE BOOKS MAINTAINED BY THE COMPANY**

1. Book containing the Minutes of Board Meeting, General Meeting and Committee Meeting.
2. Book of accounts.
3. Register of Members.
4. Register of index of members.
5. Register of Transfer.
6. Register of Directors and Key managerial personnel and their shareholding.
7. Register of Charges.
8. Register of investments or loans made, guarantee or security provided.
9. Register of particulars of contracts.
10. Attendance Register.

**Annexure - II**

**To,**

**The Members,  
FORTUNE INTERNATIONAL LIMITED**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness & appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai  
Date: 05th August, 2015

Sd/-  
Deepak Rane  
Company Secretary  
M. No. 24110  
COP No. 8717



**Annexure - C****Statement of Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

- i) **Ratio of the remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2014-15, the percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and other Executive Director and Company Secretary during the financial year 2014-15.**

S.No	Name of Director/KMP	Designation	Ratio of remuneration of each Director to median remuneration of Employees	Percentage increase in Remuneration
1.	Mr. Nivedan Bharadwaj	Whole-time director	1.23	Nil
2	Mrs. Rekha Shrivstava	Director	-	Nil
3	Mrs. Ruchika Bharadwaj	Director	-	Nil
4	Mr. Anil Kumar Kukreja	Chief Financial Officer	-	Nil
5	Ms. Megha Chhabra	Company Secretary	0.53	Nil

\*CS Megha Chhabra was appointed during the year; therefore the remunerations and ratios are not comparable.

**Note :**

- a) The Non-Executive Directors of the Company are not paid any fee or commission. The ratio of remuneration and percentage increase for Non-Executive Directors Remuneration is therefore not considered for the above purpose.
- b) There was no increase in the remuneration of any employee of the Company during the financial year 2014- 15.
- c) Employees for the purpose above includes all employees.
- ii) The percentage decrease in the median remuneration of Employees for the financial year was 18.39%.
- iii) The Company has nil permanent Employees on the rolls of Company as on 31st March, 2015.
- iv) Relationship between average increase in remuneration and Company's performance: There was no increase in remuneration of the employees.
- v) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company: The Company was not able to generate any income from operational activities during fiscal 2015, however net profit was increased. Therefore, there was no increase in remuneration of WTD.
- vi) Our Market capitalization was increased by 42.02% to Rs. 2130 lakhs as of March 31, 2015 from Rs. 1500 lakhs as of March 31, 2014. The price earnings ratio was 378.125 as of March 31, 2015 which was a decrease of 47.875% as compared to March 31, 2014. The closing price of the Company's Equity shares on the BSE at the end of Financial Year 2015 was Rs. 30.25
- vii) The ratio of the remuneration of the highest paid Director to that of the Employees who are not Directors but receive remuneration in excess of the highest paid Director during the year : Not Applicable
- viii) It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.



## Annexure - D

**FORM NO. MGT.9**  
**EXTRACT OF ANNUAL RETURN**  
**as on the financial year ended on 31.03.2015**  
**[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies**  
**(Management and Administration) Rules, 2014]**

**I. REGISTRATION AND OTHER DETAILS:**

i	CIN	L52324DL1981PLC012033
ii	Registration Date	20/07/1981
iii	Name of the Company	FORTUNE INTERNATIONAL LIMITED
iv	Category / Sub-Category of the Company	Public Company, Limited by shares
v	Address of the Registered office and contact details	G-4, Community Centre, Naraina Vihar, New Delhi-110028
vi	Whether listed company	Yes
vii	Name, Address and Contact details of Registrar and Transfer Agent	Purva Sharegistry (India) Pvt. Ltd. Unit no. 9, Shiv Shakti Ind. Estt., J.R. Boricha marg, Opp. Kasturba Hospital Lane, Lower Parel (E) Mumbai - 400 011 Tel : 91-22-2301 6761 / 8261 Email : busicomp@vsnl.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Nil	-	-

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-**

S. No.	Name And Address of the Company	CIN/ GLN	Holding/ Subsidiary /Associate	% of Shares Held	Applicable Section
1	-	-	-	-	-

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**  
**i. Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2014)				No. of Shares held at the end of the year (31.03.2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a. Individual	0	38,26,868	38,26,868	54.36	1,00,000	37,26,868	38,26,868	54.36	0.00
b. Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c. State Govt. (s)	0	0	0	0.00	0	0	0	0.00	0.00
d. Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
e. Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
F. Any Other..	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (A) (1)</b>	<b>0</b>	<b>38,26,868</b>	<b>38,26,868</b>	<b>54.36</b>	<b>1,00,000</b>	<b>37,26,868</b>	<b>38,26,868</b>	<b>54.36</b>	<b>0.00</b>
<b>(2) Foreign</b>									
a. NRIs-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b. Other - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c. Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d. Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e. Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total shareholding of Promoter (A)</b>									
<b>= (A)(1)+(A)( 2)</b>	<b>0</b>	<b>38,26,868</b>	<b>38,26,868</b>	<b>54.36</b>	<b>1,00,000</b>	<b>37,26,868</b>	<b>38,26,868</b>	<b>54.36</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a. Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b. Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
c. Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d. State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e. Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00

f. Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g. FIs	0	0	0	0.00	0	0	0	0.00	0.00
h. Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i. Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>(2) Non-Institutions</b>									
a. Bodies Corp.									
i) Indian	6,00,445	5,33,600	11,34,045	16.11	6,14,547	5,23,600	11,38,147	16.17	0.06
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b. Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	27,316	4,49,936	4,77,252	6.78	50,953	4,22,236	4,73,189	6.72	0.06
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	62,500	15,37,996	16,00,496	22.73	76,000	15,24,896	16,00,896	22.74	0.01
c. Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
i) NRI (Repat & Non Repat)	769	0	769	0.01	230	0	230	0.00	0.01
ii) Hindu Undivided Family	70	500	570	0.01	170	500	670	0.01	0.00
<b>Sub-total (B)(2)</b>	<b>6,91,100</b>	<b>25,22,032</b>	<b>32,13,132</b>	<b>45.64</b>	<b>7,41,900</b>	<b>24,71,232</b>	<b>32,13,132</b>	<b>45.64</b>	<b>0.00</b>
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>6,91,100</b>	<b>25,22,032</b>	<b>32,13,132</b>	<b>45.64</b>	<b>7,41,900</b>	<b>24,71,232</b>	<b>32,13,132</b>	<b>45.64</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Grand Total</b>									
<b>(A+B+C)</b>	<b>6,91,100</b>	<b>63,48,900</b>	<b>70,40,000</b>	<b>100</b>	<b>8,41,900</b>	<b>61,98,100</b>	<b>70,40,000</b>	<b>100</b>	<b>0.00</b>

**ii. Shareholding of Promoters**

S. No.	Shareholder's	No. of Shares held at the beginning of the year (01.04.2014)			No. of Shares held at the end of year (31.03.2015)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Ruchika Bharadwaj	37,26,868	52.94	0	37,26,868	52.94	0	0.00
2	Rekha Shrivastava	1,00,000	1.42	0	1,00,000	1.42	0	0.00
	<b>Total</b>	<b>38,26,868</b>	<b>54.36</b>	<b>0</b>	<b>38,26,868</b>	<b>54.36</b>	<b>0</b>	<b>0.00</b>

**iii. Change in Promoters' Shareholding**

S. No.		Shareholding at the beginning of the year (01.04.2014)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	38,26,868	54.36	38,26,868	54.36
2.	Increase/Decrease in Promoter's Share holding during the year	NIL	0.00	NIL	0.00
3.	At the End of the year	38,26,868	54.36	38,26,868	54.36

**iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

S. No.		Shareholding at the beginning of the year (01.04.2014)		Cumulative Shareholding during the year	
	For Each of the Top 10 Shareholders	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Quest Profin Advisor Pvt. Ltd.	6,00,000	8.52	6,00,000	8.52
2	Pankaj Paliwal	5,41,996	7.70	5,41,996	7.70
3	Nimesh Navinchandra Shah	3,90,000	5.54	3,90,000	5.54
4	Kalpesh Rajkumar Koradia	3,90,000	5.54	3,90,000	5.54
5	Premier Needle Crafts Pvt. Ltd.	2,40,400	3.41	2,40,400	3.41
6	SBI Capital Market Ltd.	1,60,000	2.27	1,60,000	2.27
7	Raju Bhandari	62,500	0.88	62,500	0.88
8	ITC- Agro-Tech Finance & Invest. Ltd.	50,900	0.72	50,900	0.72
9	Arjun Lal Niranjana Agarwal	30,000	0.42	30,000	0.42
10	Urmila Arjun Lal Agarwal	30,000	0.42	30,000	0.42

**v. Shareholding of Directors and Key Managerial Personnel:**

S. No.		Shareholding at the beginning of the year (01.04.2014)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1</b>	<b>Mrs. Ruchika Bharadwaj</b>				
	<b>At the beginning of the year</b>	37,26,868	52.94	37,26,868	52.94
	Increase / Decrease in Share holding during the year	Nil	0.00	Nil	0.00
	<b>At the End of the year</b>	<b>37,26,868</b>	<b>52.94</b>	<b>37,26,868</b>	<b>52.94</b>
<b>2</b>	<b>Mrs. Rekha Shrivastava</b>				
	At the beginning of the year	<b>1,00,000</b>	<b>1.42</b>	<b>1,00,000</b>	<b>1.42</b>
	Increase / Decrease in Share holding during the year	0	0.00	0	0.00
	<b>At the End of the year</b>	<b>1,00,000</b>	<b>1.42</b>	<b>1,00,000</b>	<b>1.42</b>
<b>3</b>	<b>Mr. Madan Lal Jain</b>				
	At the beginning of the year	<b>3,500</b>	<b>0.05</b>	<b>3,500</b>	<b>0.05</b>
	Increase / Decrease in Share holding during the year	0	0.00	0	0.00
	<b>At the End of the year</b>	<b>3,500</b>	<b>0.05</b>	<b>3,500</b>	<b>0.05</b>
<b>4</b>	<b>Mr. Prashant Verma</b>				
	At the beginning of the year	<b>15,300</b>	<b>0.22</b>	<b>15,300</b>	<b>0.22</b>
	Increase / Decrease in Share holding during the year	0	0.00	0	0.00
	<b>At the End of the year</b>	<b>15,300</b>	<b>0.22</b>	<b>15,300</b>	<b>0.22</b>

**IV. INDEBTEDNESS**

**Indebtedness of the Company including interest outstanding/accrued but not due for payment**  
(Rs. In lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	2,88,73,000	-	2,88,73,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>-</b>	<b>2,88,73,000</b>	<b>-</b>	<b>2,88,73,000</b>
Change in Indebtedness during the financial year				
Addition	-	13,87,000	-	13,87,000
Reduction	-	-	-	-
<b>Net Change</b>	<b>-</b>	<b>13,87,000</b>	<b>-</b>	<b>13,87,000</b>
Indebtedness at the end of the financial year				
i) Principal Amount	-	3,02,60,000	-	3,02,60,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>-</b>	<b>3,02,60,000</b>	<b>-</b>	<b>3,02,60,000</b>

**V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:***(Rs. In lacs)*

S. no.	Particulars of Remuneration	Name of MD/WTD or Manager	Total Amount
		<b>Mr. Nivedan Bharadwaj</b>	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1.2	1.2
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission		
	- as % of profit	-	-
	- others, specify...	-	-
5.	Others, please specify	-	-
	Total (A)	1.2	1.2
	Ceiling as per the Act	1.2	1.2

**B. Remuneration to other directors:**

S.No.	Particulars of Remuneration	Name of Directors				Total Amount
1.	Independent Director	-	-	-	-	-
	Fee for attending board committee meetings					
	Commission					
	Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2.	Other Non-Executive Directors	-	-	-	-	
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (2)	-	-	-	-	-
	Total (B) = (1 + 2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD***(Rs. In lacs)*

Sl.No. Particulars of Remuneration	Key Managerial Personnel	
	Ms. Megha Chhabra Company Secretary	Total
1. Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.42*	0.42
2. Stock Option	-	-
3. Sweat Equity	-	-
4. Commission - as % of profit - others, specify...	-	-
5. Others, please specify	-	-
Total	0.42	0.42

\*The above salary is for 46 days, as the Company secretary was appointed during the year.

**VI. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—
<b>B. DIRECTORS</b>					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	-	—	—	—	—
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—

## Annexure –E

## FORM NO. AOC.2

*(Pursuant to clause (h) of sub-section(3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso is given below:**

1. Details of contracts or arrangements or transactions not at arm's length basis

S. No	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Nil
b)	Nature of contracts/arrangements/transaction	Nil
c)	Duration of the contracts/arrangements /transaction	Nil
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
e)	Justification for entering into such contracts or arrangements or transactions	Nil
f)	Date of approval by the Board	Nil
g)	Amount paid as advances, if any	Nil
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Nil

2. Details of material contracts or arrangement or transactions at arm's length basis

Name of related Party	Nature of Relationship	Nature of Transaction	Duration of Contract	Date of Approval	Amount (Rs. In lacs)	Sailent Terms
Nil	Nil	Nil	Nil	Nil	Nil	Nil



## **REPORT ON CORPORATE GOVERNANCE**

Pursuant to Clause 49 of the listing agreement with the Bombay Stock Exchanges the Company has followed the norms and clauses of Corporate Governance under clause 49 of the Listing Agreement, as followed below:

### **1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The Company recognizes its role as a corporate citizen and endeavors to adopt the best practices and the highest standards of corporate governance through transparency in business ethics, accountability to its customers, government and others. It emphasizes on long term prosperity of the Corporations while abiding with their National, Human, Social, Economic and Political Obligation. The Corporate Governance principle has become an important constituent for corporate success. The practice of good Corporate Governance has become a necessary prerequisite for any corporation to effective function in the globalised market scenario.

### **2. BOARD OF DIRECTORS**

The Board of Directors, along with the Committees of the Board, provides leadership and guidance to the Company's Management and directs, supervises and controls the activities of the Company.

#### **a) Composition of Board:**

- i. The Company's policy is to maintain optimum combination of Executive and non- Executive Directors. As on March 31, 2015 the Board of Directors (Board) comprises of 5 Directors out of which 2 are Independent Directors. Composition of the Board and category of Directors as on 31<sup>st</sup> March, 2015 is as follows:

<b>Category</b>	<b>Name of Director</b>
Promoter Director	Mrs. Ruchika Bharadwaj Mrs. Rekha Shrivastava
Executive Director	Mr. Nivedan Bharadwaj
Independent Director	Mr. Madan Lal Jain Mr. Prashant Verma

- ii. Mr. Prashant Verma and Mr. Madan Lal Jain, Independent directors of the Company, have furnished the declaration annually that they qualify the conditions of being independent. All declarations are placed before the Board. Further, pursuant to section 164 (2) of the Companies Act, 2013 all the Directors have provided declarations annually in Form DIR- 8 that they are not disqualified to act as Directors.
- iii. The details of Directors, their attendance at Board Meetings and at the previous Annual General Meeting of the Company are, given below:

Name of Director	Director Identification Number (DIN)	Category	Board Meetings Attended	Whether present at previous AGM held on 30 <sup>th</sup> September 2014
Mr. Nivedan Bharadwaj	00040191	Whole-time director	4/4	YES
Mrs. Rekha Shrivastava	00051261	Non-Executive Director	4/4	YES
Mr. Madan Lal Jain	00051418	Independent Director	4/4	YES
Mr. Prashant Verma	00328093	Independent Director	4/4	YES
Ms. Ruchika Bharadwaj	00288459	Non-Executive Director	4/4	YES

Further the detail of the Board of Directors directorships, Committee Membership, Chairmanships:

Name of Director	Director Identification Number (DIN)	Other Directorships*	Committee Memberships	Committee Chairmanships
Mr. Nivedan Bharadwaj	00040191	16	-	-
Mrs. Rekha Shrivastava	00051261	7	3	1
Mr. Madan Lal Jain	00051418	7	3	2
Ms. Ruchika Bharadwaj	00288459	7	-	-
Mr. Prashant Verma	00328093	4	3	-

*\* includes private companies and companies incorporated outside India.*

- iv) Four (4) Board Meetings were held during the financial year ended 31st March, 2015 and the gap between the two meetings did not exceed one hundred and twenty days.
- v) The Board meetings were held on 30<sup>th</sup> May, 2014, 14<sup>th</sup> August, 2014, 14<sup>th</sup> November, 2014 and 13<sup>th</sup> February 2015.
- vi) None of the director resigned during the financial year 2014-15.

### 3. **BOARD COMMITTEES**

The Board has constituted Committees with specific terms of reference/scope to focus effectively on issues and ensure expedient resolution of diverse matters. These are the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Risk Management Committee. All the committees have been reconstituted and renamed as per the Companies Act, 2013 and under clause 49 of the Listing Agreement. The minutes of the meetings of all Committees of the Board are placed before the Board for discussions / noting.

The Board has constituted following four Committees of Directors:

- i. Audit Committee
- ii. Nomination and Remuneration Committee (earlier “Remuneration Committee”)
- iii. Stakeholders’ Relationship Committee (earlier “Shareholders / Investors Grievance and Share Transfer Committee”)
- iv. Risk Management Committee

**(i) Audit Committee:**

**a) Composition of Audit Committee & Attendance at Meeting:**

The Audit Committee of the Company comprises of three members. Four Audit Committee Meetings were held during the FY 2014-15, 30<sup>th</sup> May, 2014, 14<sup>th</sup> August, 2014, 14<sup>th</sup> November, 2014 and 13<sup>th</sup> February 2015. The necessary quorum was present for all the Meetings. The Audit Committee meetings are usually held at the registered office of the Company and are normally attended by the Chairman, Directors and representative of the Statutory Auditor.

Name of Director	Director Identification Number (DIN)	Designation	Category
Mr. Madan Lal Jain	00051418	Chairman	Independent Director
Mr. Prashant Verma	00328093	Member	Independent Director
Mrs. Rekha Shrivastava	00051261	Member	Non-Executive Director

**Meeting and Attendance**

Name of Director	Director Identification Number (DIN)	No. of Audit Committee Meetings held	No. of Audit Committee Meetings Attended
Mr. Madan Lal Jain	00051418	4	4
Mr. Prashant Verma	00328093	4	4
Mrs. Rekha Shrivastava	00051261	4	4

The minutes of the meeting of the Audit Committee are placed before the Board and the company is following the recommendation of the Audit Committee. The composition of the Audit Committee is in conformity with the Listing Agreement.

**b) Terms of Reference:**

The Constitution of the audit committee also meets the requirements under section 177 of the Companies Act, 2013. The terms of reference and power of the audit committee are in line with those contained under clause 49 of the Listing Agreement.

**c) Function of Audit Committee:**

- a) Supervising the company’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

**(ii) Nomination and Remuneration Committee****a) Composition of Nomination and Remuneration Committee**

The "Nominations and Remuneration Committee" comprised of 3 Non-Executive Directors. The Committee recommends remuneration / compensation packages for the Executive Directors within prescribed limits from time to time.

Name of Director	Director Identification Number (DIN)	Designation	Category
Mr. Madan Lal Jain	00051418	Chairman	Independent Director
Mr. Prashant Verma	00328093	Member	Independent Director
Mrs. Rekha Shrivastava	00051261	Member	Non-Executive Director

**b) Remuneration to Executive Director and Non Executive Directors**

None of the Non Executive Director and Independent Directors are drawing any salary nor sitting fees for attending Board meeting or any commission from the Company except Mr. Nivedan Bharadwaj, Whole-Time Director who is drawing remuneration of INR 1,20,000/- p.a.

There is no pecuniary relationship or transaction between any of the Non Executive Director and the Company.

**i. No. of Equity Shares held by Directors**

Name	No. Of Equity Shares held	(%)Percentage of holding
Mr. Nivedan Bharadwaj	NIL	NIL
Mrs. Rekha Shrivastava	1,00,000	1.42
Mr. Madan Lal Jain	3,500	0.05
Ms. Ruchika Bharadwaj	37,26,868	52.94
Mr. Prashant Verma	15,300	0.21

**Terms of reference:**

- Review the overall compensation policy, service agreement and employment condition of the Director and other employees of appropriate cadres with a view to motivating the best managerial talents, their remuneration packages.
- Evaluate the remuneration paid by comparable organization.
- Review the performance of the Directors and recommendations to the Board in this regard.
- Such other matters as the Board may from time to time request the Remuneration Committee to examine and recommend / approve.

**c) Stakeholder Relationship Committee****i. Composition of Stakeholder Relationship Committee**

As per section 178 of the Companies Act 2013 the Stakeholders Relationship Committee was constituted. The Stakeholders Relationship Committee looks into the matter like transfer / transmission, issue of duplicate shares, non-receipt of declared dividend etc. and investigates the investor's complaints and takes necessary steps for redress thereof.

Name	Designation	Category
Mrs. Rekha Shrivastava	Chairman	Non- Executive Director
Mr. Madan Lal Jain	Member	Independent Director
Mr. Prashant Verma	Member	Independent Director

**ii. Registrar and Transfer Agent (R & T Agent):**

The Company, in order to expedite the process of share transfers, has delegated the power of share transfers to an officer of the Share Transfer Agent (STA). The Company, as a matter of policy, disposes of investors' complaints within a span of seven days.

Purva Sharegistry (India) Private Limited has been appointed as the Registrar and Transfer (R & T) Agent of the Company and the Committee oversees the performance of the Registrar and Share Transfer Agent and recommends measures for overall improvement in the quality of investor's services. The Committee also advises on the matter enabling better investor services and relations. All matters connected with the share transfer, dividends and other matters are being handled by the STA located at the address mentioned elsewhere in this report.

**iii. Complaints received and redressed during the year 2014-2015:**

Nature of Complaints	No. of Complaints received	No. of Complaints resolved	No. of Complaints pending	No Complaints were pending / outstanding
NA	NIL	NIL	NIL	NIL

**d) Risk Management Committee:**

The Company has constituted Risk Management Committee to inform the board for risk assessment, control and to mitigate the same arises if any in terms of business, market. The Committee comprised of Mr. Nivedan Bharadwaj (Whole-Time Director) and Mrs. Rekha Srivastava (Non-Executive Director) of the Company. The Board has framed plan to monitor and manage the risk.

**4. WOMAN DIRECTOR**

Pursuant to section 149 of the Companies Act, 2013 and clause II.A of the Listing Agreement, Mrs. Rekha Srivastava and Mrs. Ruchika Bharadwaj are the Women Directors.

**5. SUBSIDIARY COMPANY**

The Company does not have any subsidiary company at present. Therefore, provisions of Clause 49(III) of the Listing Agreement do not apply to the Company.

**6. OTHER DISCLOSURES**

**a. Related Party Transactions**

There are no materially significant related party transactions i.e. transaction material in nature with its promoters, directors, their relatives or the management, subsidiaries of the Company etc. having potential conflict with the interest of the Company at large.

**b. Statutory Compliance, Penalties and structures**

The company has complied with the mandatory requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters related to capital markets during the year. No penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the years.

**c. Accounting Standards**

In preparation of the financial statements, the Company follows Accounting Standards issued by the Institute of Chartered Accountants of India.

**d. Risk management:**

The Company has formulated and laid down the procedure for assessment and minimization of risks. These procedures have been considered by the Board and a properly defined framework is being laid down to ensure that executive management controls the identified risks.

**e. Proceeds from Public Issue**

There was no public issue of equity shares of the Company during the FY 2014-15.

**f. Compliance with the Mandatory /Non Mandatory requirements.**

The Company has made efforts to comply with requirements of clause 49 of the Listing Agreement, to the maximum extent possible.

**7. CEO/ CFO CERTIFICATION**

In terms of Clause 49 (V) of the Listing agreement, Mr. Anil Kukreja, Chief Financial Officer (CFO) of the Company has issued certificate which forms a part of the Annual Report of the Company.

**8. VIGIL MECHANISM (WHISTLE BLOWER POLICY):**

The Company has not denied access to any personnel, to approach the management on any issue. The Company has formulated a policy on vigil mechanism as required under the Companies Act 2013.

**9. RECONCILIATION OF SHARE CAPITAL AUDIT:**

A qualified practising company secretary carries out a Reconciliation of Share Capital (RSC) Audit on a quarterly basis to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital and place the report for perusal of the board. The RSC Audit report confirms that the total issued and listed capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

**10. MEANS OF COMMUNICATION**

The board believes that effective communication of information is an essential component of corporate governance. The Company regularly interacts with shareholders through multiple channels of communication such as monthly sales update, results announcement, annual report, media releases, Company's website and specific communications to Stock Exchanges, where the Company's shares are listed.

**(i) Quarterly Results:**

The Company has furnished quarterly financial results along with the notes on a quarterly basis to the Stock Exchange as per the format prescribed and within the time period stipulated under clause 41 of the Listing Agreement.

**(ii) Newspapers wherein results are normally published:**

The Company has published the financial results within 48 hours of the conclusion of the Board Meeting in at least one English daily newspaper circulating in the whole or substantially the whole of India and in one newspaper published in the language of the region, where the registered office of the Company is situated.

**(iii) Website:**

The Company's website is [www.fortuneinternational.in](http://www.fortuneinternational.in). This website contains the basic information about the Company, e.g., details of its business, code of conduct, financial information, shareholding pattern, compliance with corporate governance, contact information of the designated officials of the Company, who are responsible for assisting and handling investor grievances and such other details as may be required under Clause 54 of the Listing Agreement. The Company ensures that the contents of this website are periodically updated. In addition, the Company makes use of this website for publishing official news releases and presentations, if any, made to institutional investors / analysts. The Company has designated **fil12033@gmail.com** for the purpose of registering complaints, if any, by the investors and expeditious redressal of their grievances.

Whenever the Company issues any press release, it is sent to the Stock Exchanges.

**11. EMPLOYEES' STOCK OPTION SCHEMES (ESOP)**

No employee has been issued share options, during the year, equal to or exceeding 1% of the issued capital of the Company at the time of grant.

**12. COMPLIANCE OFFICER**

Ms. Megha Chhabra was appointed as Company Secretary and Compliance Officer of the Company w.e.f 13<sup>th</sup> February, 2015.

**13. GENERAL SHAREHOLDER INFORMATION:**

Registered Office: G-4, Community Centre, Naraina Vihar, New Delhi- 110028  
Corporate Identification Number (CIN): L52324DL1981PLC012033

**14. MARKET PRICE DATA:**

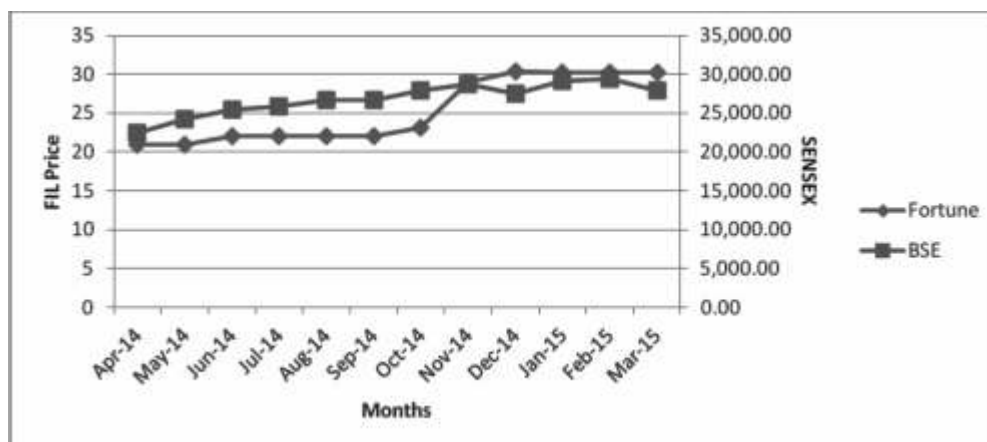
The market price of the shares is available with the Company from April, 2014 to March, 2015:

Month	BSE (Monthly) All Prices in				BSE SENSEX CLOSING
	Open	High Price	Low Price	Close	
Apr-14	21.00	21.00	21.00	21.00	22,417.80
May-14	21.00	21.00	20.00	20.00	24,217.34
Jun-14	21.00	22.00	21.00	22.00	25,413.78
Jul-14	22.00	22.00	22.00	22.00	25,894.97
Aug-14	22.00	22.00	22.00	22.00	26,638.11
Sep-14	22.00	22.00	22.00	22.00	26,630.51
Oct-14	22.00	23.10	22.00	23.10	27,865.83
Nov-14	23.10	28.95	23.10	28.95	28,693.99
Dec-14	30.35	30.35	28.85	28.85	27,499.42
Jan-15	30.25	30.25	30.25	30.25	29,182.95
Feb-15	30.25	30.25	30.25	30.25	29,361.50
Mar-15	30.25	30.25	30.25	30.25	27,957.49

\* There was no trading in the month of July, September and March, 2015. The prices shown are closing prices of the previous month.



15. (A) A Comparative chart of the price movement of the Company with BSE Sensex is given below:



(B) DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2015:

Range (in Rs)	Number of Shareholders	% of Shareholder	Amount in Rs.	% of Paid up Capital.
0001- 5000	2,220	98.54	4,46,236	6.34
5001-10,000	8	0.36	75,500	1.07
10,001- 20,000	12	0.53	1,70,400	2.42
20,001- 30,000	3	0.13	85,200	1.22
30,001- 40,000	0	0.00	0	0.00
40,001- 50,000	0	0.00	0	0.00
50,001- 1,00,000	3	0.13	2,13,400	3.03
1,00,000-and above	7	0.31	60,49,264	85.92
<b>Total</b>	<b>2,253</b>	<b>100</b>	<b>70,40,000</b>	<b>100</b>

(C) SHAREHOLDING PATTERN AS ON 31ST MARCH 2015

Category	No. of shares held	Percentage to shareholding (%)
Foreign Companies	NIL	NIL
Non Resident	230	0.00
Foreign Financial Institution	NIL	NIL
Financial Institutions	NIL	NIL
Mutual Fund	NIL	NIL
Promoters	38,26,868	54.36
Director Relative	NIL	NIL
Resident Individual	20,74,085	29.46
Nationalized Bank	NIL	NIL



Other Bodies corporate	11,38,147	16.17
HUF	670	0.01
Employee	NIL	NIL
In Transit	NIL	NIL
Others (shares underlying under GDR)	NIL	NIL
<b>Total</b>	<b>70,40,000</b>	<b>100</b>

#### **(D) Shares held in physical and dematerialized form**

As on March 31, 2015, 11.96 percent of the Company's shares were held in dematerialized form and the remaining 88.04 percent in physical form. The break up is listed below:

<b>Shares in Form</b>	<b>No. of shares</b>	<b>% held</b>
N.S.D.L	2,23,688	3.18
C.D.S.L	6,18,212	8.78
Physical	61,98,100	88.04
<b>Total</b>	<b>70,40,000</b>	<b>100</b>

#### **16. OUTSTANDING GDRS/ ADRS/WARRANTS/CONVERTIBLE INSTRUMENTS AND THEIR IMPACT ON EQUITY:**

The Company has not issued any GDR/ADRs/ Warrants or any convertible instruments.No amounts were outstanding on accounts of the same as on the date of the Balance Sheet.

#### **17. MANAGEMENT DISCUSSION & ANALYSIS REPORT**

The Management Discussion and Analysis Report are appended to and forms part of the Annual Report.

#### **18. GENERAL BODY MEETINGS**

##### **1. Annual General Meetings**

Details of Special Resolution passed in the previous three Annual General Meetings are given below:

<b>Year</b>	<b>Venue</b>	<b>Date &amp; Time</b>	<b>Special Resolution Passed</b>
<b>2011-12</b>	G-22, Shahi Road, Bijwasan, New Delhi- 110061	28th September, 2012 10.00 a.m.	No Special Resolution passed
<b>2012-13</b>	G-3, C-Block, Community Centre, Naraina Vihar, New Delhi-110 028	27th September, 2013 10.00 a.m.	No Special Resolution passed
<b>2013-14</b>	G-3, C-Block, Community Centre, Naraina Vihar, New Delhi-110 028	30 <sup>th</sup> September, 2014 10.00 a.m.	No Special Resolution passed

All the Resolutions were passed with requisite majority.

##### **2. Postal Ballot**

No Special Resolution was passed though Postal Ballots during the financial year and no special resolution is being proposed to be conducted though postal ballot.

**19. SHAREHOLDER****a) GENERAL SHAREHOLDER INFORMATION**

<b>Date, Time and Venue of AGM</b>	30th September, 2015 at 10.00 am G-22, Shahi Road, Bijwasan, New Delhi- 110061
<b>Financial Year</b>	April 1, 2014- March 31, 2015
<b>Dates of Book Closure</b>	September 25, 2015 to September 30, 2015 (both days inclusive)
<b>Dividend Payment Date</b>	There is no dividend recommended by the Board
<b>Listing on Stock Exchange</b>	1. Bombay Stock Exchange Ltd 2. Delhi Stock Exchange Association Limited 3. Calcutta Stock Exchange Association Limited
<b>BSE Scrip Code</b>	530213
<b>Scrip name</b>	FORINTL
<b>International Security Identification Number (ISIN)</b>	INE501D01013

**b) SHARE TRANSFER SYSTEM**

Purva Shareregistry (India) Private Limited has been appointed as Registrar & Share Transfer Agent from of the company.

Address for communication for Shareholding related queries is as follows:

M/s. Purva Shareregistry (India) Private Limited

9, Shiv Shakti Industrial Estate

J.R. Boricha Marg, Lower Parel (E)

Mumbai – 400011

Email ID: busicomp@gmail.com

Website: busicomp@vsnl.com

Tel : 91-22-2301 6761 / 8261

Fax: 91-22-2301 2517

**c) BOOK CLOSURE DATES**

September 25, 2015 to September 30, 2015

(Both days inclusive)

**d) ADDRESS FOR CORRESPONDANCE:**

Ms. Megha Chhabra

Fortune International Limited

G-3, First Floor, C-Block, Community Centre,

Naraina Vihar, New Delhi-110 028

**DATE: 02<sup>nd</sup> September, 2015**

**PLACE: New Delhi**

**By order of the Board of Directors**

**Sd/-  
Rekha Shrivastava  
Director  
(DIN-00051261)**

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The management of Fortune International Limited presents the analysis of the performance of the Company for the year 2014-15 and its outlook for the future. This outlook is based on an assessment of the current business environment. It may vary due to future economy and other developments both in India and Abroad.

### 1. Industry structure and developments.

The Indian products have a huge demand in the foreign markets. The export business in India has been flourishing and according to reports it contributes a huge share to the development of the country. The Indian exporters have succeeded in standing the stiff competition prevalent in the foreign markets through skilled manpower and quality products.

### 2. Opportunities and Threats.

Indian exporters have a healthy competition with neighboring countries which has further led to the growth of export sector in the Country. The government has created new opportunities by introducing several policies to augment the export sector. The introduction of various trade policies have led to a substantial flow of foreign currency.

There are certain opportunities and strengths in the export business which has been specified below.

#### OPPORTUNITIES

- An unfulfilled customer need.
- Arrival of new technologies.
- Loosening of regulations.
- Removal of international trade barriers.
- Patents
- Strong brand names.
- Good reputation among customers.
- Cost advantages from proprietary know-how.
- Exclusive access to high grade natural resources.
- Favorable access to distribution networks.

#### THREATS

Changes in the external environmental also may present threats to the firm. Some examples of such threats include:

- Shifts in consumer tastes away from the firm's products
- Emergence of substitute products.
- New regulations. International labor and environmental Laws.
- Increased trade barriers
- Threat for traditional market facing the product diversification;
- Competition from other developing countries, especially China;

### 3. Risks and concerns.

Export business can be a great opportunity, but it is risky and challenging at the same time which is totally different from those encountered domestically. Increasing competition remains the major problem of the industry especially with China. Risk can be identified in the following factors:

- a) **Political Risk:** The Country where our client is located may experience major political instability. Such instability could result in defaults on payments, confiscation of property, exchange transfer blockages etc.

- b) **Legal Risk:** At domestic level, businesses are subject to a myriad of laws, regulations, and restrictions. But there are much more complexities in international business. International transactions are governed by unilateral measures, bilateral relationships, multilateral and regional agreements. The differences in law may have impact in such areas as taxation, currency dealings, and property rights and employments practices.
- c) **Credit Risk:** While doing business internationally, trading can seem complicated and risky. Besides political, legal and other risks, the most common problem businesses face is the risk in the transaction.
- d) **Exchange Rate Risk:** Our major business involves export to the other Countries and the transactions are primarily done in other currency. The exchange rate between the Rupee and other currencies change substantially and could fluctuate substantially in the future. Fluctuations in Indian Rupee against other foreign currencies may adversely affect our results of operations.

#### **4. Internal control systems and their adequacy.**

Your company has a well settled internal control system and policies and procedures for operations accounting and financial reporting as well as compliance. An effective internal Audit function adds the elements of completeness to the System of Internal Control, The Internal Auditor are an Independent firm who present their finding and report to the Audit Committee on the regular basis.

#### **5. Discussion on financial performance with respect to operational performance.**

The Board has discussed the performance of the Company in its Board's Report

#### **6. Material developments in Human Resources / Industrial Relations ~~fmt~~, including number of people employed.**

The company realized and understands that the human resources are the most valuable assets that it has and it takes pains to see that there are not overlook in the process of trying business and profit. The Company also understand that it depends on the experience ability skills and knowledge of his employee and therefore takes pains to encourage them to expand the knowledge and as and when as required sends them for courses which will develop their skills and knowledge. The Company also offers attractive remuneration, conducive working atmosphere. The Company had peaceful industrial relation with employees and the company continues to focus on Human Resource Development to enhance the employee performance and promote knowledge integration

#### **7. Cautionary Statement**

Statements in the Management Discussion and Analysis, describing the Company's objectives, projections and estimates are forward looking statements and progressive within the meaning of applicable security laws and regulations. Actual results may vary from those expressed or implied, depending upon the economic conditions, government policies and other incidental/ related factors.

**DATE: 02<sup>nd</sup> September, 2015**

**PLACE: New Delhi**

**By order of the Board of Directors**

**Sd/-  
Rekha Shrivastava  
Director  
(DIN-00051261)**

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE  
GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

To,

**The Members,  
Fortune International Limited,  
G- 4, Community Centre,  
Naraina Vihar, New Delhi- 110028**

We have examined the compliance of conditions of Corporate Governance by Fortune International Limited ("**Company**") for the year ended 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, on the basis of our review and according to the information and explanations given to us, we certify that the Company has complied with the condition of Corporate Governance as stipulated in clause 49 of the above mentioned Listing Agreement. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

**CS Vishakha Harbola  
Practicing Company Secretary  
COP No.: 14440  
Membership No.: A- 38782  
Date: 02nd September, 2015  
Place: New Delhi**

**DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT**

In accordance with clause of the listing agreement with the Bombay Stock Exchange Ltd. to the best of my knowledge and belief and on the basis of declaration given to me. I hereby affirm that all the Directors and the senior Management personal have affirmed compliance with the code of conduct as laid down by the Company as applicable to them for the financial year ended on 31st March, 2015.

Sd/-

**Nivedan Bharadwaj**  
Whole Time Director  
(DIN-00040191)

Date : 2nd September, 2015  
Place : New Delhi

**CEO/CFO CERTIFICATION**

The Board of Directors  
Fortune International Limited  
G-4, C-Block, Community Centre,  
Naraina Vihar, New Delhi-110 028

I, Anil Kukreja, Chief Financial Officer (CFO) of **Fortune International Limited** ("the Company") do certify to the Board that:-

- a. I have reviewed the Balance Sheet and the Profit and Loss Account and all the schedules and notes on accounts as well as the cash flow statement for the year ended 31st March 2015 and that to the best of our knowledge and belief:
  - (i) the said statements do not contain any false, misleading or materially untrue statement or figures or omit any material fact, which may make the statement or figures contain therein misleading; and
  - (ii) the said statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. I further state that to the best of our knowledge and belief, there are no transactions entered into by the company during the year which are fraudulent, illegal or violate the company's code of conduct.
- c. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. I have indicated to the auditors and the Audit committee that
  - (i) There have been no significant changes in internal control over financial reporting during the year;
  - (ii) There have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) There has been no commitment of any fraud, whether or not significant, that involves Management or other employee who have a significant role in the company's internal controls.

For **Fortune International Limited**  
Sd/-

**Anil Kumar Kukreja**  
**Chief Financial Officer**

Date : **02nd September, 2015**

Place : New Delhi

## INDEPENDENT AUDITOR'S REPORT

To the Members of **Fortune International Limited**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of Fortune International Limited, which comprises the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134 (5) of the Companies Act, 2013 (the Act) with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and Cash flow of the Company in accordance with the Accounting principles generally accepted in India , including the Accounting Standards specified under section 133 of the act, read with rule 7 of the companies (Accounts) rule 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation & presentation of the financial statements that's give a true & fair view & are free from material misstatement , whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the act, the accounting & auditing standards & the matters which are required to be included in the audit report under the provisions of the act & the rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified u/s. 143 sub section 10 of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal financial controls relevant to the Company's preparation of the financial statements that gave a true & fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place and adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors , as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true

and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) In the case of Statement of the Profit and Loss, of the Profit of the Company for the year ended on that date; and
- c) In the case of the Cash flow Statement, of the cash flows for the year ended on that date.

**Report on Other legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to the "Order"), and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) the Balance Sheet, statement of Profit and Loss and the cash flow statements dealt with by this report are in agreement with the books of accounts.
  - d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified u/s. 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the Directors as on March 31, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in term of section 164(2) of the Act.
  - f) With respect to the other matters to be included in the Auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors), 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i) The company does not have any pending litigations which would impact its financial position.
    - ii) In our opinion and as per the information and explanations provides to us, the company has not entered into any long term contracts including derivative contracts, requiring provision under applicable laws or Accounting Standards, for material foreseeable losses, and
    - iii) There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company.

**For L.N. MALIK & CO.**  
**Chartered Accountants**  
**FRN: 015992N**

**Sd/-**  
**L.N. MALIK**  
**Partner**  
**M.No. 010423**

**Place: New Delhi**  
**Date: 30.5.2015**



**ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT:**

(Referred to in paragraph 1 under section (Report on Other Legal and Regulatory Requirements, of our report of even date.)

- 1.1 The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- 1.2 All the fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
- 2.1 As the company has not purchased/ sold goods during the year nor is there any opening stock, requirement of reporting on physical verification of stocks or maintenance of inventory records, in our opinion does not arise.
3. As informed to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. Accordingly, the sub clauses (a) and (b) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of inventories, fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in the internal control system.
5. According to the information and explanations given to us, the company has not accepted any deposits in terms of directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.
6. According to the information and explanations given to us, the company is not engaged in the production of any such goods or provision of any such services for which the Central Government has prescribed particulars relating to utilization of material or labour or other items of cost. Hence the provisions of section 148(1) of the Act do not apply to the company. Hence in our opinion, no comment on maintenance of cost records under section 148(1) of the Act is required.
7. The company is generally regular in depositing undisputed statutory dues including provident fund, Employees State Insurance, Income-tax, Sales-tax, Wealth-tax, Service-tax, duty of customs, duty of excise, Value Added Tax, Cess and other statutory dues with the appropriate authorities and we have been informed that there are no arrears of outstanding statutory dues as at the last day of the financial year under audit for the period of more than six months from the date they became payable.
- 7.2 According to the information and explanations given to us, no undisputed amount is payable in respect of Income-tax or Sales-tax or Wealth-tax or Service tax or Duty of customs or duty of excise or Value Added Tax or Cess as at 31<sup>st</sup> March, 2015.
- 7.3 In our opinion and according to the information and explanations given to us, there were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company.

8. The accumulated losses of the company have exceeded fifty percent of its net worth at the end of the financial year under audit. The company has not incurred cash losses during the financial year covered by audit and as well as in the immediately preceding financial year.
9. According to the information and explanations given to us, the company has not defaulted in the repayment of dues to a financial institution or bank.
10. According to the information and explanations give to us, the company has not given any guarantee for loans taken by others from banks or financial institutions, the terms and conditions whereof are prejudicial to the interest of the company.
11. According to the information and explanations given to us, no term loans were obtained during the year under audit.
12. Based upon the audit procedures performed and according to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year of our audit.

**For L.N. MALIK & CO.  
Chartered Accountants  
FRN: 015992N**

**Sd/-  
L.N. MALIK  
Partner  
M.No. 010423**

**Place: New Delhi  
Date: 30.5.2015**

**BALANCE SHEET AS AT 31ST MARCH, 2015**

(Amount in Rs.)

Particulars	Notes	AS AT 31/03/2015	AS AT 31/03/2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(A) Share Capital	1	704,00,000	704,00,000
(b) Reserves and Surplus	2	(740,56,288)	(746,19,212)
(c) Money received against share warrants		-	-
<b>(2) Share Application money pending allotment</b>		-	-
<b>(3) Non-Current Liabilities</b>			
(a) Long-Term Borrowings	3	302,60,000	288,73,000
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions		-	-
<b>(4) Current Liabilities</b>			
(a) Short-Term Borrowings		-	-
(b) Trade Payables		-	-
(c) Other Current Liabilities	4	205,02,118	218,62,341
(d) Short-Term Provisions		-	-
<b>Total Equity &amp; Liabilities</b>		<b>471,05,830</b>	<b>465,16,129</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
<b>(a) Fixed Assets</b>			
(i) Tangible Assets	5	2,08,179	2,13,043
(ii) Intangible Assets		-	-
(iii) Capital Work In Progress		-	-
(b) Non-current investments		-	-
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances		-	-
(e) Other non-current assets		-	-
<b>(2) Current Assets</b>			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables	6	452,04,860	452,04,860
(d) Cash and cash equivalents	7	6,00,018	68,806
(e) Short-term loans and advances	8	10,92,773	10,29,420
(f) Other current assets		-	-
<b>Total Assets</b>		<b>471,05,830</b>	<b>465,16,129</b>

Notes forming integral part of the financial statement 1 to 14

**As per our report of even date attached**for L.N. MALIK & CO.  
CHARTERED ACCOUNTANTS

for FORTUNE INTERNATIONAL LTD.

Sd/-

(L. N. MALIK)

(Partner)

Membership No. : 010423

Firm Reg. No.: 015992N

Sd/-

A.K. Kukreja  
(CFO)

Sd/-

Rekha Shrivastava  
(DIRECTOR)

Sd/-

Nivedan Bharadwaj  
(DIRECTOR)

Place : New Delhi

Date : 30/05/2015

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDING ON 31ST MARCH, 2015***(Amount in Rs.)*

Particulars	Notes	AS AT 31/03/2015	AS AT 31/03/2014
<b><u>Income:</u></b>			
Revenue from operations		-	-
Other Income	9	12,06,269	7,23,867
<b>Total Revenue</b>		12,06,269	7,23,867
<b><u>Expenses:</u></b>			
Cost of Materials Consumed		-	-
Purchases of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and stock-in-trade		-	-
Employee Benefits Expenses	10	2,25,470	1,20,000
Financial Costs	11	1,701	6,107
Depreciation and Amortization Expense (Refer Schedule 3)	12	2,295	43,854
Other Expenses	13	4,13,110	1,78,780
<b>Total Expenses</b>		6,42,576	3,48,741
Profit/Loss before exceptional and extraordinary items and tax		5,63,693	3,75,126
Exceptional Items		-	-
Loss before extraordinary items and tax		5,63,693	3,75,126
Extraordinary Items		-	-
Profit before tax		5,63,693	3,75,126
<b><u>Tax expense:</u></b>			
(1) Current tax		-	-
(2) Deferred tax		-	-
Profit(Loss) from the period from continuing operations		5,63,693	3,75,126
Profit/(Loss) from discontinuing operations		-	-
Profit/(Loss) from Discontinuing operations		-	-
Profit/(Loss) for the period		5,63,693	3,75,126
Earning per equity share:			
(1) Basic		0.08	0.05
(2) Diluted		0.08	0.05

Notes forming integral part of the financial statement 1 to 14

**As per our report of even date attached**for L.N. MALIK & CO.  
CHARTERED ACCOUNTANTS

Sd/-

(L. N. MALIK)

(Partner)

Membership No. : 010423

Firm Reg. No.: 015992N

Place : New Delhi

Date : 30/05/2015

Sd/-

A.K. Kukreja  
(CFO)

Sd/-

Rekha Shrivastava  
(DIRECTOR)

Sd/-

Nivedan Bharadwaj  
(DIRECTOR)

for FORTUNE INTERNATIONAL LTD.

**CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET  
FOR THE YEAR ENDED 31ST MARCH 2015**

(Amount in Rs.)

	2014-15	2013-14
<b>A CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit/ Loss before tax as per profit & Loss Account	5,63,693	3,75,126
Net Prior Year Adjustments	-	-
Fixed Assets written off (net)	-	-
Loss on Sale of vehicle	-	-
Depreciation	2,295	43,854
Balances Written Back	-	-
Assets written off	1,800	-
Interest Income	-	-
Profit on Sale of Assets	-	-
Lease Rent	-	-
Misc Income	-	-
Interest and Finance Charges	-	-
<b>Operating Profit before Working Capital Change</b>	<b>5,67,788</b>	<b>4,18,980</b>
Adjusted for:		
Trade Receivables	-	-
Short term Loan & Advances	(63,353)	81,107
Trade Payables	-	-
Other Current Liabilities	(13,60,223)	(6,99,956)
<b>Cash Generated from Operations</b>	<b>(8,55,788)</b>	<b>(1,99,869)</b>
Taxes Paid/Written off	-	-
<b>Net Cash Inflow from Operating Activities</b>	<b>(8,55,788)</b>	<b>(1,99,869)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchases of Fixed Assets	-	-
Sale of Fixed Assets	-	-
Sale of Investments	-	-
Interest Income	-	-
Lease Rent	-	-
Misc Income	-	-
<b>Net Cash flow in Investing Activities</b>	<b>-</b>	<b>-</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Increase / (Decrease) in Long Term Borrowings	13,87,000	(10,000)
Interest and Finance Charges	-	-
<b>Net Cash Outflow from Financing Activities</b>	<b>13,87,000</b>	<b>(10,000)</b>
<b>Net ( Decrease ) / Increase in Cash and Cash Equivalents</b>	<b>5,31,212</b>	<b>(2,09,869)</b>
<b>Opening Banlance of Cash and Cash Equivalents</b>	<b>68,806</b>	<b>2,78,676</b>
<b>Closing Balance of Cash and Cash Equivalents</b>	<b>6,00,018</b>	<b>68,806</b>

for L.N. MALIK & CO.  
CHARTERED ACCOUNTANTS

for FORTUNE INTERNATIONAL LTD.

Sd/-

(L. N. MALIK)

(Partner)

Membership No. : 010423

Firm Reg. No.: 015992N

Place : New Delhi

Date : 30/05/2015

Sd/-

A.K. Kukreja  
(CFO)

Sd/-

Rekha Shrivastava  
(DIRECTOR)

Sd/-

Nivedan Bharadwaj  
(DIRECTOR)

**Notes Forming Part of the Profit & Loss Accounts for the year ending on 31st March, 2015****Note : 1 Share Capital**

	Particulars	AS AT 31/03/2015	AS AT 31/03/2014
1	<b>AUTHORIZED CAPITAL</b> 71,60,000 Equity Shares of Rs. 10/- each. 40,000 10 % Cumulative Preference Share of Rs. 10/- each.	716,00,000 4,00,000	716,00,000 4,00,000
2	<b>ISSUED , SUBSCRIBED &amp; P AID UP CAPITAL</b> 70,40,000 Equity Shares of Rs. 10/- each. Fully paid up.	720,00,000 704,00,000	720,00,000 704,00,000
	<b>Total</b>	704,00,000	704,00,000

**\* Reconciliation Of Numbers Of Shares**

S. No.	Particulars	2014-2015 No. of Shares	2013-2014 No. of Shares
1	<b>EQUITY SHARES</b> Opening Balance at beginning of the year Add: Fresh Issue Less: Buy Back	70,40,000 - -	70,40,000 - -
	Closing Balance at the end of the year	70,40,000	70,40,000

**\* Details of Shareholders holding more than 5% Shares of the company**

S. No	Name of Shareholder	AS AT 31/03/2015		AS AT 31/03/2014	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Ruchika Shrivastava- Bharadwaj	37,26,868	52.94	37,26,868	52.94
2	Quest Profin Advisor Pvt Ltd	6,00,000	8.52	6,00,000	8.52
3	Pankaj Paliwal	5,41,996	7.70	5,41,996	7.70
4	Nimesh N. Shah	3,90,000	5.54	3,90,000	5.54
5	Kalpesh R. Koradia	3,90,000	5.54	3,90,000	5.54

**Note : 2 Reserve & Surplus**

S. No.	Particulars	AS AT 31/03/2015	AS AT 31/03/2014
1	<b>PROFIT &amp; LOSS ACCOUNT</b> Opening Balance Add:- Net Profit after Tax transferred from Statement of Profit & Loss A/c Less : Depreciation in respect of assets whose life is over Closing Balance	(746,19,212) 5,63,693 (769) (740,56,288)	(749,94,338) 3,75,126 - (746,19,212)
	<b>Total</b>	<b>(740,56,288)</b>	<b>(746,19,212)</b>

**Note : 3 Long Term Borrowings**

S.No.	Particulars	AS AT 31/03/2015	AS AT 31/03/2014
	<b><u>UNSECURED</u></b>		
1	Loans From Directors	302,60,000	212,50,000
2	Others	-	76,23,000
	<b>Total</b>	<b>302,60,000</b>	<b>288,73,000</b>

**Note : 4 Other Current Liabilities**

	Particulars	AS AT 31/03/2015	AS AT 31/03/2014
1	Trade Advances	204,40,000	213,86,885
2	Audit Fee Payable	19,664	39,326
3	Director Remuneration Payable	-	30,000
4	TDS Professional Payable	4,619	-
5	Superannuation Payable to Employee	-	4,06,109
6	EPF Inspection Charges	21	21
7	Salary Payable	26,614	-
8	Others	11,200	-
	<b>Total</b>	<b>205,02,118</b>	<b>218,62,341</b>

**Note : 6 Trade Receivables**

S. No.	Particulars	AS AT 31/03/2015	AS AT 31/03/2014
1	<b>Outstanding for more than six months</b>		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	452,04,860	452,04,860
2	<b>Others</b>		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
	<b>Total</b>	<b>452,04,860</b>	<b>452,04,860</b>

\* 10% amount of invoice value which is payable by Ministry of Food, Government of Bangladesh after inspection of the goods and other formalities has not yet received inspite of serious efforts made by the company, amounting to Rs.2,14,47,920/- is outstanding since last 13 years and seems doubtful of recovery.

\* Balance of Trade Receivables i.e. Rs 2,37,56,940 is subject to confirmation and is doubtful of recovery.



## Notes Annexed to and forming part of Balance Sheet as on 31st March, 2015

## Note : 5 Fixed Asset

S. No	Particulars	Rate	Gross Block				Depreciation				Net Block		
			As on 01.04.2014	Addition during the year	Deduction during the year	As on 31.03.2015	As on 31.03.2014	Addition during the year	Deduction during the year	Adjusted with retained earnings	As on 31.03.2015	WDV as on 31.03.2015	WDV as on 31.03.2014
I	<b>Tangible Assets</b>												
	1 Electric Fitting		30,588	-	30,588	-	30,197	30,197		-	-	391	
	2 Furnitures & Fixtures		2,687,794	-	-	2,687,794	2,651,068	-		2,651,068	36,726.00	36,726	
	3 Office Equipment		3,567,789	-	-	3,567,789	3,463,964	2,295	(300)	3,465,959	101,829.50	103,825	
	4 Air Conditioners		1,509,905	-	-	1,509,905	1,441,345	-		1,441,345	68,560	68,560	
	5 Air Coolers		77,109	-	77,109	-	75,700	75,700		-	-	1,409	
	6 Computer		21,250	-	-	21,250	19,118	-	1,069	20,187	1,063	2,132	
	Sub-Total (A)		7,894,435	-	107,697	7,786,738	7,681,392	2,295	105,897	7,578,559	208,179	213,043	
II	<b>Intangible Assets</b>												
			-	-	-	-	-	-		-	-	-	
	Sub-Total (B)		-	-	-	-	-	-		-	-	-	
III	<b>Capital Work In Progress</b>												
			-	-	-	-	-	-		-	-	-	
	Sub-Total (C)		-	-	-	-	-	-		-	-	-	
IV	<b>Intangible Assets under Development</b>												
	Sub-Total (D)												
	Total (A+B+C+D)	Current Year Figure	7,894,435	-	107,697	7,786,738	7,681,392	2,295	105,897	7,578,559	208,179	213,043	
		Previous Year Figure	7,894,435	-	-	7,894,435	7,637,538	43,854	-	7,681,392	213,043	256,897	

**Note : 7 Cash & Cash Equivalent**

S. No.	Particulars	AS AT 31/03/2015	AS AT 31/03/2014
1	<b>Cash-in-Hand</b> Cash Balance	4,005	11,336
	<b>Sub Total (A)</b>	4,005	11,336
2	<b>Bank Balance</b> i) Central Bank of India - Chennai ii) ICICI Bank Ltd iii) Indian Bank - Chennai # iv) Punjab National Bank ICD Tuglakabad # v) SBI Nava Sheva - Bombay # vi) HDFC Bank Ltd vii) State Bank of Bikaner & Jaipur	9,808 - 6,373 1,923 9,765 5,45,766 22,378	9,808 10,861 6,373 1,923 9,765 - 18,740
	<b>Sub Total (B)</b>	5,96,013	57,469
	<b>Total [ A + B ]</b>	6,00,018	68,806

The above bank balances marked with (#) are subject to confirmation

**Note : 8 Short Terms Loans and Advances**

S.No.	Particulars	AS AT 31/03/2015	AS AT 31/03/2014
1	<b>Loans &amp; Advances to related parties</b> a) Secured, Considered Good : b) Unsecured, Considered Good : Advance to Associate Concerns c) Doubtful	-	-
2	<b>Others</b> <i>Advance Recoverable in cash or in kind or for value to be considered good</i> Advance Income Tax/Refund Due Prepaid Expenses- NSDL Prepaid Expenses- CDSL	10,92,773 - -	10,12,873 - 16,547
	<b>Total</b>	10,92,773	10,29,420

**Note : 9 Other Income**

S. No	Particulars	AS AT 31/03/2015	AS AT 31/03/2014
1	Miscellaneous Income	4,06,109	7,20,000
2	Commission Received	8,00,000	-
3	Interest on Income Tax Refund	160	3,867
4	Dividend	-	-
	<b>Total</b>	12,06,269	7,23,867

**Note : 10 Employees Benefits Expenses**

<b>S. No</b>	<b>Particulars</b>	<b>AS AT 31/03/2015</b>	<b>AS AT 31/03/2014</b>
1	Directors' Remuneration	1,20,000	1,20,000
2	Salary Expenses	1,05,470	-
	<b>Total</b>	<b>2,25,470</b>	<b>1,20,000</b>

**Note : 11 Financial Expenses**

<b>S. No</b>	<b>Particulars</b>	<b>AS AT 31/03/2015</b>	<b>AS AT 31/03/2014</b>
1	Bank Charges & Commission	1,701	6,107
	<b>Total</b>	<b>1,701</b>	<b>6,107</b>

**Note : 12 Depreciation & Amortised Cost**

<b>S. No</b>	<b>Particulars</b>	<b>AS AT 31/03/2015</b>	<b>AS AT 31/03/2014</b>
1	Depreciation on Tangible Assets	2,295	43,854
	<b>Total</b>	<b>2,295</b>	<b>43,854</b>

**Note : 13 Other Expenses**

<b>S. No</b>	<b>Particulars</b>	<b>AS AT 31/03/2015</b>	<b>AS AT 31/03/2014</b>
1	Printing & Stationery Expenses	2,250	3,709
2	Postage & Telegram & Courier	685	657
3	Development and Designing Services	6,699	-
4	Auditors Remuneration	19,664	19,663
5	Miscellaneous Expenses	1,692	2,390
6	A.G.M. Expenses	19,326	19,647
7	Filing Fees	14,400	2,000
8	RTA Charges - Share Transfer Charges	46,192	43,401
9	Professional Charges	57,600	24,000
10	Listing Fees	1,28,091	28,090
11	Prior Period Expenses - Listing Fee	47,192	-
12	Prior Period Expenses - CDSL	5,604	-
13	Advertisement & Publicity	21,448	-
14	Accounting Charges	4,000	4,000
15	Custody Charges NSDL & CDSL	33,261	30,589
16	ESI Demand	3,123	-
17	Tds Demand A.Y. 2007-2008	-	550
18	EPF Inspection Charges	84	84
19	Scrapped assets written off	1,800	-
	<b>Total</b>	<b>4,13,110</b>	<b>1,78,780</b>

**Note - 14 : ACCOUNTING POLICIES AND NOTES ON ACCOUNTS****1. ACCOUNTING POLICIES & PRACTICES**

- a) Fixed Assets are stated at cost less depreciation. Cost of acquisition or construction is inclusive of freight, duties, taxes and other incidental expenses. Depreciation is systematically allocated over the useful life of asset as specified in part C of schedule II of Companies Act 2013 as per on WDV basis . However in cases where useful life of asset has expire and WDV as on 1.4.2014 is less than 5% residual value , the same WDV has been carried forward .
- b) Investments are stated at cost.

**2. Contingent Liabilities**

<b>CONTINGENT LIABILITIES</b>	<b>CURRENT YEAR</b>	<b>PREVIOUS YEAR</b>
In respect of Bank Guarantees	Nil	Nil

3. Quantitative & Value information: Not Applicable since there is no opening & closing stock.
4. Consumption of imported and indigenous materials and percentage thereof to total consumption, Raw Materials, Sub-assemblies and Components Consumed. - NIL

	<b><u>CURRENT YEAR</u></b>	<b><u>PREVIOUS YEAR</u></b>
5. <b><u>EXPENDITURE IN FOREIGN EXCHANGE</u></b>	Nil	Nil
6. <b><u>EARNING IN FOREIGN EXCHANGE</u></b>	Nil	Nil
7. <b><u>PAYMENT TO AUDITORS</u></b>		
Auditor' Remuneration	19,663	19,663
8. <b><u>PAYMENT TO DIRECTORS</u></b>		
Directors' Remuneration	1,20,000	1,20,000
9. In Compliance of Accounting Standard -18 on related party disclosures issued by the Institute of Chartered Accountants of India, the required information is given as under.		

**1. List of Related Parties****a) Directors and Key Managerial Person**

1. Mrs. Rekha Shrivastava
2. Mr. Nivedan Bharadwaj
3. Mrs. Ruchika Bharadwaj
4. Mr. Madanlal Jain
5. Mr. Prashant Verma
6. Mr. Anil Kumar Kukreja (C.F.O.)
7. Ms. Megha Chhabra (C.S.)

b) The entities and the associations in which Directors are interested

1. Fortune Stones Ltd
2. ISS International Ltd

10. **Transaction with Related Parties**

S. No	Name of Party	Nature of Transaction	Transaction during the year (In Rs)	Bal Due as on 31.03.2015 (In Rs)	Bal as on 31.03.2014 (In Rs)
1.	Nivedan Bharadwaj	Directors Remuneration	120,000	NIL	30,000
2.	M L Jain	Repayment of Unsecured Loan	35,50,000	NIL	35,50,000
3.	Rekha Shrivastva	Repayment of Unsecured Loan	1,34,00,000	43,00,000	1,77,00,000
4.	Ruchika Bharadwaj	Receipt of Unsecured Loan	1,83,37,000	2,59,60,000	76,23,000
5.	Fortune Stones Ltd	Repayment of Trade Advance	13,86,885	NIL	13,86,885
6.	ISS International Ltd	Receipt of Trade Advance	4,40,000	2,04,40,000	2,00,00,000

11. Deferred tax assets have not been recognized and carried forward as there is no certainty of any further taxable income.
12. Provision for Income tax has not been made in the absence of taxable income.
13. Superannuation Payable Rs 4,06,109/- has been credited to Profit & Loss Accounts as Misc. Income, because ex-employees have not pressed for release of their dues, due to heavy losses in the Company.
14. Administration Expenses includes Rs. 5604/- towards prior period expenses, Paid to CDSL
15. Prior Period Expenses of Rs. 47,192/- are towards arrears of listing fee to Madras Stock Exchange Ltd.
16. Previous Year figures have been regrouped and re-arranged wherever necessary .

For L.N.Malik & Co.  
Chartered Accountants  
Sd/-  
**(L.N.MALIK)**  
Partner  
M.No. 10423

Sd/-  
**(A.K.Kukreja)**  
(C F O)

Sd/-  
**(Rekha Shrivastava)**  
(DIRECTOR)

Sd/-  
**(Nivedan Bharadwaj)**  
(DIRECTOR)

FRN : 015992N  
Place: New Delhi  
Dated: 30/05/2015

**FORTUNE INTERNATIONAL LIMITED**

CIN: L52324DL1981PLC012033

Regd: G-4 Community Centre, Naraina Vihar, New Delhi- 110028

Tel: 011-25774212-214, 25771629 Email: fil12033@gmail.com

Website: www.fortuneinternational.in

**Form No. MGT-11****Proxy form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name of the member(s):		E-mail id:	
Registered address:		Folio No./*DP id and Client id:	
*Applicable for investors holding shares in electronic form			
I/We, being the member (s) of ..... shares of the above named company, hereby appoint			
1 Name of the member(s):		E-mail id:	
Address		Signature	
or failing him			
2 Name of the member(s):		E-mail id:	
Address		Signature	
or failing him			
3 Name of the member(s):		E-mail id:	
Address		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty Third Annual General Meeting of the company, to be held on 30th day of September 2015 at 10.00 a.m. at G-22, Shahi Road, Bijwasan, New Delhi- 110061 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	Resolutions
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.
2	To appoint a Director in place of Mrs. Ruchika Bharadwaj who retires by rotation and being eligible offers himself for re-appointment.
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.
4	To appoint Mr. Shailesh Prasad (DIN: 07209972) as Independent Director
5.	To Re-designate Mr. Nivedan Bharadwaj (DIN : 00040191) as Managing Director of the company.

Signature of shareholder.....

Signature of Proxy holder(s).....

Signed this..... day of..... 20....

Affix  
Revenue  
Stamp

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**



**BALLOT PAPER**

S. No.	Particulars	Details
1	Name of the First Named Shareholder (In block letters)	
2	Postal Address	
3	Registered Folio No/ *DP ID-Client ID No. (* Applicable to investors holding shares in dematerialized form)	
4	Class of Share	

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S. No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
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.			
2	To appoint a Director in place of Mrs. Ruchika Bharadwaj who retires by rotation and being eligible offers himself for re-appointment.			
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.			
4	To appoint Mr. Shailesh Prasad (DIN: 07209972) as Independent Director			
5.	To Re-designate Mr. Nivedan Bharadwaj (DIN : 00040191) as Managing Director of the company			

Place :

Date :

(Signature of the shareholder)



**FORTUNE INTERNATIONAL LIMITED**

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Website: www.fortuneinternational.in

**ATTENDANCE SLIP**

33rd Annual General Meeting - 30th September, 2015

Name and Address of the Shareholder

Name of Proxy, If any

Registered Folio/ DP ID & Client ID

No. of Shares held

I/ We hereby record my presence at the 33rd Annual General Meeting of the Company being held on 30th September, 2015 at G-22, Shahi Road, Bijwasan, New Delhi- 110061

Signature of the Shareholder /Proxy Present .....

Note : Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.





If undelivered, please return to :

**FORTUNE INTERNATIONAL LTD.**

**REGISTERED OFFICE :**

G-4, C-Block, Community Centre, Naraina Vihar, New Delhi-110 028