

Fortune Industrial Resources Limited

Dated: 07th April, 2017

To

Metropolitan Stock Exchange of India Limited
Listing Department
4th 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 &II
for the Quarter /Financial Year ended 31st March, 2017**

Please find enclosed herewith the Compliance Report on Corporate Governance for the quarter and Financial Year ended **31st March,2017** 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



Prince Goyal
Managing Director
Din: 00954215
Add: A-48 Chander Nagar,
Sahibabad Ghaziabad-201011

Encl.: As above

FORTUNE INDUSTRIAL RESOURCES LIMITED

Regd. Office:- 153/1, Nirankari Colony, New Delhi-110009, CIN: L51503DL1986PLC024329
Tel. No.: 011-27603836, Fax: 011-27601718, E-mail: bajaj_kk@yahoo.co.in, Website: www.firl.co.in.

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: Fortune Industrial Resources Limited
2. Quarter Ending: 31st March, 2017

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.	Prince Goyal	PAN:AGBPG4299C DIN:00954215	Executive Director and Chairperson	14/08/2014		1	NIL	NIL
Mr.	Sanjeev Agrawal	PAN:ABOPA675N DIN:02820259	Non Executive Non Independent Director	30/09/2010		2	1	NIL
Ms.	Anjali Mishra	PAN:BSRPM0192H DIN: 07602810	Non Executive Independent Director	02/09/2016	5 years	1	1	1
Mr.	Pankaj Gupta	PAN:AGGPR4676P DIN:07656139	Non Executive Independent Director	14/11/2016	5 years	1	1	1

*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.

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. Anjali Mishra 3. Mr. Sanjeev Agrawal	1. Chairperson (Non Executive Independent) 2. Member(Non Executive Independent) 3. Member(Non-Executive Non Independent)
2. Nomination & Remuneration Committee	1. Ms. Anjali Mishra 2. Mr. Pankaj Gupta 3. Mr. Sanjeev Agrawal	1. Chairperson (Non Executive Independent) 2. Member(Non Executive Independent) 3. Member(Non Executive Non Independent)



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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)
14-11-2016	11.02.2017	In between 14-11-2016 and 11-02-2017(88 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*
11.02.2017	Yes	14.11.2016	88 Days

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

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.

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.



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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:




Prince Goyal
Managing Director
DIN: 00954215
Address: A-48 Chander Nagar,
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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.



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Managing Director
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FORMAT TO BE SUBMITTED BY LISTED ENTITY ON YEARLY BASIS

I. Disclosure on Website in terms of listing Regulations	
Item	Compliance Status (Yes/No/NA)
Details of business	YES
Terms and conditions of appointment of independent directors	YES
Composition of various committees of board of directors	YES
code of conduct of board of directors and senior management personnel	YES
Details of establishment of vigil mechanism/ whistle Blower Policy	YES
Criteria of making payments to non-executive directors	YES
Policy on dealing with related party transactions	YES
Policy for determining 'material subsidiaries'	N.A
Details of familiarization programmes imparted to independent directors	YES
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES
email address for grievance redressal and other relevant details	YES
Financial Results	YES
Shareholding Pattern	YES
Details of agreements entered into with the media companies and/or their associates	N.A
New name and the old name of the listed entity	N.A

II Annual Affirmations

Particulars	Regulation Number	Compliance Status (YES/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	YES
Board composition	17(1)	YES
Meeting of Board of directors	17(2)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of conduct	17(5)	YES
below Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of nomination & remuneration committee	19(1) & (2)	YES
Composition of Stakeholder Relationship Committee	20(1) & (2)	N.A
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	YES



Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	N.A
Approval for material related party transactions	23(4)	N.A
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A
Maximum Directorship & Tenure	25(1) & (2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES
Disclosure of Shareholding by Non-Executive Directors	26(4)	YES
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	YES

Note

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.

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

If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.



Prince Goyal

Managing Director

DIN:00954215

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