

FORTUNE INDUSTRIAL RESOURCES LIMITED

Regd. Office:- 25, Bazar Lane, Bengali Market, New Delhi-110001
Tel. No.: 011-43585000, Fax: 011-43585015, E-mail: firl.nbfc@gmail.com, Website: www.firl.co.in
CIN: L51503DL1986PLC024329

Date: 29th May, 2025

To,

Metropolitan Stock Exchange of India Limited

Listing Department

4th Floor, Vibgyor Toweres, Plot No. C-62

Opp Trident Hotel, Bandra Kurla Complex

Mumbai- 400 098 MH

Scrip Code-FIRL

Sub: - Submission of Annual Secretarial Compliance Report for the year ended 31.03.2025

Dear Sir/ Madam,

Pursuant to the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08th February 2019, we are attaching herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2025 issued by M/s. Vimal Chadha & Associates, Practicing Company Secretary and Secretarial Auditor of the Company.

Please take the same on record.

Thanking You,

Yours faithfully,

For Fortune Industrial Resources Limited

Nishant Goyal

Whole Time Director

DIN: 08153024



VIMAL CHADHA & ASSOCIATES

Company Secretaries

Email : cs.vimalchadha@outlook.com, M – 9971103053

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members
FORTUNE INDUSTRIAL RESOURCES LIMITED
25, Bazar Lane, Bengali Market, Central Delhi,
Delhi – 110001.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Fortune Industrial Resources Limited (CIN: L51503DL1986PLC024329) (hereinafter called “the Company”). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025 (“Audit Period”) complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025 according to the provisions of (including any amendment thereof):

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Office : House No. 1362, Dr. Mukherjee Nagar, Delhi – 110 009



VIMAL CHADHA & ASSOCIATES

Company Secretaries

Email : cs.vimalchadha@outlook.com, M – 9971103053

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- i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- iii) *The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) *The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, where applicable; and
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and amendments thereof:
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) *The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d) *The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - e) *The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

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VIMAL CHADHA & ASSOCIATES

Company Secretaries

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- g) *The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- h) *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- i) The Securities & Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

(*Not applicable, as no event took place under these Regulations during the Audit Period.)

We have also examined compliance with the applicable clauses of the following:

- i) Applicable Secretarial Standards issued by the Institute of Company Secretaries of India; and
- ii) The Listing agreement entered into by the Company with Metropolitan Stock Exchange of India.

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated laws.

Based on information received and records maintained, we further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes took place in the composition of the Board of Directors during the year under review.

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VIMAL CHADHA & ASSOCIATES

Company Secretaries

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Adequate notice was given to all Directors regarding the schedule of the Board Meetings. The agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions at Board and Committee Meetings were carried out through unanimous consent as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

for **Vimal Chadha & Associates**
Company Secretaries
(Firm No. S2017DE508700)

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Vimal Chadha
Proprietor

Place : New Delhi
Date : 29th May, 2025

Practicing Company Secretary
Peer Review : 1889/2022
FCS No. 5758, CP No.18669
UDIN: F005758G000488121

Note : This report is to be read with our letter of even date which is annexed as Annexure – A and forms an integral part of this report.

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VIMAL CHADHA & ASSOCIATES

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'Annexure – A'

To,

The Members,
FORTUNE INDUSTRIAL RESOURCES LIMITED
25, Bazar Lane, Bengali Market, Central Delhi,
Delhi – 110001.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on random test basis.

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6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

for **Vimal Chadha & Associates**
Company Secretaries
(Firm No. S2017DE508700)

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VIMAL CHADHA
Date: 2025.05.29
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Place : New Delhi
Date : 29th May, 2025

Vimal Chadha
Proprietor
Practicing Company Secretary
Peer Review : 1889/2022
FCS No. 5758, CP No.18669
UDIN : F005758G000488121