

# FORTUNE INDUSTRIAL RESOURCES LIMITED

Regd. Office:- 25, Bazar Lane, Bengali Market, New Delhi-110001, CIN: L51503DL1986PLC024329

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Dated: 9<sup>th</sup> July, 2018

To

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

**SCRIP CODE: FIRL**

Dear Sir,

**Sub: Corporate Governance Report in ANNEXURE-I**

**for the Quarter ended 30<sup>th</sup> June, 2018**

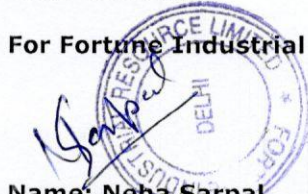
Please find enclosed herewith the Compliance Report on Corporate Governance for the quarter ended **30<sup>th</sup> June, 2018**, under Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

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

Thanking You,

Yours' faithfully,

**For Fortune Industrial Resources Limited**



**Name: Neha Sarpal  
Company Secretary**

**Encl.: As above**



General information about company

|                                 |                                      |
|---------------------------------|--------------------------------------|
| Scrip code                      | FIRL                                 |
| NSE Symbol                      |                                      |
| MSEI Symbol                     |                                      |
| ISIN                            | INE510L01017                         |
| Name of the entity              | FORTUNE INDUSTRIAL RESOURCES LIMITED |
| Date of start of financial year | 01-04-2018                           |
| Date of end of financial year   | 31-03-2019                           |
| Reporting Quarter               | Quarterly                            |
| Date of Report                  | 30-06-2018                           |
| Risk management committee       | Not Applicable                       |





## I. Composition of Board of Directors

Is there any change in information of board of directors compare to previous quarter: YES

| Sr | Title (Mr / Ms) | Name of the Director | PAN        | DIN      | Category 1 of directors   | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months)(LEFT) | No of Director ship in listed entities including this listed entity | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity | Notes for not providing PAN | Notes for not providing DIN |
|----|-----------------|----------------------|------------|----------|---------------------------|-------------------------|-------------------------|-----------------------------------------|-------------------|--------------------------------------|---------------------------------------------------------------------|---------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|-----------------------------|-----------------------------|
| 1. | Mr              | Sanjeev Agrawal      | ABOPA4675N | 00282059 | Non Executive             | Chairperson             |                         | 3.09.2010                               | NA                | -                                    | 2                                                                   | 1                                                                                     | NA                                                                                                             | NA                          | NA                          |
| 2. | Mr              | Pankaj Gupta         | ALMPG6929K | 07656139 | Non Executive Independent | NA                      |                         | 10.07.2017                              | NA                | 41 MON 17 DAYS AS ON 30.06.2018      | 1                                                                   | NA                                                                                    | 1                                                                                                              | NA                          | NA                          |
| 3. | Mr              | Ankur Gupta          | ALGPG0234R | 02551135 | Executive Director        | NA                      | W T D                   | 12.04.2018                              | 12.05.2018        | -                                    | NA                                                                  | NA                                                                                    | NA                                                                                                             | NA                          | NA                          |
| 4. | Mrs             | Puja Sharma          | FEPS9243J  | 7869194  | Non Executive Independent | NA                      |                         | 13.02.2018                              |                   | 4 MON 18 DAYS AS ON 3.06.2018        | 1                                                                   | 1                                                                                     | Na                                                                                                             | NA                          | NA                          |
| 5. | Mr.             | Nishant Goyal        | ATGPGT223E | 08153024 | Executive Director        | NA                      | W T D                   | 25.05.2018                              |                   |                                      | NA                                                                  | NA                                                                                    | NA                                                                                                             | NA                          | NA                          |





# I. Composition of Committee

Is there any change in information of committees compare to previous quarter- Yes

## AUDIT COMMITTEE

| Sr | DIN Number | Name of Committee members | Category 1 of directors            | Category 2 of directors  |
|----|------------|---------------------------|------------------------------------|--------------------------|
| 1  | 07656139   | Mr. Pankaj Gupta          | Non Executive Independent Director | Chairperson of Committee |
| 2  | FEPS9243J  | Mrs. Puja Sharma          | Non Executive Independent Director | Member                   |
| 3  | 00282059   | Mr. Sanjeev Agrawal       | Non Executive Director             | Member                   |

## NOMINATION COMMITTEE

| Sr | DIN Number | Name of Committee members | Category 1 of directors            | Category 2 of directors  |
|----|------------|---------------------------|------------------------------------|--------------------------|
| 1  | 07656139   | Mr. Pankaj Gupta          | Non Executive Independent Director | Member                   |
| 2  | FEPS9243J  | Mrs. Puja Sharma          | Non Executive Independent Director | Chairperson of Committee |
| 3  | 00282059   | Mr. Sanjeev Agrawal       | Non Executive Director             | Member                   |

## Annexure 1

### III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

| Sr | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) |
|----|-------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| 1. | 13-02-2018                                                                                      |                                                             |
| 2. | 06-03-2018                                                                                      | 20                                                          |
| 3. | 12-04-2018                                                                                      | 36                                                          |
| 4. | 16-05-2018                                                                                      | 33                                                          |
| 5. | 25-05-2018                                                                                      | 08                                                          |





Annexure 1

IV. Meeting of Committees

| Sr | Name of Committee                     | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Name of other committee |
|----|---------------------------------------|-------------------------------------------------------------|--------------------------------------------|---------------------------|-------------------------------------------------------------|----------------------------------------------------------------------|-------------------------|
| 1  | Audit Committee                       | 25-05-2018                                                  | Yes                                        | 3                         | 13-02-2018                                                  | 100                                                                  |                         |
| 2  | Nomination and remuneration committee | 12.04.2018                                                  | Yes                                        | 3                         | 13-02-2018                                                  | 112                                                                  |                         |
| 3  | Nomination and remuneration committee | 16.05.2018                                                  | Yes                                        | 3                         |                                                             | 33                                                                   |                         |
| 4  |                                       | 25.05.2018                                                  |                                            | 3                         |                                                             | 08                                                                   |                         |

Annexure 1

V. Related Party Transactions

| Sr | Subject                                                                                                | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|--------------------------------------------------------------------------------------------------------|-------------------------------|----------------------------------------------------------------|
| 1  | Whether prior approval of audit committee obtained                                                     | YES                           |                                                                |
| 2  | Whether shareholder approval obtained for material RPT                                                 | NA                            |                                                                |
| 3  | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA                            |                                                                |





| Annexure 1       |                                                                                                                                                                                                                                  |                            |
|------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|
| VI. Affirmations |                                                                                                                                                                                                                                  |                            |
| Sr               | Subject                                                                                                                                                                                                                          | Compliance status (Yes/No) |
| 1                | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015                                                                                                    | Yes                        |
| 2                | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015<br><b>a. Audit Committee</b>                                                                  | Yes                        |
| 3                | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.<br><b>b. Nomination &amp; remuneration committee</b>                                         | Yes                        |
| 4                | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.<br><b>c. Stakeholders relationship committee</b>                                             | NA                         |
| 5                | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.<br><b>committee (applicable to the top 100 listed entities)</b><br><b>d. Risk management</b> | NA                         |
| 6                | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                                                  | Yes                        |
| 7                | 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.                                      | Yes                        |
| 8                | This report and/or the report submitted in the previous quarter has been placed before Board of Directors.                                                                                                                       | Yes                        |
| 9                | Any comments/observations/advice of Board of Directors may be mentioned here:                                                                                                                                                    | NA                         |





| Annexure II           |                                                                                                                                                                    |                                         |  |
|-----------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|--|
| III. Affirmations     |                                                                                                                                                                    |                                         |  |
| Sr                    | Particulars                                                                                                                                                        | Compliance status (Yes/No/NA)           |  |
| 1                     | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | NA                                      |  |
| Annexure II           |                                                                                                                                                                    |                                         |  |
| 1                     | Name of signatory                                                                                                                                                  | Neha Sarpal                             |  |
| 2                     | Designation                                                                                                                                                        | Company Secretary and Compliance Office |  |
| Signatory Details     |                                                                                                                                                                    |                                         |  |
| Name of signatory     |                                                                                                                                                                    | Neha Sarpal                             |  |
| Designation of person |                                                                                                                                                                    | Company Secretary and Compliance Office |  |
| Place                 |                                                                                                                                                                    | New Delhi                               |  |
| Date                  |                                                                                                                                                                    | 09-07-2018                              |  |

