

ARVIND KUSHWAHA & ASSOCIATES

COMPANY SECRETARIES

CA/3C Janta Flats, Hari Nagar,
Sardar Kulwant Singh Marg, Delhi-110064

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SCRUTINIZER'S REPORT

[Pursuant to section 108 & 109 of the Companies Act, 2013 and rule 20(3) (xi) & 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman,

33rd Annual General Meeting ("AGM") of the shareholders of
FORTUNE INDUSTRIAL RESOURCES LIMITED (the "**Company**") held on Thursday, 26th
September, 2019 at 25, Bazar Lane, Bengali Market New Delhi - 110001.


Dear Sir,

1. I, Arvind Kumar Kushwaha, Proprietor of Arvind Kushwaha & Associates a practicing Company Secretary Firm having its Registered office at CA/3C Janta Flats, Hari Nagar, Sardar Kulwant Singh Marg, Delhi-110064, have been appointed by the Board of Directors of **FORTUNE INDUSTRIAL RESOURCES LIMITED** as a Scrutinizer for the purpose of scrutinizing the e-voting process and for the purpose of the poll taken on the below mentioned resolutions to ascertain the requisite majority on e-voting and poll carried out as per the provisions of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 on the resolution contained in the notice of the AGM of the shareholders of the Company held on Thursday, 26th September, 2019.
2. The management of the Company is responsible to ensure the compliances with the requirements under the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the notice of the AGM of the shareholders of the Company. My responsibility as a scrutinizer for the e-voting process and poll is restricted to the making of the Scrutinizer's report of the votes cast in "favor", "invalid votes" or "against" the resolutions contained in the notice, based on the reports generated from the e-voting system provided by National Securities Depository (India) Limited ("**NSDL**"), the authorized agency to provide e-voting facilities, engaged by the Company and the votes cast in "favor", "invalid votes" or "against" the resolutions contained in the notice by the shareholders as present by poll.




3. Further to the above, I submit my report as under:

- (i) The e-voting period remained opened from September 23, 2019 (09:00) to September 25, 2019 (17:00)
- (ii) The members of the Company as on the record date / cut-off date i.e. September 19, 2019, were entitled to cast their vote electronically on the resolutions as mentioned in the notice of the AGM of the shareholders of the Company;
- (iii) The votes cast were unblocked on September 26th, 2019 in the presence of two witnesses **Mrs. Jyoti Maurya** and **Mr. Ajay Sharma** who are not in employment of the Company. They have signed in below in confirmation of the votes being unblocked in their presence.



Jyoti Maurya



Ajay Sharma

- (iv) After the time fixed for the closing of the poll by the Chairman, the poll papers kept for polling were kept in my presence with due identification marks placed by me;
- (v) The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company;
- (vi) I did not find any poll papers invalid;
- (vii) The details of voting are as follows: -



Item No. 1

To receive, consider and adopt the Audited Financial Results for the financial year ended on 31st March, 2019 and Reports of the Board of Directors and the Auditors thereon.

1. Voted in favor of the Resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	15	1,79,200	99.89%
By poll	06	6,44,000	100%
Total	21	8,23,200	

2. Voted against the Resolution

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting	02	200	0.11%
By poll	0	0	NA
Total	02	200	0.11%

3. Invalid votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	NIL	NIL
By poll	NIL	NIL



Item No. 2

To appoint a Director in place of Mr. Sanjeev Agrawal (DIN: 00282059) who retires by rotation and is eligible for re-appointment

1. Voted in favor of the Resolution

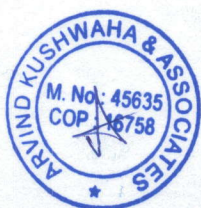
Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	15	1,79,200	99.89%
By poll	06	6,44,000	100%
Total	21	8,23,200	

2. Voted against the Resolution

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting	02	200	0.11%
By poll	0	0	NA
Total	02	200	0.11%

3. Invalid votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	NIL	NIL
By poll	NIL	NIL



Item No. 3

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, Ms. Vickky Kumari who was appointed as an Additional Independent Director on 26th September, 2018 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 she 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 her 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 26th September, 2018 till 25th September, 2023.

1. Voted **in favor** of the Resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	15	1,79,200	99.89%
By poll	06	6,44,000	100%
Total	21	8,23,200	

2. Voted **against** the Resolution

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting	02	200	0.11%
By poll	0	0	NA
Total	02	200	0.11%

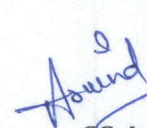
3. **Invalid** votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	NIL	NIL
By poll	NIL	NIL

Place: New Delhi
Date: 26.09.2019



Yours Faithfully,
For: Arvind Kushwaha & Associates
Company Secretaries


CS Arvind Kushwaha
Proprietor
M. No. 45635
CP No.: 16758