



GOLDEN TRADING HOUSE  
RECOGNISED BY  
GOVT. OF INDIA

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

TEL : 011-6794211 To 4214  
5794561, 5790729  
FAX : 011-5794948, 5796722, 5791261  
E-mail : filnd@vsnl.com

CIN: L52324DL1981PLC012033

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

29<sup>th</sup> September, 2017

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

Dear Sir,

**Sub: Voting Results and Scrutinizer's Report of the AGM held on 29th September, 2017  
under regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements),  
2015**

**Ref.: Scrip Code – 530213**

Dear Sir/Madam,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), 2015, we hereby submit the voting results along with the scrutinizer's report of the Annual General Meeting held on Friday, 29<sup>th</sup> September, 2017 at 11:00 A.M.

We request you to take the same on record.

Thanking you,

Yours faithfully,

**For Fortune International Limited**

  
**Megha Badhwar**  
Compliance Officer



FORTUNE INTERNATIONAL LTD.



BRANCH OFFICES :

MUMBAI :  
604, SHAH NAHAR, E. MOSES ROAD,  
WORLI NAKA, WORLI, MUMBAI - 400 018.  
PHONE : 022-4911741, 4918136  
TELEFAX : 022-4918136 E-Mail : filbam@vsnl.com

CHENNAI :

606, 6<sup>th</sup> FLOOR, SPENGER PLAZA,  
769, ANNAI SALAI, CHENNAI - 600 002.  
PHONE : 044-8552274 • FAX : 044-8550629  
E-Mail : fil\_chennai@vsnl.com

BHOPAL :

PLOT 86-92, SECOND-  
INDUSTRIAL AREA, GOVIND PURA, BHOPAL - 462 023.  
PHONE : 0755-536315, 534501 • FAX : 0755-532735  
E-Mail : @bpl@vsnl.com



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 35<sup>th</sup> (Thirty- Fifth) Annual General Meeting (AGM) of the Equity Shareholders of **M/s. Fortune International Limited** held on Friday, 29<sup>th</sup> September, 2017 at 11:00 A.M. at Amarai Farms, Khasra No. 375, Village- Kapashera, near Police Chowki, Old Delhi-Gurgaon Road, Kapashera, New Delhi - 110037.

Dear Sir,

I, Vishakha Harbola, Proprietor of M/s Vishakha Harbola & Associates, Company Secretaries, New Delhi at K- 40, Second Floor, B.K. Dutt Colony, Near Jor Bagh, New Delhi - 110003, was appointed as Scrutinizer by the Board of Directors of **M/s. Fortune International Limited** (the Company) for the purpose of scrutinizing e- voting process (remote e-voting) and voting by use of ballot at the AGM pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the below mentioned resolutions proposed at the 35<sup>th</sup> (Thirty Fifth) Annual General Meeting of the Equity Shareholders of the Company held on Friday, September 29<sup>th</sup>, 2017 at 11.00 A.M. at Amarai Farms, Khasra No. 375, Village- Kapashera, near Police Chowki, Old Delhi-Gurgaon Road, Kapashera, New Delhi - 110037, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by use of ballots by the shareholders on the resolutions proposed in notice of the 35<sup>th</sup> Annual General Meeting of the Company is the responsibility of







the management. My responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the 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 35<sup>th</sup> Annual General Meeting sent to the shareholders and the 'Advertisement' and 'corrigendum' published pursuant to Rule 20 (4) (v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) respectively, the remote e-voting opened at 09:00 A.M. on September 23, 2017 and remained open till 5:00 P.M on September 28, 2017.
3. The Equity Shareholders holding shares as on September 22, 2017, were entitled to vote on the resolutions stated in the Notice of the 35<sup>th</sup> 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. None of the ballot papers were found incomplete and/or defective. The votes cast by use of Ballots at the meeting were first counted physically.
6. The votes on remote e-voting were unblocked at around 02:15 P.M. on 29<sup>th</sup> September, 2017, after conclusion of voting at the AGM in the presence of two witnesses who are not the employees of the Company and the e-voting results/ list of equity shareholders who have voted for and against were downloaded from the e- voting website of National Securities Depository Limited (NSDL) ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and the same will be handed over to the 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 receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and the Profit and Loss Account for the year ended on that date, together with the Reports of the Directors and the Auditors thereon.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT the audited balance sheet as at 31st March 2017, the statement of profit and loss along with notes to accounts and cash flow statement for the year ended on that date, together with the directors' report and the auditors' report thereon as presented to members, be and are hereby, approved and adopted".

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

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	1	1	100
Voting by poll	18	46,85,198	100
Total	19	46,85,199	100

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

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

(iii) **Invalid** votes:

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







b) Resolution-2: Ordinary Resolution

To appoint a Director in place of Mrs. Ruchika Bharadwaj who retires by rotation and being eligible offers herself for re-appointment.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT Mrs. Ruchika Bharadwaj (DIN- 00288459), who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as director of the Company."

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

Mode of Voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	8	100
Voting by poll	18	46,85,198	100
Total	21	46,85,206	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 appoint M/s. D. Kothary & Co, Chartered Accountants, as Statutory Auditors of the Company and authorise the Board to fix their remuneration To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:





**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), as may be applicable, M/s. D. Kothary & Co., Chartered Accountants (Firm Registration No. 105335W), be and are hereby appointed as the Statutory Auditors of the Company in place of retiring auditors M/s. L. N Malik & Co., Chartered Accountants (ICAI Firm Registration No. 015992N), to hold office for a term of five years i.e. from the conclusion of this AGM till the conclusion of 40th AGM of the Company to be held in the year 2022, (subject to ratification of their appointment at every AGM, if so required under the Act), at such remuneration and out of pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

(i) Voted in favour of the resolution:

Mode of voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	8	100
Voting by poll	18	46,85,198	100
Total	21	46,85,206	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







To consider and if thought fit, to pass with or without modifications, if any, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (the Act), read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions, if any, the approval of the members of the Company be and is hereby accorded to the Board to (a) give any loan to any body corporate(s) / person (s); (b) give any guarantee or provide security in connection with a loan to any body corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding INR 10,00,00,000 (Indian Rupees Ten Crore Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Act.

RESOLVED FURTHER THAT in case of divestment of the investment, the Directors of the Company be and are hereby authorized to sign the necessary applications, papers, forms, documents etc. for effective implementation of decision of divestment taken by the Company from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

(i) Voted in favour of the resolution:

Mode of voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	8	100
Voting by poll	18	46,85,198	100
Total	21	46,85,206	100





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

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

(iii) Invalid votes:

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

**e) Resolution-5: Special Business-Special Resolution**

**To approve borrowing limits of the company**

**To consider and, if though fit, to pass with or without modification, the following resolution as a special resolution:**

**“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 INR 50,00,00,000 (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.”

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

Mode of voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	8	100
Voting by poll	18	46,85,198	100
Total	21	46,85,206	100

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

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

(iii) **Invalid** votes:

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





Thanking You,

Yours Faithfully

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

*Sishakhar*



CS Vishakha Harbola  
Proprietor

Practicing Company Secretary

COP No: 14440

Mem. No.: A- 38782

Date: September 29<sup>th</sup>, 2017

Time: 6.30 P.M.

Place: New Delhi

Witness 1.

*Himanshu*  
HIMANSHU HARBOLA  
S/o. Ramesh Chander Harbola  
A/o. 12/212, Lodhi Colony,  
New Delhi - 110003

Witness 2.

*Lokesh Kumar*  
Lokesh Kumar  
S/o Sh. Balkrishan  
A/o. C-22, 2<sup>nd</sup> Floor,  
Garhi, East of Kailash,  
New Delhi - 110065