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: bajaj_kk@yahoo.co.in, firl.nbfc@gmail.com;Website: www.firl.co.in,

Dated: 11th April, 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

SCRIP CODE: FIRL

Dear Sir,

Sub: Corporate Governance Report in ANNNEXURE-I

for the Quarter ended 31st March, 2018

Please find enclosed herewith the Compliance Report on Corporate Governance for the quarter ended **31st March, 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,

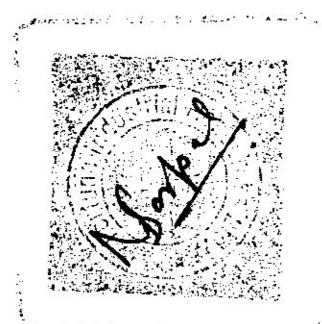
Yours faithfully,

For Fortune Industrial Resources Limited

Name: Neha Sarpal
Company Secretary

Encl.: As above

Scrip code	FIRL
NSE Symbol	
MSEI Symbol	FIRL
ISIN	
Name of the entity	FORTUNE INDUSTRIAL RESOURCES LIMITED
Date of start of financial year	01-04-2017
Date of end of financial year	31-03-2018
Reporting Quarter	Quarterly
Date of Report	31-03-2018
Risk management committee	Not Applicable



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)	No of Directorship 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			3.09.2010	NA	-	2	1	NA	NA	NA
2.	Mr	Pankaj Gupta	ALMPG6929K	07656139	Non Executive Independent			1.07.2017	NA	5	1	NA	1	NA	NA
3.	Ms	Shivani Shrivastava	ECJPS0038F	07901240	Non Executive Independent			07.08.2017	12.02.2018	-	NA	NA	NA	NA	NA
4.	Mrs	Puja Sharma	FEEPS9243J	7869194	Non Executive Independent			13.02.2018		5	1	Na	Na	NA	NA

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	07869194	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	07869194	Mrs. Puja Sharma	Non Executive Independent Director	Chairperson of Committee
3	00282059	Mr. Sanjeev Agrawal	Non Executive Director	Member

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	23-10-2017	
2	13-02-2018	112
3	06-03-2018	20

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	13-02-2018	Yes		23-10-2017	112	
2	Nomination and remuneration committee	13-02-2018	Yes		23-10-2017	112	

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	NA	
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	

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 **a. Audit Committee**	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. **b. Nomination & remuneration committee**	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. **c. Stakeholders relationship committee**	NA
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. **d. Risk management committee (applicable to the top 100 listed entities)**	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

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.firl.co.in
2	Terms and conditions of appointment of independent directors	Yes		www.firl.co.in
3	Composition of various committees of board of directors	Yes		www.firl.co.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.firl.co.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.firl.co.in
6	Criteria of making payments to non-executive directors	Yes		www.firl.co.in
7	Policy on dealing with related party transactions	Yes		www.firl.co.in
8	Policy for determining 'material' subsidiaries	Yes		www.firl.co.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.firl.co.in
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.firl.co.in

Fortune Industrial Resources Ltd.
Director

11	email address for grievance redressal and other relevant details	Yes		www.firl.co.in
12	Financial results	Yes		www.firl.co.in
13	Shareholding pattern	Yes		www.firl.co.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		
16	Disclosure of notes on website in terms of Listing Regulations explanatory			

Annexure II

I Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	NA	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	

10	Risk Assessment & Management	17(9)	Yes
11	Performance Evaluation of Independent Directors	17(10)	Yes
12	Composition of Audit Committee	18(1)	Yes
13	Meeting of Audit Committee	18(2)	Yes
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	NA
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
17	Vigil Mechanism	22	Yes
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
20	Approval for material related party transactions	23(4)	NA
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
23	Maximum Directorship & Tenure	25(1) & (2)	Yes
24	Meeting of independent directors	25(3) & (4)	Yes
25	Familiarization of independent directors	25(7)	Yes
26	Memberships in Committees	26(1)	Yes
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

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
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	11-04-2018