



CONSOLIDATED SCRUTINIZER'S REPORT

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

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

The 34th (Thirty-fourth) Annual General Meeting (AGM) of the Equity Shareholders of **M/s. Fortune International Limited** held on Friday, 30th September, 2016 at 10.00 A.M. at G-22, Shahi Road, Bijwasan, New Delhi- 110061.

Dear Sir,

I, Vishakha Harbola, Proprietor of M/s Vishakha Harbola & Associates, Company Secretaries, New Delhi at K- 40, IInd Floor, B. K. Dutt Colony, Near Jor Bagh, New Delhi - 110003, was appointed as Scrutinizer by the Board of Directors of **M/s Fortune International Limited** (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the AGM pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the below mentioned resolutions proposed at the 34th (Thirty Fourth) Annual General Meeting of the Equity Shareholders of the Company held on Friday, September 30th, 2016 at 10.00 A.M. at G- 22, Shahi Road, Bijwasan, New Delhi-110061, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by use of ballots by the shareholders on the resolutions proposed in notice of the 34th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the





meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and the report generated physically for voting by use of ballots at the meeting.

2. In accordance with the Notice of the 34th Annual General Meeting sent to the shareholders and the 'Advertisement' and 'corrigendum' published pursuant to Rule 20 (4) (v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on 12th August, 2016 respectively, the remote e-voting opened at 09:00 A.M. on September 26, 2016 and remained open till 5:00 P.M. on September 29, 2016.
3. The Equity Shareholders holding shares as on September 24, 2016, were entitled to vote on the resolutions stated in the Notice of the 34th Annual General Meeting of the Company.
4. After declaration of voting by use of ballot by the Chairman at the meeting, ballot boxes were locked and kept for voting duly marked by identification mark placed on them. The ballot boxes subsequently on close of voting hours, were opened in the presence of two witnesses who are not the employees of the company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialled by the scrutinizer. The ballots were reconciled with the records maintained by the Company/ Registrar and Transfer Agent (R&TA) of the Company and authorizations/ proxies lodged with the Company. The votes were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use of ballot.
5. The ballots, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of Ballots at the meeting were first counted physically.
6. The votes on remote e-voting were unblocked at around 11:15 A.M. on 03rd October, 2016, after conclusion of voting at the AGM in the presence of two witnesses who are not the employees of the Company and the e-voting results/ list of equity shareholders who have voted for and against were downloaded from the e- voting website of National Securities Depository Limited (NSDL) (www.evoting.nsdl.com) and the same will be handed over to the Chairman.





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

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

To consider and adopt the audited financial statements of the Company for the financial year ended March 31st, 2016 and the reports of the Board of Directors and Auditors thereon, and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT, the audited financial statements of the Company for the financial year ended March 31st, 2016 and the report of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

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

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	5	12	100
Voting by poll	20	46,70,198	100
Total	25	46,70,210	100

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

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

- (iii) **Invalid** votes:

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





b) Resolution-2: Ordinary Resolution

To appoint a director in place of Mrs. Rekha Shrivastava who retires by rotation and being eligible offers herself for re-appointment.

"RESOLVED 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."

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

Mode of Voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	12	100
Voting by poll	20	46,70,198	100
Total	25	46,70,210	100

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

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

(iii) **Invalid** votes:

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

c) Resolution-3: Ordinary Resolution

To re- appoint M/s. L. N. MALIK & Co, Chartered Accountants, as Statutory Auditors of the Company and authorise the Board to fix their remuneration, and in this regard, pass 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 re-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."

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	12	100
Voting by poll	20	46,70,198	100
Total	25	46,70,210	100

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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

d) **Resolution-4: Special Business-Special Resolution**

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

"RESOLVED 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."

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

Mode of voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	12	100
Voting by poll	20	46,70,198	100
Total	25	46,70,210	100

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

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

(iii) Invalid votes:

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

e) Resolution-4: Special Business-Special Resolution

To approve borrowing limits of the company.





"RESOLVED 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 immoveable, 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."

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

Mode of voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	12	100
Voting by poll	20	46,70,198	100
Total	25	46,70,210	100

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

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





(iii) Invalid votes:

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

Thanking You,

Yours Faithfully

For M/s. Vishakha Harbola & Associates


CS Vishakha Harbola
Proprietor


Practicing Company Secretary

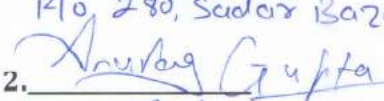
COP No: 14440

Mem. No.:38782

Date: October 3, 2016

Place: New Delhi


Witness 1. ANURAG KUMAR S/O ASHOK KUMAR
R/o 280, Sadar Bazar Basilly Cantt


Witness 2. Anurag Gupta S/o Nathu Ram Gupta
R/o WF-97, Mohan Garden, V-Ham Nagar
New Delhi - 110059.