



FORTUNE
INTERNATIONAL LTD.

GOLDEN TRADING HOUSE
RECOGNISED BY
GOVT. OF INDIA

REGD. & HEAD OFFICE
G-4 COMMUNITY CENTRE
NARAINA VIHAR,
NEW DELHI-110 028,
INDIA

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E-mail: filed@vsnl.com

CIN: L52324DL1981PLC012033

Website: www.fortuneinternational.in

30th September, 2016

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

Dear Sir/ Madam,

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

Ref.: Scrip Code – 530213

This is to inform that the Pursuant to Regulation 30 of the Listing Agreement, Please find enclosed herewith proceedings of the 34th Annual General Meeting of Fortune International Limited held on 30th September, 2016 at 10:00 a.m. at G-22, Shahi Road, Bijwasan, New Delhi- 110061.

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

Thanking you,

Yours faithfully,

For Fortune International Limited


Megha Chhabra
Compliance Officer



FORTUNE INTERNATIONAL LTD.



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PROCEEDINGS OF THE 34TH ANNUAL GENERAL MEETING OF FORTUNE INTERNATIONAL LIMITED HELD ON FRIDAY THE 30TH SEPTEMBER 2016 AT 10.00 AM AT G-22, SHAHI ROAD, BIJWASAN, NEW DELHI- 110061.

PRESENT:

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

There are 21 members present in person/proxy.

In attendance:

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

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

The Company Secretary announced that the Register of Directors' Shareholdings is open for inspection. He further announced that as per the provisions of the Companies Act, 2013 and Regulation 44 of the Listing Agreement, the Company provided the facility of e-voting to the Shareholders of the Company to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 34th Annual General Meeting (AGM). The e-voting was open from 26th September, 2016 at 9:00 A.M. to 29th September, 2016 up to 5:00 P.M. Mrs. Vishakha Harbola, Practicing Company Secretary was appointed as scrutinizer to scrutinize the e-voting process in a fair and transparent manner. In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by Show of Hands was not permitted at the general meeting where e-voting offered to the Shareholders.

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

FORTUNE INTERNATIONAL LTD.



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The Chairperson welcomed the members to the 34th Annual General Meeting of the Company. The Notice convening the 34th Annual General Meeting and the Directors' Report to the Members was, with the permission of the members, taken as read.

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

- 1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and the Profit and Loss Account for the year ended on that date, together with the Reports of the Directors and the Auditors thereon.**

Mode of voting: Ballot and E-voting

Resolved as an Ordinary Resolution that the audited balance sheet as at 31st March 2016, 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. Rekha Shrivastava who retires by rotation and being eligible offers herself for re-appointment.**

Mode of voting: Ballot and E-voting

Resolved as an Ordinary Resolution that Mrs. Rekha Shrivastava (DIN- 00051261), 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 authorize the Board to fix their remuneration.**

Mode of voting: Ballot and E-voting

Resolved as an Ordinary Resolution that pursuant to the provisions of 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 Fifth Annual General Meeting to be held in the year 2017, on a remuneration as may be decided by the Board of Directors of the Company."

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

Mode of voting: Ballot and E-voting

Resolved as Special Resolution that pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013, if any, and the rules framed thereunder, (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and other necessary approvals, if any, and to the extent required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any of its duly authorised committees or one or more Directors) to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of Company's paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, provided that the total loans or investments made, guarantees given, and securities provided shall not exceed an aggregate amount of Rs. 5 Crores.

Resolved further that the Board be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

5. To approve borrowing limits of the company

Mode of voting: Ballot and E-voting

Resolved as Special Resolution that pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any of the Companies Act, 2013 including any statutory modification or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 10 Crore (Rupees Fifty Crore Only) (including the money already borrowed by the Company) on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in

any respect of all, or any of the Company's assets and effects or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

Resolved further that for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

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


CS Megha Chhabra
Company Secretary &
Compliance Officer

