

NOTICE

Notice is hereby given that the Thirty Fourth Annual General Meeting of the members of Fortune International Limited will be held on Friday 30th September, 2016 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, 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.**

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

"RESOLVED 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.**

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

"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."

- 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 modification(s) 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."

SPECIAL BUSINESS:

- 4. 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 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

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 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.”

DATE: 12th August, 2016

PLACE: New Delhi

By order of the Board of Directors

Sd/-

Nivedan Bharadwaj

Managing Director

(DIN-00040191)

Registered Office:

G -4, C- Block Community Centre,

Naraina Vihar, New Delhi – 110028

NOTES:

1. **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.
2. The appointment of proxy shall be in the Form No. MGT.11 given at the end of Annual Report.
3. The Register of Members and Transfer Books of the Company will be closed from Monday, September 26, 2016 to Friday, September 30, 2016, both days inclusive.
4. 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.
5. 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.
6. 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.
7. 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.
8. The Notice of the AGM along with the Annual Report 2015-16 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.
9. 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.
10. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
11. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
12. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

13. The e-voting period commences on Monday, September 26, 2016 (9.00 a.m. IST) and ends on Thursday, September 29, 2016 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on cut off date of September 24, 2016, 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.
14. The process and manner for remote 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):
 - (i) Open email and open PDF file viz; "remote 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.
 - (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nSDL.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Fortune International Limited which is 105139.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cs.vishakhaharbola@outlook.com with a copy marked to evoting@nSDL.co.in
 - B. In case a Member receives physical copy of the Notice of AGM) [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
 - (i) Initial password is provided at the bottom of the Attendance Slip for the AGM:
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
15. 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 the downloads section of www.evoting.nSDL.com or call on toll free no.: 1800-222-990.
16. 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.
17. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
18. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 24, 2016.
19. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 24, 2016, may obtain the login ID and password by sending a request at evoting@nSDL.co.in or purvashr@gmail.com.

20. 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 or contact NSDL at the following toll free no.: 1800-222-990.
21. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
22. 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 as well as voting at the AGM through ballot paper.
23. Mrs. Vishkha Harbola, Practicing Company Secretary (Membership No. 38782), has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
24. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
25. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
26. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.fortuneinternational.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

DATE: 12nd August, 2016

PLACE: New Delhi

By order of the Board of Directors

Sd/-

Nivedan Bharadwaj

Managing Director

(DIN- 00040191)

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

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

Item No. 4:

It is proposed to authorise the Board of Directors of the Company to invest into securities of any body corporate and/or make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made up to Rs. 5 crore (Rupees Five Crore only). The investments of funds etc. may require restructuring/conversion with the changed business environment.

As per section 186 of the Companies Act, 2013, where a Company make investment in shares, debentures, securities of other body corporates and/or provide loan etc. and such investments etc. are in excess of 60% of the Paid up Share Capital , Fee Reserves and Securities premium Account of the Company whichever is more as prescribed under Section 186 of the Companies Act, 2013 and the rules made thereunder, from time to time in one or more tranches, approval by way of Special Resolution of the shareholders is required. It is proposed to authorise Company to give loan , guarantee and make investment up to a maximum amount of Rs. 5 crore (Rupees Five Crore only) notwithstanding that investments along with company's existing loans or guarantee(s)/ security(ies) or investments shall be in excess of the limits prescribed under Section 186 aforesaid.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in this resolution except to the extent of their shareholding in the Company, if any.

Item No. 5

The members may kindly be informed that pursuance to the provisions of Section 180 (1) (c) of the Companies Act, 2013, read with the relevant rules there under any borrowings by the Company in excess of the prescribed limits (i.e., in excess of its paid-up capital and free reserves) shall require approval of the Shareholders by way of a Special Resolution. Presently, The Board is in the process of its business expansion. However, for certain business exigencies and due to certain unavoidable circumstances the Company may be required to borrow money from Banks/ Financial Institutions or any other Bodies Corporate in the future. The Board considers that authority to borrow money up to Rs 10 Crores shall be sufficient to meet the requirements of the Company. Accordingly the Board recommends that the Resolution No. 5 of the Notice convening this Annual General Meeting be approved by the Members as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in this Resolution except to the extent of their shareholding in the Company, if any.

Registered Office:

G -4, C- Block Community Centre,

Naraina Vihar,

New Delhi – 110028