

FORTUNE INDUSTRIAL RESOURCES LIMITED

Regd. Office:- 153/1, Nirankari Colony, New Delhi-110009, CIN: U51503DL1986PLC024329
Tel. No.: 011-27603836, Fax: 011-27601718, E-mail: bajaj_kk@yahoo.co.in, Website: www.firl.co.in

Dated: 8th October, 2018

To

Metropolitan Stock Exchange of India Limited
Listing Department
4th Floor, Vibgyor Toweres, Plot No. C-62
Opp Trident Hotel
Bandra Kurla Complex
Bandra East, Mumbai-400098

Dear Sir,

**Sub: Corporate Governance Report in Annexure III ALONGWITH ANNEXURE-I
for the Quarter/half-year ended 30th September, 2018**

Please find enclosed herewith the Compliance Report on Corporate Governance for the quarter /half-year ended **30th September, 2018**, under Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Kindly acknowledge the receipt of the same and take the same on record.

Thanking You,

Yours' faithfully,

For Fortune Industrial Resources Limited



Name: **Deepak K Jha**
Designation: **Company Secretary & Compliance Officer**

Encl.: As above

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ANNEXURE-III

1. Name of the Listed Entity: Fortune Industrial Resources Limited
2. Quarter and half-year ended on : 30th September, 2018

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	YES
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	YES
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	YES
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	YES

Note 1

In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here.



Name: **Deepak K Jha**
Designation: **Company Secretary & Compliance Officer**

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ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: Fortune Industrial Resources Limited
2. Quarter Ending: 30th September, 2018

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non-Executive/independent/Nominee)	Date of Appointment in the current Term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Pankaj Gupta	PAN:AZMPG6929K DIN: 07656139	Non Executive Independent Director and Chairperson	14/11/2016		1	1	1
Mr.	Sanjeev Agrawal	PAN:ABOPA675N DIN:02820259	Non Executive Non Independent Director	15/02/2010		2	NIL	NIL
Ms.	Puja Sharma	PAN:FEEPS9243J DIN: 07869194	Non Executive Independent Director	13/02/2018		1	1	1
Mr.	Nishant Goyal	PAN:ATGPG7223E DIN: 08153024	Non Executive Director	25/05/2018		1	1	NIL
Ms.	Vicky Kumari	PAN: DZZPK2852K DIN: 08248219	Non Executive Independent Director	26/09/2018		1	1	NIL

\$PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

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II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	1. Mr. Pankaj Gupta 2. Ms. Puja Sharma 3. Mr. Sanjeev Agrawal	1. Chairman (Non Executive Independent) 2. Member(Non Executive Independent) 3. Member(Executive Director)
2. Nomination & Remuneration Committee	1. Ms. Puja Sharma 2. Mr. Pankaj Gupta 3. Mr. Sanjeev Agrawal	1. Chairperson (Non Executive Independent) 2. Member(Non Executive Independent) 3. Member(Non Executive Non Independent)

Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
14 th April, 2017 25 th May, 2017 8 th August, 2017 23 rd October, 2017 13 th February, 2018 6 th March, 2018	25 th May, 2017 6 th March, 2018	14 th April, 2017 to 25 th May, 2018 (40 days) 13 th February, 2018 to 6 th March, 2018(20 days)

IV. Meeting of Committees- Audit Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
25 th May, 2017 8 th August, 2017 23 rd October, 2017 13 th February, 2018	Yes	Not Applicable	Not Applicable

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA

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Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
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Note

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2. If status is "No" details of non-compliance may be given here.

AFFIRMATION:

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. The report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:



Name: Deepak K. Jha
Designation: Company Secretary & Compliance Officer

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.