

FORTUNE INDUSTRIAL RESOURCES LIMITED

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

NOTICE OF 33RD ANNUAL GENERAL MEETING

Notice is hereby given that 33rdAnnual General Meeting (AGM) of Fortune Industrial Resources Limited will be held on Thursday, 26th September, 2019 at 02:00PM at 25, Bazaar Lane, Bengali Market, New Delhi-110001 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, 2019 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.

SPECIAL BUSINESS:

3. Appointment of Ms. Vickky Kumari as Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16 of SEBI(Listing Obligation And Disclosure Requirement) Regulation, 2015, Ms. Vickky Kumari who was appointed as an Additional Independent Director on 26th September, 2018 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose office is not liable to retire by rotation for a term of five years commencing from 26th September, 2018 till 25th September, 2023.”

For and on behalf of Board of Directors

Date: 12-08-2019
Place: New Delhi

Deepak K Jha
Company Secretary

IMPORTANT INFORMATION ABOUT THE AGM (NOTES)

HOW TO VOTE AND ATTEND:

If you cannot attend the AGM, please vote your shares by appointing a proxy. You can vote online at www.evotingindia.com/ www.evoting.nsdl.com. Fortune Industrial Resources Limited ("hereinafter referred to as "FIRL") is easily accessible by public transport via Delhi Metro/ Autos. This year AGM will be held at 25, Bazar Lane, Bengali Market, New Delhi-110001.

Please bring your attendance sheet and check the notes for the documentation that will be required to vote/ attend the AGM.

To attend and vote at the annual general meeting (AGM) and for the purpose of the determination by the Company of the votes they may cast, shareholders must be registered in the register of members of the Company as on 19th September, 2019. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Share Transfer Books and Register of Members will remain closed from 20th September, 2019 to 26th September, 2019.

For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the attendance slip and hand it over at the registration counter of the venue.

ASKING A QUESTION AT THE AGM:

Any member or their duly appointed proxy, attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:

- a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- b) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

APPOINTING A PROXY:

Members are entitled to appoint a proxy to exercise all or any of their rights to attend and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form, which may be used to make such appointment and give proxy instructions, accompanies this Notice of Meeting. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact our registrar, Mas Services Limited.

To be valid any proxy form or other instrument appointing a proxy must be received (during normal business hours only) by post/hand to the Company's Registered Address or at Mas Services Limited. The return of a completed proxy form or other such instrument will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.

JOINT HOLDERS:

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

CORPORATE REPRESENTATIVES:

Any corporation that is a shareholder can appoint corporate representatives who may exercise on its behalf all of its powers as a shareholder.

QUERIES:

If you have any query please contact the Company Secretary, Mr. Deepak K Jha, 25, Bazar Lane, Bengali Market, New Delhi-110001. In all correspondence with the Company, members are requested to quote their account/folio numbers. 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 their PAN to their Depository Participants with whom they are maintaining their de-mat accounts. Members holding shares in physical form can submit their PAN to the Company.

REGISTERS:

The registers of directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the register of contracts or arrangements in which directors are interested under Section 189 of the Companies Act, 2013 will remain available for inspection at Annual General Meeting.

Members desiring any information relating to the Accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

E- VOTING:

Pursuant to Section 108 and Section 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or depository participant(s).

Members holding shares in physical form are requested to intimate change in their address, if any, immediately to the Company's Registrar and Share Transfer Agent i.e. M/s MAS Services Limited at T-34, 2nd Floor, Okhla Industrial Area, Phase- II, New Delhi-110020, e-mail: info@masserv.com, website:www.masserv.com. MAS Services Limited is also depository interface of the Company with both NSDL and CDSL. The Company or Registrar can not act on any request received directly from Shareholders holding shares in de-mat form for any change of Bank particulars.

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44(1) of SEBI(Listing Obligation and Disclosure Requirement)Regulation, 2015, the Company is pleased to provide the facility to members to exercise their vote on the resolution proposed to be passed at AGM by electronic means. The members, whose names appear in the Register of Members/list of beneficial owner as on 19th September, 2019 are entitled to vote on the resolutions set forth in the notice. The members may cast their votes on electronic voting system from place other than venue of the meeting.

The e-voting period commences on 23rd September, 2019 at (9.00 AM) and ends on 25th September, 2019 (05.00 PM). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut off date (record date) 19th September, 2019, may cast their vote electronically. The e-voting module schedule shall be disabled by NSDL for voting thereafter.

The voting right of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut off date (record date) of 19th September, 2019.

The Company has appointed Mr. Arvind Kushwaha, Practicing Company Secretary, Proprietor of M/s Arvind Kushwaha & Associates, a practicing company secretaries firm, as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, therefore unblock the votes cast through remote e-voting in the presence of atleast two witness not in the employment of the Company and make not later than 48 hours of conclusion of the meeting a consolidated Report to the Chairman or the person authorised by him and shall be placed on the Website of NSDL and of the Company within 2 days of passing of resolutions at the AGM of the Company. The listed entity shall submit to the stock exchange, within forty eight hours of conclusion of its General Meeting, details regarding the voting results, i.e. till 28th September, 2019.

The procedure and instructions for members for e-voting are disclosed in the Attendance Slip attached with this report.

As a measure of economy, copies of Annual Report will not be distributed at the venue of the AGM. Members are therefore requested to bring their own copies of the Annual Report to the meeting.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

Resolution No. 03

Appointment of Ms. Vickky Kumari as Woman Independent Director of the Company

The Board of Directors of the Company had appointed Ms. Vickky Kumari as an Additional Independent Woman Director of the Company with effect from 26th September, 2018. In accordance with the provisions of Section 161 of Companies Act, 2013, Ms. Vickky Kumari shall hold office upto the date of forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years from the date of her appointment.

The Company has received notice under section 160 of the Companies Act, 2013 from Mr. Sanjeev Agrawal, member of the Company signifying her candidature as an Independent Director of the Company.

The Company has received a declaration of Independence from Ms. Vickky Kumari. In the opinion of the Board, Ms. Vickky Kumari fulfills the conditions specified in the Companies Act, 2013 and the Listing Regulation for appointment as Independent Director of the Company.

A copy of letter of appointment for Independent director, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company <http://www.firl.co.in>.

None of the directors or Key Managerial Personnel and their relative, except Ms. Vickky Kumari are concerned or interested (financially or otherwise) in this resolution. The Board recommends the ordinary resolution set out at item no. 3 for the approval of members.

For and on behalf of Board of Directors

Date: 12-08-2019
Place: New Delhi

Deepak K Jha
Company Secretary

DETAILS OF MS. VICKKY KUMARI PURSUANT TO THE PROVISIONS OF (I) THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND (II) SECRETARIAL STANDARD ON GENERAL MEETINGS ("SS-2"), ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

Ms. Vickky Kumari assumed charge as the Additional Independent Director of the Company with effect from 26th September, 2018.

DATE OF BIRTH- 04-06-1989

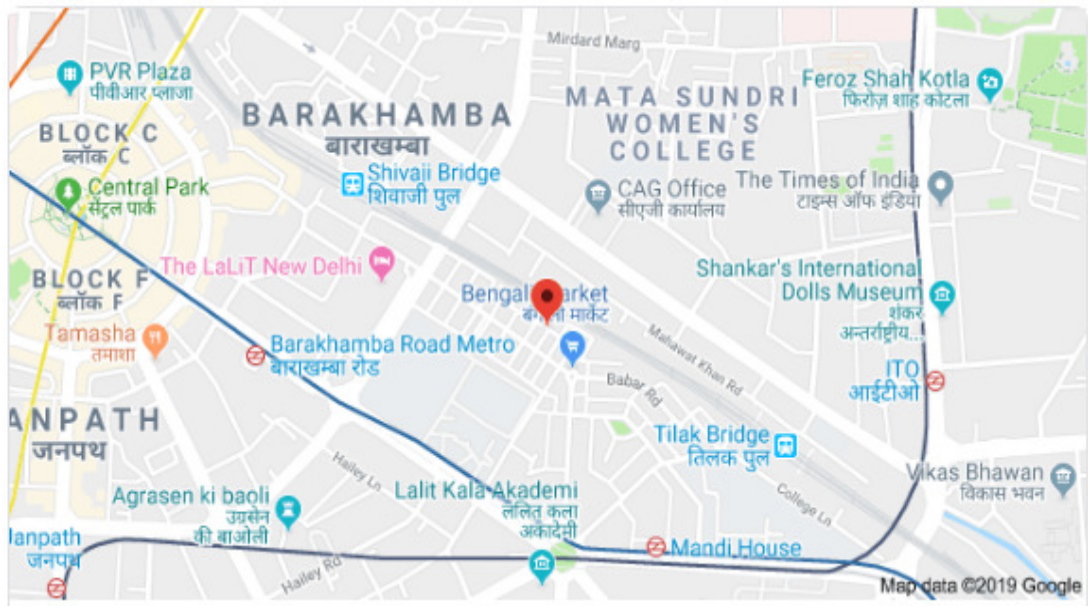
Ms. Vickky Kumari has completed her Graduation from Baba Saheb Bhimrao Ambedkar, Bihar University, Muzaffarpur. She is the Chairperson of Nomination Committee and Member of Audit Committee.

Directorship in other Companies as on 15.11.2018 - SAPTRISHI FINANCE LIMITED.

Membership(s)/Chairmanship(s) of the Committees of other Companies -NIL

% of Shares held in the Company- NIL

TRANSPORT AND DIRECTIONS TO AGM LOCATION
25, BAZAR LANE, BENGALI MARKET, NEW DELHI-110001



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ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	PASSWORD	USER ID	NO. OF SHARES

The e-voting facility will be available during the following voting period:

Commencement of e-voting	23rd September, 2019 (9.00 AM)
End of e-voting	25th September, 2019 (5.00 PM)

The cut-off date (i.e. the record date) for the purpose of e-voting is 19th September, 2019

-----**TEAR HERE**-----

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ATTENDANCE SLIP

I/We hereby record my presence at the 33rdAnnual General Meeting on Thursday, 26th September, 2019at 25, Bazar Lane, Bengali Market, New Delhi- 110001 at 02:00 PM

Name of the Shareholders or Proxy (In Block Letters)

No. of Shares Held

Regd. Folio No./DPID_CLID

(Member's /Proxy's Signature)

Member's/Proxy's name in Block Letters

Note: PLEASE COMPLETE THIS ATTENDENCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE HALL.

REMOTE E VOTING

The procedure and instructions for e-voting as given in the Notice of the 33rd Annual General Meeting are again reproduced hereunder for easy reference:

In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):

- i.**
 - a. Open e-mail and open PDF file viz. "FIRL_remote_e_Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - c. Click on Shareholder Login.
 - d. Put user ID and password as initial password noted in step (i) above. Click Login.
 - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g. Select "EVEN" of "Fortune Industrial Resources Limited".
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to firl.nbfc@gmail.com with a copy marked to evoting@nsdl.co.in.
 - ii.** In case of Members receiving Physical copy of Notice of 33rd Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)
 - a. Initial password is provided in the box overleaf.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- A. In case of any query, you may refer the frequently asked questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800_222_990. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

B. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

C. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19th September, 2019.

D. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 19th September, 2019, may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MAS Services Limited.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800_222_990.

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.

D.

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.

E. Mr. Arvind Kushwaha, Practicing Company Secretary, Proprietor of M/s Arvind Kushwaha & Associates, a practicing company secretaries firm, as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

F. 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.

G.

The Scrutinizer shall after the conclusion of voting at the AGM, 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.

H. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.firl.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the MSEI.

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Form No. MGT-11 (Proxy form)

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID
I/We, being the member(s) of _____ shares of the above named company. Hereby appoint		
1. Name :		E-mail Id:
Address:		
Signature , or failing him		
2. Name :		E-mail Id:
Address:		
Signature , or failing him		

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the company, to be held on the 26th September, 2019, Thursday at 02:00 PM at 25, Bazar Lane, Bengali Market, New Delhi-110001 is situated nearby and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolution(S)	Consent/Dissent	
ORDINARY BUSINESS:			
1.	To receive, consider and adopt the Audited Financial Results for the financial year ended on 31st March, 2019 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.		
SPECIAL BUSINESS			
3.	Appointment of Ms. Vickky Kumari as Independent Director of the Company		

Signed this _____ day of _____ 2019

Signature of Shareholder

Signature of Proxy holder

Note:

Affix revenue stamp

1. 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.
2. The proxy need not be a member of the company