

# 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](mailto:firl.nbfc@gmail.com), Website: [www.firl.co.in](http://www.firl.co.in)  
CIN: L51503DL1986PLC024329

---

## **NOTICE OF 34<sup>th</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that 34<sup>th</sup> Annual General Meeting (AGM) of Fortune Industrial Resources Limited will be held on Tuesday, 29<sup>th</sup> September, 2020 at 04:00 PM at 25, Bazaar Lane, Bengali Market, New Delhi-110001 through video conferencing ("VC") / Other Audio Visual Means to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Results for the financial year ended on 31st March, 2020 and Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sanjeev Agrawal (DIN: 00282059) who retires by rotation and is eligible for re-appointment.

**For and on behalf of Board of Directors**

**SD/-**

Date: 03-09-2020  
Place: New Delhi

**Bharti**  
**Company Secretary**

## **IMPORTANT INFORMATION ABOUT THE AGM (NOTES)**

1. In view of the continuing present Covid-19 pandemic situation, the Ministry of Corporate Affairs ("MCA") has vide its Circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the aforementioned MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 34th AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A Member entitled to attend and vote at the Annual General Meeting ("the meeting") is also entitled to appoint a proxy to attend and vote on a poll instead of himself and a proxy need not be a member of the Company. **Since, this AGM is being held pursuant to the MCA Circulars through VC/OAVM, Physical attendance of Members have been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.** Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Companies Act, 2013, at [firl.nbfc@gmail.com](mailto:firl.nbfc@gmail.com),
3. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice along with Annual Report 2019-20 has been uploaded on the website of the Company at [www.firl.co.in](http://www.firl.co.in) and on the websites of the Stock Exchanges at [www.msei.in](http://www.msei.in) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
4. Members attending AGM through VC/OAVM shall be counted for the purpose of reckoning quorum under Section 103 of the Act.
5. Since, the AGM will be held through VC/OAVM, the route map of the venue of the meeting is not annexed hereto.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, the 23<sup>rd</sup> September, 2020 to Tuesday, the 29<sup>th</sup> September, 2020 (both days inclusive).
7. Members are requested to send their queries to the Company, if any, on accounts and operations of the Company at least ten days before the meeting so that the same could be suitably answered at the meeting.
8. Members whose shareholding(s) are in electronic mode are requested to inform any changes relating to address, bank mandate and Electronic Clearing Services (ECS) details to their respective Depository Participants and in case of physical shares, to the Company's Registrar & Share Transfer Agent M/s. Mas Services Limited by mail at [info@masserv.com](mailto:info@masserv.com) together with a valid proof of address.
9. In line with measures of Green Initiative taken by the Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively) and Companies Act, 2013 also provides for sending notice of the meeting and other shareholder correspondences through electronic mode. Members holding shares in physical mode are requested to register their e-mail ID's with M/s. Mas Services Limited by mail at [info@masserv.com](mailto:info@masserv.com) and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs).
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
11. The information or details required as per Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Director seeking re-appointment at the ensuing Annual General Meeting is as under:

Name of Director	Sanjeev Agrawal
DIN	00282059
Date of Appointment	15.02.2010
Qualification	MBA from Coca Cola University, Atlanta, USA M.com from Kanpur University
Expertise in Specific Functional Area and Experience	He was instrumental in establishing the state-of-the-art plant of carbonated soft drink under franchisee agreements with M/s Coca-cola Inc, USA at Sahibabad, Greater Noida, Kanpur, Rurkela. He has been the brain behind establishing the group diversification and growth over the year. He has been instrumental in the group diversification by creating business interest for the business interest for the group in area like, Hospitality, Education, Oil & Gas (Service provider to ONGC), Food and Beverages.  He has taken active part in various political, social & cultural activities in the country and in Delhi local area.
Terms and Conditions of re-appointment along with details of remuneration sought to be paid	The Terms-Conditions for Appointment will remain the same. (No Remuneration)
Remuneration last drawn (including sitting fees, if any)	No Salary or Sitting fees to be paid to Mr. Sanjeev Agrawal.
Directorship in other Companies (excluding Foreign, private and Section 8 companies)	1. Seamec Limited
Membership of Committees in other Public Limited Companies	Mr. Sanjeev Agrawal were the Member of following Committees of M/s Seamec Limited 1. Nomination and remuneration Committee 2. Corporate Social Responsibility Committee 3. Risk Management Committee 4. Stakeholder Relationship Committee
No. of Shares held in the Company as on 31.03.2020 (Face Value ₹ 10/- per share)	42.05 %
Number of meetings of the Board attended during the Financial Year 2019-20	6 (Six) Board Meeting
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	No Interest

12. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility:  
The e-voting facility is available at the link:  
<https://www.evoting.india.com/>.
13. E-voting commences on September 26, 2020 at 9:00 A.M. and will end at September 28, 2020 at 5:00 P.M. and at the end of e-voting period, the facility shall forthwith be blocked.
14. The Detailed instructions on remote e-voting is made part of a separate sheet "Instructions for e-voting" attached to this Notice.

**15. The instructions for shareholders voting electronically are as under:**

- (i) The shareholders need to visit the e-voting website <http://www.evotingindia.com/>.
- (ii) Click on "Shareholders" module.
- (iii) Now enter your User ID
- a. For CDSL: 16 digits beneficiary ID,  
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is mentioned in email.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution on which you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES :**

1. For Physical shareholders- Kindly send an email with a scanned request letter duly signed by 1st shareholder, scan copy of front and back of one share certificate, and copy of PAN card to info@masserv.com
2. For Demat shareholders - Kindly update your email id with your depository participant and send copy of client master to info@masserv.com

**INSTRUCTIONS FOR JOINING MEETING THROUGH VC:**

- (i) To join the meeting, the shareholders should log on to the e-voting website <http://www.evotingindia.com/> and login as explained above. After logging-in, kindly click on 'live streaming' tab and you will be redirected to 'cisco' website.

In the "Name" field - Put your name.

In the "last name" field - Enter your folio no. as informed in e-mail

In the "Email ID" field - Put your email ID

In the "Event password" field - Put the password as "cdsl@1234"

**Click join now button.**

Event No. 166 553 1030 will start and you will be in the AGM through Video conferencing.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store .

**PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:**

1. System requirement:
  - Windows 7, 8 or 10
  - I3
  - Microphone, speaker
  - Internet speed minimum 700 kbps
  - Date and time of computer should be current date and time

**PRE-REQUISITE FOR JOINING OF MEETING THROUGH MOBILE:**

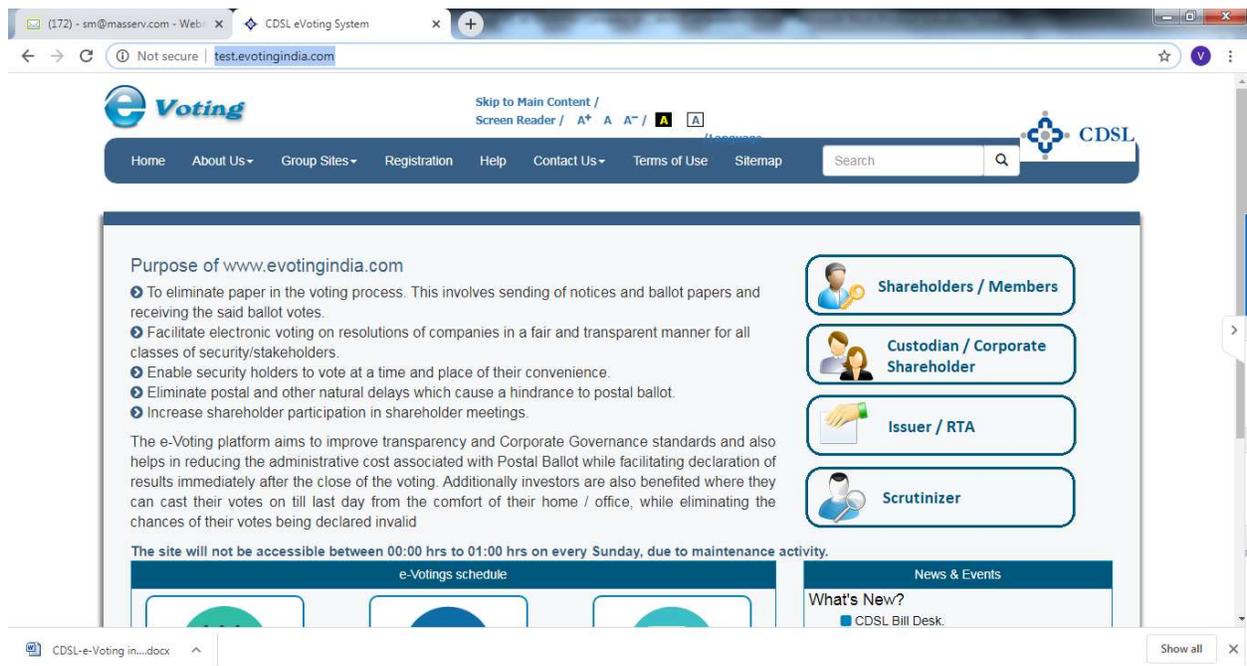
Please download webex application from play store

**NOTE:** IT IS ADVISABLE TO LOGIN BEFOREHAND AT E-VOTING SYSTEM AS EXPLAINED IN E-VOTING INSTRUCTIONS ABOVE, TO BE FAMILIAR WITH THE PROCEDURE, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING-IN DURING THE AGM.

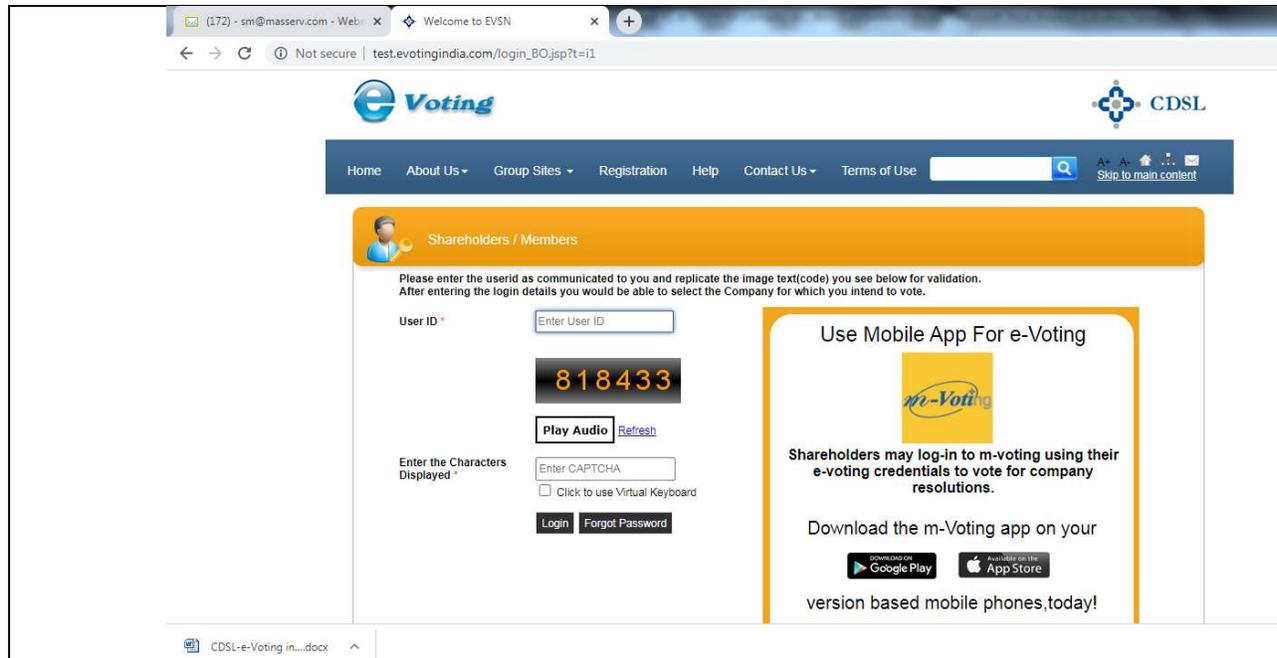
**PROCEDURE FOR E-VOTING AND JOINING OF MEETING THROUGH VC  
(EXPLAINED USING SCREENSHOTS):**

i. The shareholders should log on to the e-voting website <http://www.evotingindia.com/>.

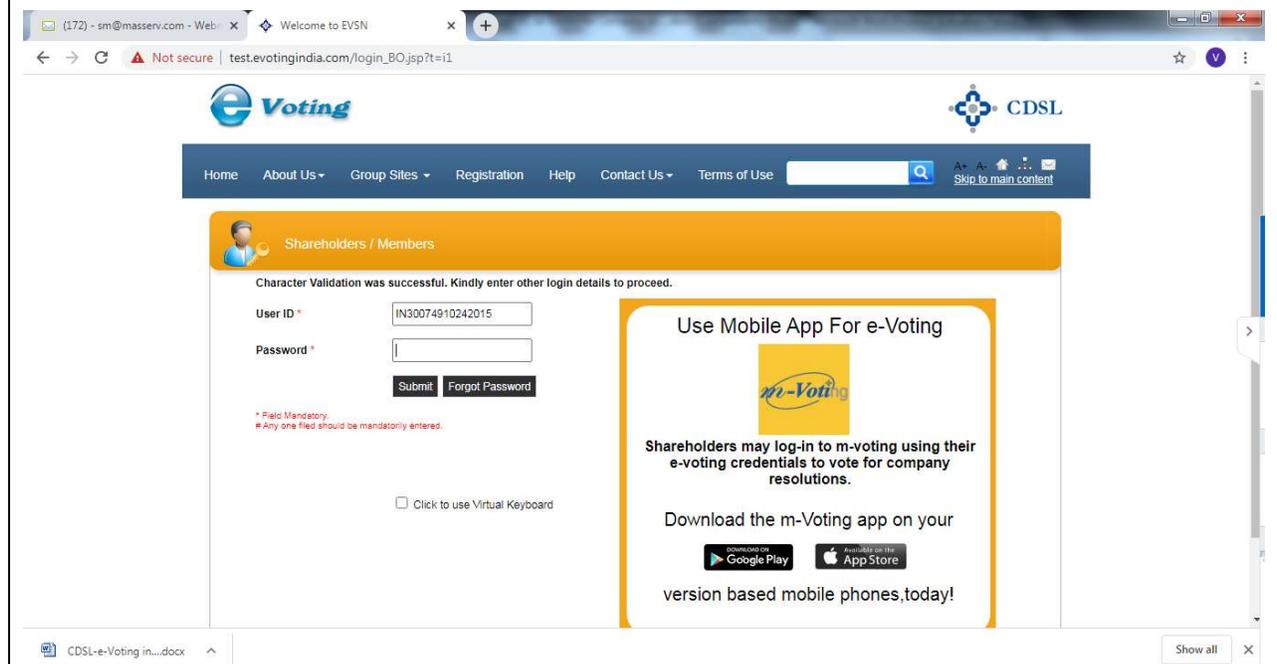
Below screen will be appear.



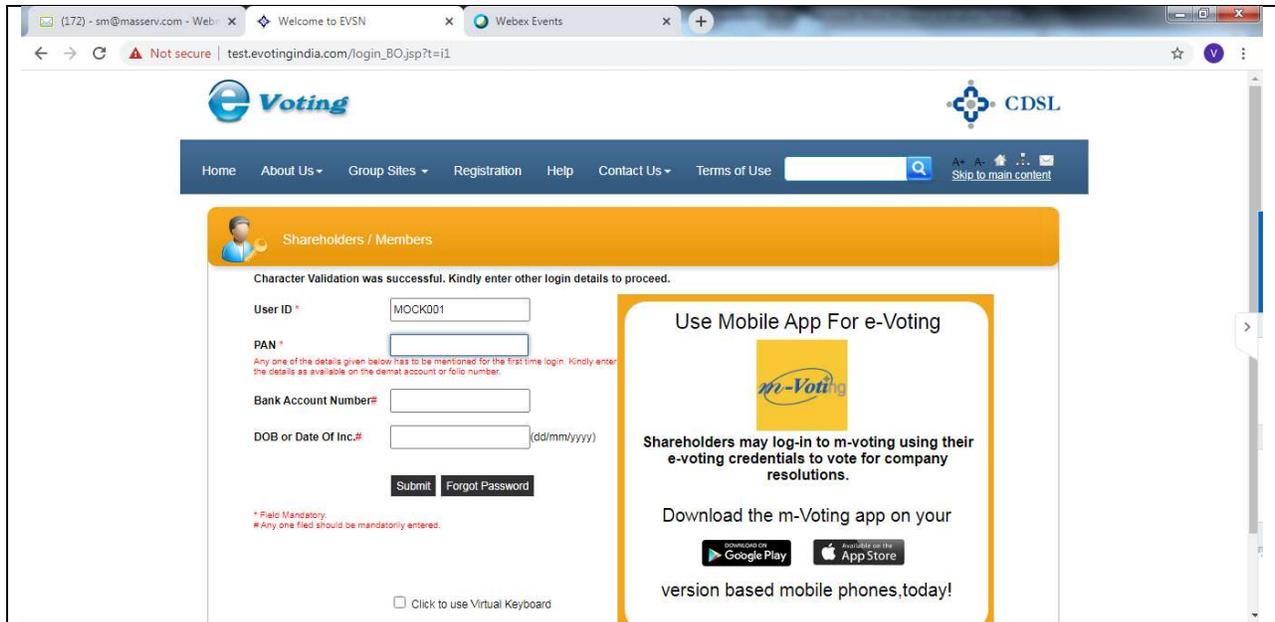
ii. Press Shareholders/Members tab, after which the below screen will be appear.



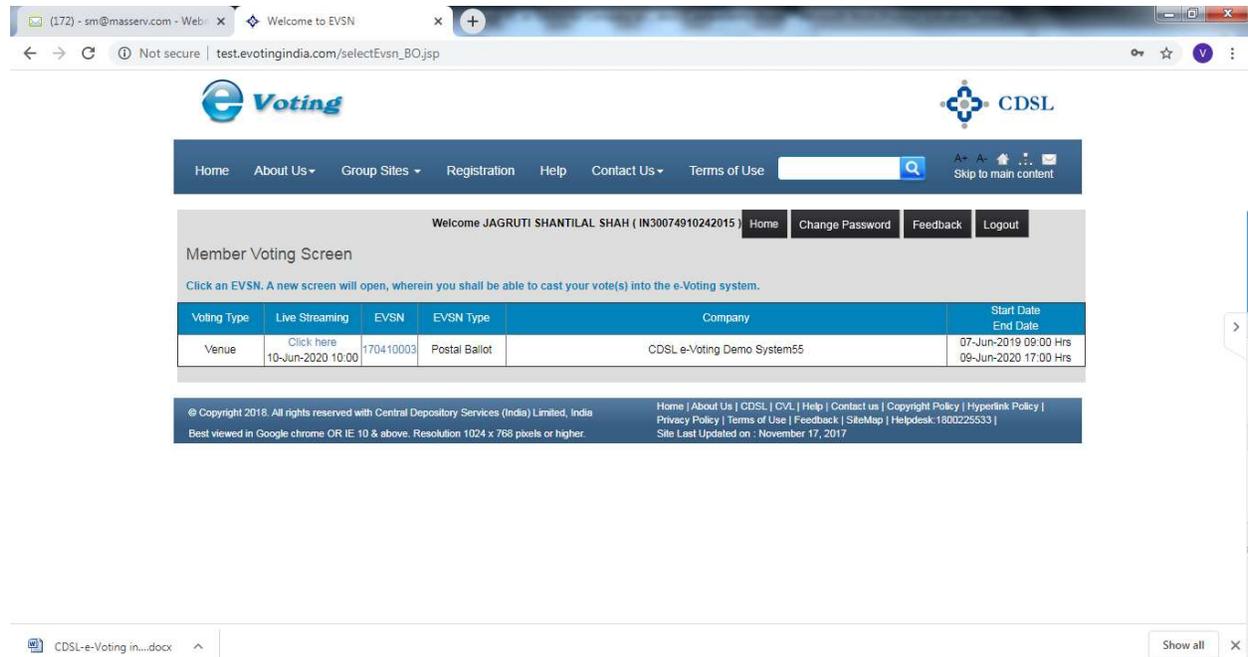
iii. Enter user id as mentioned in your invite email, or read point number (iii) as given above. Since you are a registered user, below screen will be appear. Enter your existing CDSL password in password field.



iv. In case you are 1st time user of CDSL e-voting system, then below screen will be appear.

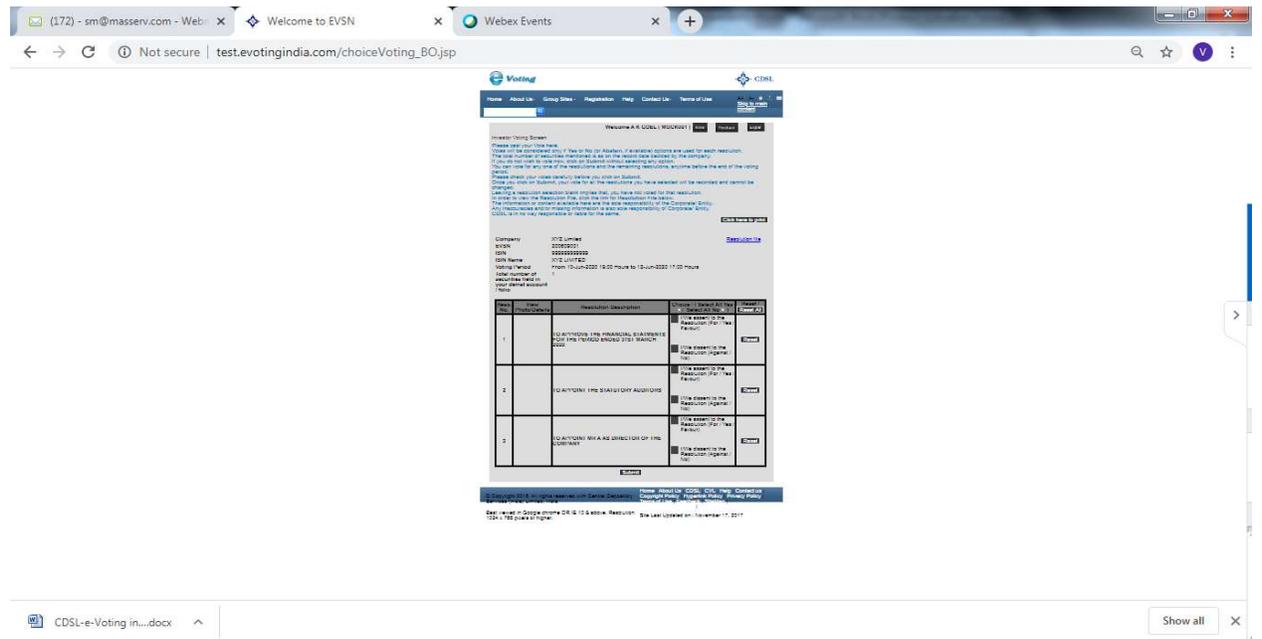


- v. Enter your PAN and bank detail/DOB or follow instruction as given point number (vi) above or mentioned in invite email; then below screen will be appear.

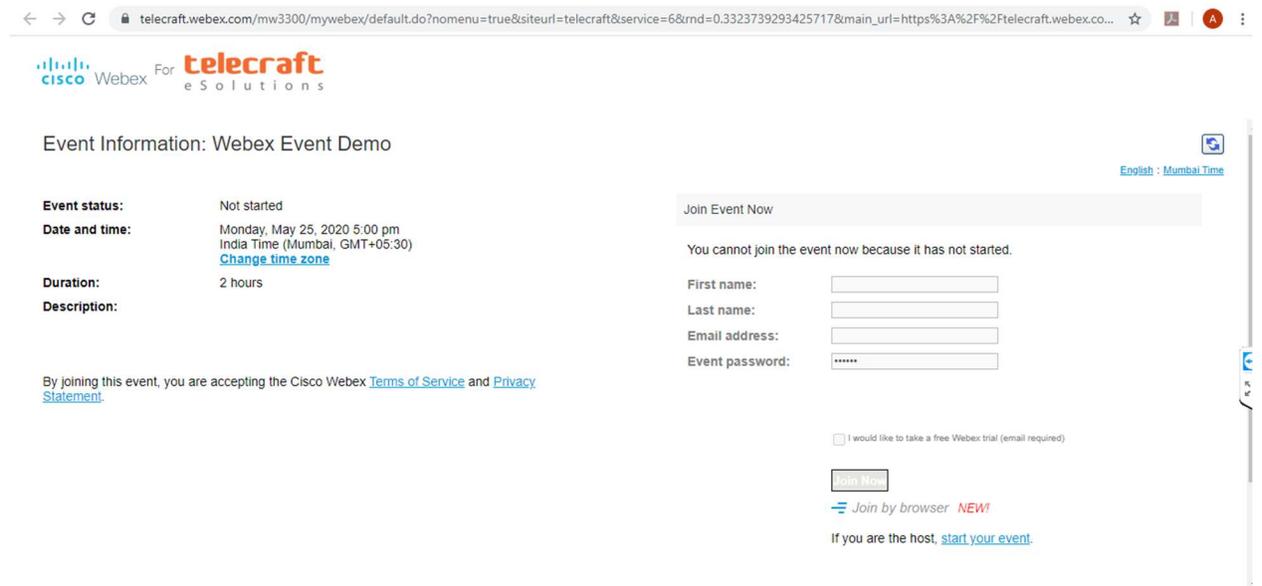


- vi. For e-voting, press EVSN number given in EVSN column; and for joining AGM through video conferencing, click on "Click here" tab under the live streaming column.

E-voting screen will be shown as below, where you can cast your vote and press submit button given at the bottom of the screen.



Screen for login into Video Conferencing is shown below:



Fill the details as:

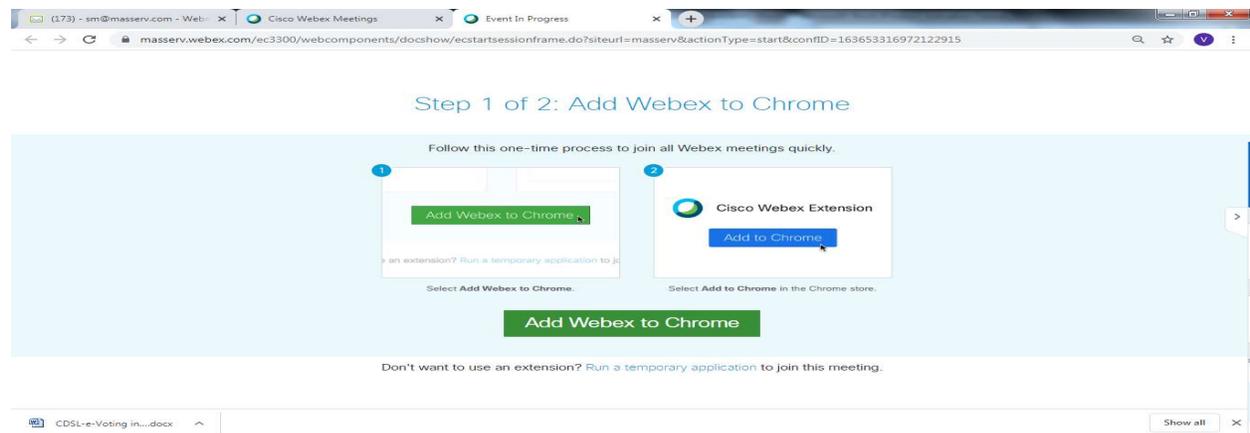
- In the "Name" field - Put your name.
- In the "last name" field - Enter your folio no. as informed in e-mail
- In the "Email ID" field - Put your email ID
- In the "Event password" field - Put the password as "cdsl@1234"

Click join now button.

Event No. 166 553 1030 will start and you will be in the AGM through Video conferencing.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store .

vii. Once you click on 'Join now' tab, the following screen will be appear :



viii. Now, Kindly click on 'Run a temporary application', after which a Webex driver will get downloaded. After downloading webex driver, run the application and you will be directed to the AGM.

**For and on behalf of Board of Directors**

Date: 03-09-2019  
Place: New Delhi

**SD/-  
Bharti  
Company Secretary**