

# Fortune Industrial Resources Limited

## Notice of 31<sup>st</sup> AGM

I look forward to welcoming you at 31<sup>st</sup> Annual General Meeting of Fortune Industrial Resources Limited ("FIRL"). The business of the meeting comprises resolutions that we regularly bring to Shareholders.

This year's Annual General Meeting (AGM) will be held at 153/1, Nirankari Colony, New Delhi-110009 on Monday, 10<sup>th</sup> July, 2017 at 10.00 am. You will be asked to consider and pass the resolutions below. All resolutions viz- No. 1 to 4 will be proposed as ordinary resolutions. This means that for each of the resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

### *ORDINARY BUSINESS:*

**Resolution 1:** To receive, consider and adopt the AUDITED FINANCIAL RESULTS for the financial year ended on 31st March, 2017 and Reports of the Board of Directors and the Auditors thereon.

**Resolution 2:** To appoint Mr. Sanjeev Agrawal (DIN:00282059) as Director retire by rotation

**Resolution 3:** To ratify the appointment of M/s Bhala & Bhala, Statutory Auditors of the Company

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Bhala & Bhala, Chartered Accountants, be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s. Kamal & Co., Chartered Accountants (FRN 001033N), the retiring Statutory Auditors, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

### *SPECIAL BUSINESS:*

**Resolution 4:** Appointment of Mr. Pankaj Gupta (DIN:07656139) 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, Mr. Pankaj Gupta (DIN:07656139), who was appointed as an Additional Independent Director on 14<sup>th</sup> November, 2016 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 he 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 his 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 15<sup>th</sup> November, 2016 to 13<sup>th</sup> November, 2021."

For and on behalf of Board of directors

  
Prince Goyal  
Managing Director

DIN:00954215

Add:A-48, Chander Nagar  
Ghaziabad, Sahibabad  
Uttarpradesh-201001

Dated: 25<sup>th</sup> May, 2017

Place: New Delhi



## Important information about the AGM (NOTES)

### HOW TO VOTE AND ATTEND:

Your votes matter. If you cannot attend, please vote your shares by appointing a proxy. You can vote online at [www.evotingindia.com](http://www.evotingindia.com). Fortune Industrial Resources Limited ("hereinafter referred to as "FIRL") is accessible on public transport via Metro and Autos. This year AGM will be held at 153/1, Nirankari Colony, New Delhi-110009.

Please bring your attendance sheet and check the notes to see what documentation will be required and See the map.

To be entitled 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 3<sup>rd</sup> July, 2017. 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 4<sup>th</sup> July, 2017 to 10<sup>th</sup> July, 2017.

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, **MASS 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 **MASS 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 queries please contact the Company Secretary, Manisha Chadha, 153/1, Nirankari Colony, New Delhi-110009. 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 demat 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 email 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 demat 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 3<sup>rd</sup> July, 2017 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 7<sup>th</sup> July, 2017 at (9.00 am) and ends on 9<sup>th</sup> July, 2017 (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) 3<sup>rd</sup> July, 2017, 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 3<sup>rd</sup> July, 2017.

The Company has appointed Mrs. Shipra Khitha, Practicing Company Secretary, Proprietor of M/s Shipra Khitha & 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 12<sup>th</sup> July, 2017.

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.

For and on behalf of Board of directors

  
Prince Goyal  
Managing Director  
DIN:00954215  
Add:A-48, Chander Nagar  
Ghaziabad, Sahibabad  
Uttarpradesh-201001

Dated: 25<sup>th</sup> May, 2017

Place: New Delhi

## EXPLANATORY STATEMENT

### Resolution No. 04 : Appointment of Mr. Pankaj Gupta as Independent Director of the Company

The Board of Directors of the Company had appointed Mr. Pankaj Gupta as an Additional Independent Director of the Company with effect from 14<sup>th</sup> November, 2016. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Pankaj Gupta 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.

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

The Company has received a declaration of Independence from Mr. Pankaj Gupta. In the opinion of the Board, Mr. Pankaj Gupta 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/investors>

None of the directors or Key Managerial Personnel and their relative, except Mr. Pankaj Gupta are concerned or interested (financially or otherwise) in this resolution. The Board recommends the ordinary resolution set out at item no. 4 for the approval of members.

### ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

#### MR. PANKAJ GUPTA (DIN: 07656139)

DATE OF BIRTH- 27/08/1987

Mr. Pankaj Gupta assumed charge as the Additional Independent Director of the Company with effect from 14<sup>th</sup> November, 2016.

Mr. Pankaj Gupta has varied experience in Finance Matters. He is the Chairman of Audit Committee, Member of Nomination Committee and Internal Complaint Committee.

Directorship in other Companies as on 31.03.2017 - SAPTRISHI FINANCE LIMITED

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

% of Shares held in the Company- NIL

For and on behalf of Board of directors

  
Pince Goyal  
Managing Director

DIN:00954215

Add:A-48, Chander Nagar

Ghaziabad, Sahibabad

Uttarpradesh-201001

Dated: 25<sup>th</sup> May, 2017

Place: New Delhi

# TRANSPORT AND DIRECTIONS TO AGM LOCATION

153/1, NIEANKARI COLONY, DELHI-110009





# FORTUNE INDUSTRIAL RESOURCES LIMITED

Regd. Office:- 153/1, Nirankari Colony, New Delhi-110009, CIN: L51503DL1986PLC024329  
Tel. No.: 011-27603836, Fax: 011-27601718, E-mail: [bjajj\\_kk@yahoo.co.in](mailto:bjajj_kk@yahoo.co.in), Website: [www.firl.co.in](http://www.firl.co.in).

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## ELECTRONIC VOTING PARTICULARS

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

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

Commencement of e_voting	7 <sup>th</sup> July, 2017 (9.00 am)
End of e_voting	9 <sup>th</sup> July, 2017 (5.00 pm)

The cut\_off date (i.e. the record date) for the purpose of e-voting is 3<sup>rd</sup> July, 2017

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TEAR HERE  
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# FORTUNE INDUSTRIAL RESOURCES LIMITED

Regd. Office:- 153/1, Nirankari Colony, New Delhi-110009, CIN: L51503DL1986PLC024329  
Tel. No.: 011-27603836, Fax: 011-27601718, E-mail: [bjajj\\_kk@yahoo.co.in](mailto:bjajj_kk@yahoo.co.in), Website: [www.firl.co.in](http://www.firl.co.in).

## ATTENDANCE SLIP

I/We hereby record my presence at the 31<sup>st</sup> Annual General Meeting on Monday, 10<sup>th</sup> July, 2017 at 153/1, Nirankari Colony, Delhi-110009 at 10.00 am

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 ATTENDANCE 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 31<sup>st</sup> Annual General Meeting are again reproduced hereunder for easy reference:

- I. In case of Members receiving e\_mail from NSDL (For those members whose e\_mail addresses are registered with Company/Depositories):
    - 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 [bajaj\\_kk@yahoo.co.in](mailto:bajaj_kk@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - II. In case of Members receiving Physical copy of Notice of 31<sup>st</sup> Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participant(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 queries, 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](http://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.
- C. 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).
- D. 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 3<sup>rd</sup> July, 2017.
- E. 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. 3<sup>rd</sup> July, 2017, may also obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800\_222\_990.

F. 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.

G. 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.

H. Mrs. Shipra Khitha, Practicing Company Secretary, Proprietor of M/s Shipra Khitha & Associates, a practicing company secretaries firm, as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

I. 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.

J. 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.

K. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.firl.co.in](http://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 BSE Limited.

# FORTUNE INDUSTRIAL RESOURCES LIMITED

Regd. Office:- 153/1, Nirankari Colony, New Delhi-110009, CIN: L51503DL1986PLC024329  
Tel. No.: 011-27603836, Fax: 011-27601718, E-mail: [hajaj\\_kk@yahoo.co.in](mailto:hajaj_kk@yahoo.co.in), Website: [www.firl.co.in](http://www.firl.co.in),

## 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	
3. 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 31<sup>st</sup> Annual General Meeting of the company, to be held on the 10<sup>th</sup> July, 2017, Monday at 10.00 am at 153/1, Nirankari Colony, Delhi-110009 is situated nearby) and at any adjournment thereof in respect of such resolutions as are indicated below:

S.NO.	Resolution(S)	Consent/Dissent	
<b>ORDINARY BUSINESS:</b>			
1.	To receive, consider and adopt the audited financial results for the financial year ended on 31st March, 2017 and Reports of the Board of Directors and the Auditors thereon.		
2.	To appoint Mr. Sanjeev Agrawal as Director retire by rotation		
3.	To ratify the appointment of M/s Bhala & Bhala, Statutory Auditors of the Company  "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Bhala & Bhala, Chartered Accountants, be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s. Kamal & Co., Chartered Accountants (FRN 001033N), the retiring Statutory Auditors, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."		
<b>SPECIAL BUSINESS:</b>			



4.	<p>Appointment of Mr. Pankaj Gupta as Independent Director of the Company</p> <p>"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, Mr. Pankaj Gupta (DIN:07656139), who was appointed as an Additional Independent Director on 14<sup>th</sup> November, 2016 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 he 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 his 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 14<sup>th</sup> November, 2016 to 13<sup>th</sup> November, 2021."</p>		
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Signed this \_\_\_\_ day of \_\_\_\_ 20\_\_

Signature of Shareholder

Signature of Proxy holder

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Company not less than 48 hours before the commencement of the Meeting. 2) The proxy need not be a member of the company