



GOLDEN TRADING HOUSE
RECOGNISED BY
GOVT. OF INDIA

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

TEL : 011-5794211 To 4214
5794561, 5790729
FAX : 011-5794948, 5796722, 5791261
E-mail : filnd@vsnl.com

CIN: L52324DL1981PLC012033

Website: www.fortuneinternational.in

07th September, 2019

To,
The Manager
Corporate Relations Department
Bombay Stock Exchange Limited
P.J. Towers, Dalal Street Fort, Mumbai-400001

Scrip Code : 530213

Subject : Intimation of 37th Annual General Meeting, Book Closure and E-Voting dates

Dear Sir/Madam,

This is to inform you that the:

- Annual General Meeting of the Members for the year 2018-19 will be convened on **Monday, 30th September, 2019 at 10:00 a.m. at Amarai Farms, Khasra No. 375, Village Kapashera, near Police Chowki, Old Delhi-Gurgaon Road, Kapashera, New Delhi-110037** to transact the businesses as mentioned in the Notice convening the AGM.
- Registers of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 24th, 2019 to Monday, September 30th, 2019 (both days inclusive).
- Facility of "remote e-voting" is provided to the members of the Company i.e facility to cast votes from the place other than the venue of AGM by using an electronic voting system on all the resolutions proposed to be considered at the AGM. All the members are further informed that, the remote e-voting shall commence on Friday, September 27, 2019 (09:00 a.m. IST) and ends on Sunday, September 29, 2019 (05:00 p.m. IST).

This is for your information and records.

Thanking You,

For Fortune International Limited

Megha C. Badhwar
Company Secretary &
Compliance Officer

BRANCH OFFICES:
MUMBAI:

CHENNAI:
BHOJAL:

CHENNAI:

BHOJAL:

BHOJAL:

BHOJAL:



FORTUNE
INTERNATIONAL LTD.

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Website: www.fortuneinternational.in

NOTICE

Notice is hereby given that the **Thirty Seventh Annual General Meeting** of the members of Fortune International Limited will be held on Monday, 30th September, 2019 at 10:00 a.m at Amarai Farms, Khasra No. 375, Village Kapashera, near Police Chowki, Old Delhi-Gurgaon road, Kapashera, New delhi-110037 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements including Balance Sheet as at 31st March, 2019 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 Standalone and consolidated Financial Statements including balance sheet as at 31st March 2019, 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 (DIN: 00288459), 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."

3. To ratify the appointment of 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-

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 : flibom@vsnl.com

CHENNAI:

606, 6th FLOOR, SPENCER PLAZA,
769, ANNAI SALAI, CHENNAI - 600 002.
PHONE : 044-8552274 • FAX : 044-8550507
E-Mail : fl_chennai@yahoo.com

BHOPAL:

606, 6th FLOOR, SPENCER PLAZA,
769, ANNAI SALAI, CHENNAI - 600 002.
PHONE : 0755-563935 • FAX : 0755-563935
E-Mail : eelbpl@sancharnet.in

enactment thereof, for the time being in force), as may be applicable, the appointment of M/s. D. Kothary & Co., Chartered Accountants (Firm Registration No. 105335W) as the Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of 38th AGM of the Company to be held in the year 2020, be and is hereby ratified, 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."

SPECIAL BUSINESS:

4. To regularise the appointment of Mr. Sanjay Seth (DIN-00316091) as an Independent Director of the Company.

To consider and if thought fit to pass with or without modification(s) 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 modifications or re-enactment thereof), Mr. Sanjay Seth, who was appointed as an Additional Director (in Independent Capacity) on 20th December, 2018, and who holds office upto the date of this Annual General Meeting, pursuant to section 149,150,152,161(1) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, to hold office for five consecutive years and he shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to sign and submit necessary e-form along with 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-appoint Mr. Nivedan Bharadwaj as a Managing Director of the Company

To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ("Act") and Companies (Amendment) Act, 2017 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Act (including any statutory modification or re-enactment thereof for the time being enforce) and regulations of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and on the recommendation of the Board, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Nivedan Bharadwaj as Managing Director of the Company for a period of 5 Years i.e. from 01st October, 2019 to 30th September, 2024 upon the earlier terms and conditions including remuneration of Rs. 1,20,000 p.a.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to sign and submit necessary e-form with the Ministry of Corporate Affairs as required in accordance with the Statutory laws for regularization of Directors and to



do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

DATE: 14th August, 2019
PLACE: New Delhi

By order of the Board of Directors


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 Tuesday, September 24th, 2019 to Monday, September 30th, 2019, 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 a prior intimation to the Company (atleast before 24 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 2018-19 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 Friday, September 27, 2019 (09:00 a.m. IST) and ends on Sunday, September 29, 2019 (05:00 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 23, 2019, 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 procedure to login to e-Voting website consists of two steps as detailed hereunder:



- Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**
Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 111988 then user ID is 111988001***.

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing



password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.



Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
EVEN of FORTUNE INTERNATIONAL LIMITED is "111988"
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to _____ **<Please mention the e-mail ID of Scrutinizer>** with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in



Please note the following:

1. 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.
2. 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.
3. 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 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.
4. 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

Other information:

- o Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

DATE: 14th August, 2019
PLACE: New Delhi

By order of the Board of Directors


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 Act), the following explanatory statements set out all material facts relating to the business mentioned under Item No. 4 & 5 of the accompanying Notice:

Item No. 4

As per section 149(8) read with Schedule IV of the Companies Act, 2013, and Clause 25(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any vacancy created has to be filled within prescribed time limit. The Company expresses deep condolence at the sad demise of Mr. Madan Lal Jain, Independent Director of the Company on June 22, 2018 and may his soul rest in peace.

Consequent to the death of Mr. Madan Lal Jain, it was required to fill the vacancy within requisite time as mentioned. Thereafter, Mr. Sanjay Seth (DIN: 00316091) was appointed as an Additional Director (in Independent Capacity) of the Company by the Board on the recommendation of Nomination & Remuneration Committee in their meeting held on 20th December, 2018, with immediate effect, to hold office upto the date of the Annual General Meeting of the Company in accordance with provisions of section 161(1) of the Companies Act, 2013, and pursuant to sections 149, 150, 152, and any other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to hold office for five consecutive years from 20.12.2018 to 19.12.2023.

The Company has also received a declaration from Mr. Sanjay Seth declaring that he meets the criteria of independence as provided under the provisions of Section 149(6) of the Companies Act, 2013.

A brief profile of Mr. Sanjay Seth is given herin for the information of the shareholders:

Mr. Sanjay Seth has a degree of Bachelor of Arts from Delhi University.

Further, Mr. Sanjay Seth is the Managing Director of Laffans (India) Private Limited and has an experience of more than 2 decades.

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.

The Board recommends resolution under item no. 4 to be passed by the Members as Ordinary Resolution.

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 and further re-designated as Managing Director of the Company with effect from 02nd September, 2015 under the provisions of the Companies Act, 2013 for the remaining period of his tenure upto 30th September, 2019.

Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Nomination and Remuneration Committee and the Board of Directors confirmed the re-appointment of Mr. Nivedan Bharadwaj in the respective NRC and Board Meeting held on 14.08.2019 for smooth and efficient running of the business.



Mr. Nivedan Bharadwaj was appointed for a period of 5 (Five) years i.e from 01.10.2019 to 30.09.2024.

The terms and conditions of his re-appointment including remuneration as approved by the members at the 32nd and 33rd Annual General Meeting remains the same.

The following additional detailed information as per Section – II of Schedule V is as follows:

(a) Nature of Industry	Commercial & Industry
(b) Date or expected date of Commencement of commercial production	25/11/1988
(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
(d) Financial performance based on given indicators.	Financial Year 2018-19 Gross Revenue : Rs. 230.57 Lacs Profit after Tax : Rs. 157.29 Lacs Rate of Dividend : NA Earnings per Share: 2.23
(e) Foreign investments or collaborators, if any	The Company has not made any foreign investments and neither entered into any foreign collaborations.
II. Information about the appointee:	
(a) Background details	Nivedan Bharadwaj
	Mr. Nivedan Bharadwaj, age 49 years, has done his M.B.A. from the Simon School of Business, University of Rochester in 1993. He has vast experience in the mining industry.
(b) Past remuneration	The remuneration drawn by Mr. Nivedan Bharadwaj during the F.Y 2018-19 was Rs. 1.20 Lakhs annually.
(c) Recognition or awards	-
(d) Job profile and his/her suitability	Mr. Nivedan Bharadwaj is working as Managing Director of the Company since 2015. He has a good experience in business administrative and finance management. He also has experience in local & international marketing in the export industry. He is also holding directorship in other group Companies.
(e) Remuneration proposed	Rs. 1,20,000 p.a (as earlier)
(f) Comparative remuneration Profile with respect to industry, size of the Company, profile of the position and person	Since the Company has accumulated losses. Therefore, it continues to pay the same remuneration since his last reappointment.



(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Does not have any pecuniary relationship with the Company except remuneration drawn as Managing Director.
III. Other information:	
(a) Reasons of loss or inadequate profits	Not Applicable
(b) Steps taken or proposed to be taken for improvement	Not Applicable
(c) Expected increase in productivity and profits in measurable terms	Not Applicable

Disclosure pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) :

	MR. NIVEDAN BHARADWAJ
Age	49 Years
Qualification	M.B.A. from the Simon School of Business, University of Rochester
Experience	He has a total experience of 26 years.
Terms and conditions of appointment or reappointment	<p>(i) Tenure of this appointment shall be five years with effect from 01.10.2019.</p> <p>(ii) The Managing Director of the Company shall not be liable to retire by rotation. The Managing Director would be employed on a whole-time basis.</p> <p>(iii) The Managing Director shall be entitled to such other privileges, allowance, facilities and amenities in accordance with rules and regulations as may be applicable to other employees of the Company and as may be decided by the Board, within the overall limits prescribed under the Act.</p> <p>(iv) Managing Director will cease to be Director on cessation of his employment with the Company.</p> <p>(v) The appointment shall be governed by Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and rules made thereunder and regulations of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.</p>
Last drawn remuneration	Rs. 1.20 Lacs p.a.
Date of first appointment on the Board	16/12/2010
No. of shares held	-
Relationship with Directors, Managers & KMP	Mrs. Ruchika Bharadwaj- Wife
Number of Board Meeting attended during FY 2018-19	5
Other Directorship	<p>1. Fortune Stones Limited</p> <p>2. Double Fortune Private Limited</p> <p>3. Naomi Constructions Private Limited</p> <p>4. ISS International Limited</p>



	5. Highland Estates Private Limited
Chairman/ Member of the Committees of Boards of other companies	-

Except Mr. Nivedan Bharadwaj and his relatives, none of the other Directors/Key Managerial Personnel of the Company/their relatives are in anyway concerned or interested, financially or otherwise, in the resolution set out as Item no. 5 of the Notice.

The Board recommends resolution under item no. 5 to be passed by the Members as Special Resolution.


