



GOLDEN TRADING HOUSE  
RECOGNISED BY  
GOVT. OF INDIA

REGD. & HEAD OFFICE  
G-4, COMMUNITY CENTRE  
NARAINA VIHAR,  
NEW DELHI-110028  
INDIA

TEL : 011-6794211 to 4214  
5794561, 5790729  
FAX : 011-5794948, 5796722, 5791261  
E-mail : [find@vsnl.com](mailto:find@vsnl.com)

CIN: L52324DL1981PLC012033

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

## NOTICE

Notice is hereby given that the **Extra-Ordinary General Meeting** of the members of Fortune International Limited will be held on Thursday, 21<sup>st</sup> December, 2023 at 11:00 a.m. at the Registered Office of the Company i.e. G-4, Community Centre, Naraina Vihar, New Delhi-110028 to transact the following business:

### SPECIAL BUSINESS:

**1. Adoption of new set of Memorandum of Association of the Company as per the Companies Act, 2013.**

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 sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with applicable rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded to adopt new set of Memorandum of Association (“MOA”) in accordance with the provisions of Companies Act, 2013 in place of existing MOA of the Company i.e. Clause III(B) with the title **“Objects that are incidental or ancillary to the attainment of the main objects”** of the MOA be and are hereby replaced with the title **“Matters which are necessary for furtherance of the main objects”**. Also, Clause III(C) i.e. **“Other objects”** of the MOA be and are hereby removed completely.

**2. Alteration of the Object Clause of the Memorandum of Association 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 sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with applicable rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other requisite approvals, if any, required from appropriate authorities, consent of the members of the Company be and is hereby accorded to amend Clause 3 of III(A) Main Object of the MOA of the Company which shall be substituted by the following clause:

- 3. To carry on the business as traders, importers and exporters of and dealers in all kinds of goods including but not limited to those made of leather, leatherette, Leatheroid, rubber, plastic, canvas, foam and rexin, readymade garments and other kinds of textile goods of all varieties and distinctions and hosiery goods, utensils cutlery, art wares and other goods made of brass, silver, electroplated nickel, silver, aluminium and alloy metals, chemicals, traditional and non-traditional goods and antiques, brass-wares, industrial, minerals brass wares and agricultural commodities, handicrafts, household goods etc.*

FORTUNE INTERNATIONAL LTD

**BRANCH OFFICES:**

**MUMBAI :**

604, SHAH NAHAR, E. MOSES ROAD,  
WORLI/NAKA, WORLI, MUMBAI - 400 017  
PHONE : 022-411741, 4918 136  
TELEFAX : 022-4218136 E-Mail: [find@vsnl.com](mailto:find@vsnl.com)

**CHENNAI :**

605, CH. RAJ. CR. CENTER PLAZA,  
76/1 ANNA SALAI, CHENNAI - 600 002  
PHONE : 044-6622711 • FAX : 044-855 119  
E-Mail: [find@vsnl.com](mailto:find@vsnl.com)

**BHOPAL :**

PLOTE-92 SECT-1  
INDUSTRIAL AREA, COMPOD PURA, BHOPAL - 462 023  
PHONES : 0755-581313, 581401 • FAX : 0755-583925  
E-Mail: [find@vsnl.com](mailto:find@vsnl.com)



**RESOLVED FURTHER THAT** pursuant to the above-mentioned provisions and rules of the Act and subject to such other requisite approvals, if any, required from appropriate authorities, consent of the members of the Company be and is hereby accorded to add following clauses in existing clause III(A) of the MOA:

*7. To buy, sell, quarry, manufacture, process and deal in Granite, Marble and other stones, tiles, minerals and to mine, crush, win, get, quarry, smelt, calcine, refine, dress, amalgamate, process and prepare for market, Granite, Marble and stones, tiles and other mineral substance of all kinds.*

*8. To carry on the business of manufacturers, exporters, traders, cutting, processing and otherwise dealing in all kinds of granite stones, rough and polished granite slabs and tiles, rough and polished stones, bricks, slabs, marbles, floorings, tiles and their like such as ceramic tiles, mosaic, terrazzo, marble tiles, limestone, asbestos products refractories, hospital ware, terracotta and ceramic-ware of all kinds for any possible use and for that purpose to purchase, take on lease or otherwise acquire, exploit, develop and explore mines, quarries and stockyards.*

*9. To act as representatives of overseas buyers for sourcing and inspecting stone and allied products, to act as commission agents for Indian manufacturers/traders for marketing, selling and procurement of their products.*

*10. To carry on the business of manufacturing, processing, trading, warehousing, distributing, importing, exporting, buying, selling, and dealing in all kinds of building and construction materials, including but not limited to stone aggregates, M-Sand, ready-mix concrete, pavers, blocks, ceramic material, gravel, crushed stone, cement, bricks, steel, glass, tiles, timber, and any other materials used in construction of buildings, roads, infrastructure projects, highways, rail tracks etc.*

*11. To carry on the Business of generating, accumulating, distributing, and supplying solar Energy and other renewable energy for its own use or for sale to Government, State Electricity Boards, Intermediaries in Power Transmission/ Distribution, Companies, Industrial Units, or to other types of users/ consumers of energy.*

*12. To work as contractor for carrying on mining support activities including but not limited to removal of the waste, drilling, cutting, excavation, or to enter into any other arrangements with persons or Companies or other in such manner as may be lawful and for such period as may be expedient to further the interest of the Company.*

*13. To carry on the business of manufacturing, processing, trading, warehousing, distributing and dealing all type of a) food and agricultural products including but not limited to grains, pulses, spices, and other agricultural commodities b) food ingredients, additives, and flavors for use in the food and beverage industry c) oils including edible oils, cooking oils, and specialty oils d) beverages including non-alcoholic drinks, fruit juices, soft drinks, and other refreshments e) nutraceutical products, dietary supplements, and health foods for promoting wellness and nutrition f) dairy products, including milk, cheese, butter, yogurt, and other related items.*

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** any of the Directors of the Company or Company Secretary be and is hereby authorised to certify the true copy of this resolution and forward the same to any person or authority for their record and necessary action.”

**DATE:** 28<sup>th</sup> November, 2023

**By order of the Board of Directors**

**PLACE:** New Delhi

**Sd/-  
Nivedan Bharadwaj  
Managing Director  
(DIN-00040191)**

Registered Office:

G - 4, C- Block Community Centre,  
Naraina Vihar, New Delhi – 110028

1. **A Member entitled to attend and vote at the EGM 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 sent at [fil12033@gmail.com](mailto:fil12033@gmail.com)/[rekha.srivastava2016@gmail.com](mailto:rekha.srivastava2016@gmail.com), 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 Notice.
3. The Register of Members and Transfer Books of the Company will be closed from Friday, December 15<sup>th</sup>, 2023 to Thursday, December 21<sup>st</sup>, 2023, 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 Extra-Ordinary 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 to the Meeting.

6. Members seeking any information or for any queries to write at [fil12033@gmail.com](mailto:fil12033@gmail.com)/[rekha.srivastava2016@gmail.com](mailto:rekha.srivastava2016@gmail.com) at least a week in advance so as to enable to keep the information ready at the meeting.
7. As per MCA Circular No. 10/2022 dated December 28, 2022 and SEBI Notification No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05<sup>th</sup> January, 2023 read with General Circular No. 20/2020 dated 05.05.2020, all the listed Companies conducting General Meetings during the calendar year 2023 are no more required to send the hard copies of notice to those shareholders who have not registered their e-mail addresses. Therefore, in order to receive notices and 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 EGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Further, shareholders whose e-mail ids are not registered with the Company, may get the copy of EGM Notice either on Company's website (<http://fortuneinternational.in>) or on BSE's website (<https://www.bseindia.com>).
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 EGM 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 EGM ("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 EGM 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 EGM may also attend the EGM but shall not be entitled to cast their vote again.
13. The e-voting period commences on Monday, December 18<sup>th</sup>, 2023 (09:00 a.m. IST) and ends on Wednesday, December 20<sup>th</sup>, 2023 (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 December 14<sup>th</sup>, 2023, 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: Access to NSDL e-Voting system**

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="624 936 1437 1608">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="624 1619 1437 1973">2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you</li> </ol>

	<p>will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-</li> </ol>

	Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**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 ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.nsd.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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 127199 then user ID is 127199001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - 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.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 [cs.vishakhaharbola@outlook.com](mailto:cs.vishakhaharbola@outlook.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Aman Goyal at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [fil12033@gmail.com](mailto:fil12033@gmail.com)/[rekha.srivastava2016@gmail.com](mailto:rekha.srivastava2016@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [fil12033@gmail.com](mailto:fil12033@gmail.com)/[rekha.srivastava2016@gmail.com](mailto:rekha.srivastava2016@gmail.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
5. Please note the following:

A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.

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 EGM through ballot paper.

The Chairperson shall, at the EGM, 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 EGM but have not cast their votes by availing the remote e-voting facility.

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 EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

- 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.
- 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:** 28<sup>th</sup> November, 2023  
**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 Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 1 and 2 of the accompanying Notice:

**Item No. 1:**

The Memorandum of Association (“MOA”) of the Company is based on the Companies Act, 1956 and objects are accordingly categorised in the existing MOA. The MOA will be amended to bring the existing MOA in line with the Companies Act, 2013.

Therefore, it is proposed to amend the exiting MOA of the Company in conformity with the provisions of Companies Act, 2013. Subsequently, the title of Clause III(B) of existing MOA i.e. **“Objects that are incidental or ancillary to the attainment of the main objects”** shall be replaced by **“Matters which are necessary for furtherance of the main objects”** and Clause III(C) i.e. **“other objects”** shall be removed completely.

The above adoption would be subject to the approval of the Registrar of Companies, Delhi and any other Statutory or Regulatory Authority, as may be necessary.

The Board of Directors approved the said matter in their Board Meeting held on 23<sup>rd</sup> November, 2023 and recommended the passing of the Resolution under Item No. 1 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors of the Company or the Key Managerial Persons of the Company or their respective relatives are concerned or interested in the passing of the above Resolution.

**Item No. 2:**

Our Company intends to expand and diversify its present scope of operations and it is proposed to enter into new endeavour (as mentioned in resolution stated at Item No. 2 of the Notice) to widen up the scope/potential of the Company. Therefore, the Company has decided to carry on all the following businesses:

7. To buy, sell, quarry, manufacture, process and deal in Granite, Marble and other stones, tiles, minerals and to mine, crush, win, get, quarry, smelt, calcine, refine, dress, amalgamate, process and prepare for market, Granite, Marble and stones, tiles and other mineral substance of all kinds.
8. To carry on the business of manufacturers, exporters, traders, cutting, processing and otherwise dealing in all kinds of granite stones, rough and polished granite slabs and tiles, rough and polished stones, bricks, slabs, marbles, floorings, tiles and their like such as ceramic tiles, mosaic, terrazzo, marble tiles, limestone, asbestos products refractories, hospital ware, terracotta and ceramic-ware of all kinds for any possible use and for that purpose to purchase, take on lease or otherwise acquire, exploit, develop and explore mines, quarries and stockyards.
9. To act as representatives of overseas buyers for sourcing and inspecting stone and allied products, to act as commission agents for Indian manufacturers/traders for marketing, selling and procurement of their products.

10. To carry on the business of manufacturing, processing, trading, warehousing, distributing, importing, exporting, buying, selling, and dealing in all kinds of building and construction materials, including but not limited to stone aggregates, M-Sand, ready-mix concrete, pavers, blocks, ceramic material, gravel, crushed stone, cement, bricks, steel, glass, tiles, timber, and any other materials used in construction of buildings, roads, infrastructure projects, highways, rail tracks etc.
11. To carry on the Business of generating, accumulating, distributing and supplying solar Energy and other renewable energy for its own use or for sale to Government, State Electricity Boards, Intermediaries in Power Transmission/ Distribution, Companies, Industrial Units, or to other types of users/ consumers of energy.
12. To work as contractor for carrying on mining support activities including but not limited to removal of the waste, drilling, cutting, excavation, or to enter into any other arrangements with persons or Companies or other in such manner as may be lawful and for such period as may be expedient to further the interest of the Company.
13. To carry on the business of manufacturing, processing, trading, warehousing, distributing and dealing all type of a) food and agricultural products including but not limited to grains, pulses, spices, and other agricultural commodities b) food ingredients, additives, and flavors for use in the food and beverage industry c) oils including edible oils, cooking oils, and specialty oils d) beverages including non-alcoholic drinks, fruit juices, soft drinks, and other refreshments e) nutraceutical products, dietary supplements, and health foods for promoting wellness and nutrition f) dairy products, including milk, cheese, butter, yogurt, and other related items.

Therefore, to enable the Company to commence the aforesaid business, it is proposed to amend the Clause III(A) of MOA of the Company, by inserting sub-clauses 7 to 13 after the existing sub-clause 6 as stated in the Resolution in the annexed notice.

The Board has approved the same in its board meeting held on 23<sup>rd</sup> November, 2023 and further recommended the said matter for shareholders' approval by means of Special Resolution set out at Item No. 2 of the Notice, in accordance with the sections 13 and 4 and other applicable provisions of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No. 2 of the Notice.

Copy of the MOA of the Company together with the proposed alteration is available to the Members for inspection without any fee from the date of circulation of this Notice up to the date of Extraordinary General Meeting. Members seeking to inspect such documents can send an email at [rekha.srivastava2016@gmail.com](mailto:rekha.srivastava2016@gmail.com).



**FORTUNE INTERNATIONAL LIMITED**

CIN: L52324DL1981PLC012033

Regd: G-4 Community Centre, Naraina Vihar, New Delhi- 110028

Tel: 011-25774212-214, 25771629 Email: fil12033@gmail.com

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

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**ATTENDANCE SLIP**

Extra-Ordinary General Meeting –21<sup>st</sup> December, 2023

Name and Address of the Shareholder -

Name of Proxy, If any -

Registered Folio/ DP ID & Client ID -

No. of Shares held -

I/ We hereby record my presence at the Extra-Ordinary General Meeting of the Company being held on 21<sup>st</sup> December, 2023 at G-4, Community Centre, Naraina Vihar, New Delhi-110028

Signature of the Shareholder /Proxy Present .....

Note : Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.

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<b>Form No. MGT-11</b>			
<b>Proxy form</b>			
<i>[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]</i>			
Name of the member(s):		E-mail id:	
Registered address:		Folio No./ *DP id and Client id:	
<i>*Applicable for investors holding shares in electronic form</i>			
I/We, being the member (s) of ..... shares of the above-named company hereby appoint			
1	Name of the member(s):	E-mail id:	
	Address	Signature	
or failing him			
2	Name of the member(s):	E-mail id:	
	Address	Signature	
or failing him			
3	Name of the member(s):	E-mail id:	
	Address	Signature	
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the company, to be held on 21 <sup>st</sup> day of December, 2023 at 11:00 a.m. at G-4, Community Centre, Naraina Vihar, New Delhi-110028 and at any adjournment thereof in respect of such resolution as indicated below:			

Sr. No	Resolution
1.	Adoption of new set of Memorandum of Association of the Company as per the Companies Act, 2013.
2.	Alteration of the Object Clause of the Memorandum of Association of the Company.

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Signed this..... day of..... 20....

<p style="text-align: center;">Affix Revenue Stamp</p>
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**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

## **BALLOT PAPER**

<b>S. No.</b>	<b>Particulars</b>	<b>Details</b>
1	Name of the First Named Shareholder (In block letters)	
2	Postal Address	
3	Registered Folio No/ *DP ID-Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

<b>S. No.</b>	<b>Item No.</b>	<b>No. of Shares held by me</b>	<b>I assent to the resolution</b>	<b>I dissent from the resolution</b>
1	Adoption of new set of Memorandum of Association of the Company as per the Companies Act, 2013.			
2	Alteration of the Object Clause of the Memorandum of Association of the Company.			

**Place:**

**Date :**

**(Signature of the shareholder)**