



Regd. Off. 201-202, Gedore House, 51-52, Nehru Place, New Delhi-110019 INDIA  
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### **NOTICE**

**NOTICE** is hereby given that an Extra-Ordinary General Meeting of the Members of **Fortune Marketing Private Limited** shall be held on Thursday, the 23<sup>rd</sup> day of April, 2015 at 201-202, Gedore House, 51-52, Nehru Place, New Delhi -110019 at 11:00 A.M to transact the following business:

#### **SPECIAL BUSINESS:**

#### **ITEM NO. 1 - APPROVAL FOR AVAILING CREDIT FACILITIES UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013**

To consider and if thought fit, to pass with or without modification, the following resolution as **Special Resolution:**

**"RESOLVED THAT** in supersession of all earlier resolutions and pursuant to the provisions of Section 180(1)(c) and other applicable provisions if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to avail the various credit facilities, from time to time, any sums or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans) may exceed the aggregate of the paid up share capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not any time exceed the limit of Rs. 50 crore.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such credit facilities are to be availed from the Bank from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

#### **ITEM NO. 2 - APPROVAL FOR MORTGAGE OF PROPERTY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013**

To consider and if thought fit, to pass with or without modification, the following resolution as **Special Resolution:**

**“RESOLVED THAT** in supersession of all earlier resolutions and pursuant to the provisions of Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the creation by the Board of Directors of the Company (hereinafter referred to as the “Board”) of such mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board/Committee of the Board may direct, in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the “Lending Agencies”) to secure rupee term loans/foreign currency loans, and other instruments of an outstanding aggregate value not exceeding Rs. 100 Crores together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Lending Agencies under their respective Agreements/Loan Agreements entered/to be entered into by the Company in respect of the said borrowings..

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to finalize with the Lending Agencies, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution.”

#### **ITEM NO. 3 - TO ALTER THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and if thought fit to pass the following resolution with or without modification as a **Special Resolution:**

**“RESOLVED THAT** as per the requirements and provisions of Section 4 & 13 of the Companies Act, 2013, and the rules made thereunder, the object clause (III-B) of the draft Memorandum of Association of the Company as placed before the meeting and initialed by the Chairman for the purpose of identification be and is hereby approved and adopted as the Memorandum of Association of the Company.”

#### **ITEM NO. 4 - TO ALTER THE ARTICLES OF ASSOCIATION OF THE COMPANY**



To consider and if thought fit to pass the following resolution with or without modification as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 5 & 14 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder, the existing Articles of Association of the Company be and is hereby replaced, altered, modified and revised as per the new format of Articles of Association as prescribed in Companies Act, 2013, a copy of which is placed before the meeting and duly initialed by the Chairman for the purposes of identification and that the new Articles be and are hereby approved and adopted as the Articles of Association of the Company”.

**ITEM NO. 5 - TO FIX THE TERM & REMUNERATION OF MR. MANOJ GUPTA, WHOLE TIME DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification, the following resolution as **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 196 of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, the term of Mr. Manoj Gupta, Whole Time Director of the Company be and is hereby fixed for a period of 5 years beginning 1<sup>st</sup> April 2014 and he shall be re-designated as the Whole-Time Director of the Company with effect from 1<sup>st</sup> April, 2014.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196 of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, the consent of the members of the Company be and is hereby accorded to pay a remuneration of Rs 5,00,000 per month plus variable bonus, if any, to Mr. Manoj Gupta, Whole Time Director of the Company with effect from 1<sup>st</sup> April, 2014.”

**ITEM NO. 6 - TO FIX THE TERM & REMUNERATION OF MR. AKHILESH GUPTA, WHOLE TIME DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification, the following resolution as **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 196 of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, the term of Mr. Akhilesh Gupta, Whole Time Director of the Company be and is hereby fixed for a

period of 5 years beginning 1<sup>st</sup> April 2014 and he shall be re-designated as the Whole-Time Director of the Company with effect from 1<sup>st</sup> April, 2014.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196 of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, the consent of the members of the Company be and is hereby accorded to pay a remuneration of Rs. 1,40,500 per month plus per month, if any, to Mr. Akhilesh Gupta, Whole Time Director of the Company with effect from 1<sup>st</sup> April, 2014.”

**ITEM NO. 7 - TO FIX THE TERM & REMUNERATION OF MR. MANISH AGRAWAL, WHOLE TIME DIRECTOR OF THE COMPANY**

**“RESOLVED THAT** pursuant to the provisions of Sections 196 of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, the term of Mr. Manish Agrawal, Whole Time Director of the Company be and is hereby fixed for a period of 5 years beginning 1<sup>st</sup> April 2014 and he shall be re-designated as the Whole-Time Director of the Company with effect from 1<sup>st</sup> April, 2014.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196 of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, the consent of the members of the Company be and is hereby accorded to pay a remuneration of Rs 4,25,000 per month plus variable bonus, if any, to Mr. Manish Agrawal, Whole Time Director of the Company with effect from 1<sup>st</sup> April, 2014.”

**By Order of the Board of Director  
FORTUNE MARKETING PRIVATE LIMITED**

**Date: 30<sup>th</sup> March, 2015**

**Place: New Delhi**

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**MANOJ GUPTA  
Whole-Time Director  
DIN: 00565614**

**Address: B-31, Pamposh Enclave,  
New Delhi-110048**



## **NOTES:**

1. A member entitled to attend and vote is entitled to appoint proxy to vote instead of himself and the proxy need not be a member of the Company. Proxy in order to be effective must be received by the Company not less than forty-eight (48) hours before the meeting.
2. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the meeting is annexed to this notice.

### **Explanatory Statement u/s 102 of the Companies Act, 2013**

#### **Item No. 1**

Pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members is being sought by way of special resolution to accord consent to the Board of Directors of the Company to avail the various credit facilities, from time to time, any sums or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans) may exceed the aggregate of the paid up share capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not any time exceed the limit of Rs. 50 crore.

Further pursuant to the aforementioned provisions of the Act, the above powers of the Board are required to be exercised only with the consent of the Company by a Special Resolution.

The resolution as set out in the notice requires the approval of the members of the Company in the General Meeting.

The Board of Directors recommends the resolution for your approval.

None of the Directors, Key Managerial Personnel and their relatives are in anyway concerned or interested in the resolution.

#### **Item No. 2**

Pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members is being sought by way of special resolution to accord consent to the Board, the creation of such mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board/Committee of the Board may direct, in favour of the Lending Agencies to secure rupee term loans/foreign currency

loans, and other instruments of an outstanding aggregate value not exceeding Rs. 100 Crores together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Lending Agencies under their respective Agreements/Loan Agreements entered/to be entered into by the Company in respect of the said borrowings.

Further pursuant to the aforementioned provisions of the Act, the above powers of the Board are required to be exercised only with the consent of the Company by a Special Resolution.

The resolution as set out in the notice requires the approval of the members of the Company in the General Meeting.

The Board of Directors recommends the resolution for your approval.

None of the Directors, Key Managerial Personnel and their relatives are in anyway concerned or interested in the resolution.

#### **For Item No. 3**

The Company has to adopt the new Memorandum of Association as per requirement of the Companies Act, 2013.

The Company proposes to make the alterations in the object clause (III-B) of Memorandum of Association of the Company as per the requirements of Sec. 4 of the Companies Act 2013.

The draft Memorandum of Association is enclosed with the notice calling Shareholders' meeting and available for inspection by the members at the registered office of the Company during working hours.

None of Directors, Key Managerial Personnel and their relatives are interested in the above resolution. The approval of the Shareholders is sought for the same as Special Resolution.

#### **For Item No. 4**

The Company has to adopt the new set of Articles as per requirement of the Companies Act, 2013.

The draft altered Articles of Association is enclosed with the notice calling Shareholders' meeting and available for inspection by the members at the registered office of the Company during working hours.



None of Directors, Key Managerial Personnel and their relatives are interested in the above resolution. The approval of the Shareholders is sought for the same as Special Resolution.

**For Item No. 5**

The Board is proposing to fix the term of Mr. Manoj Gupta, Whole Time Director of the Company for a period of 5 year beginning 1<sup>st</sup> April, 2014 and further it has been proposed to pay him a maximum remuneration of Rs. 5,00,000 per month with effect from 1<sup>st</sup> April, 2014 for a period of 5 years.

The proposed terms & conditions of the appointment of Mr. Manoj Gupta as Whole Time Director of the Company require the approval of its Members in General Meeting.

The Board of Directors recommends the resolution for your approval.

None of the Directors except Mr. Manoj Gupta with regard to fixing of his term and remuneration, Key Managerial Personnel and their relatives are in anyway concerned or interested in the resolution.

**For Item No. 6**

The Board is proposing to fix the term of Mr. Akhilesh Gupta, Whole Time Director of the Company for a period of 5 year beginning 1<sup>st</sup> April, 2014 and further it has been proposed to pay him a maximum remuneration of Rs. 1,40,500 per month with effect from 1<sup>st</sup> April, 2014 for a period of 5 years.

The proposed terms & conditions of the appointment of Mr. Akhilesh Gupta as Whole Time Director of the Company require the approval of its Members in General Meeting.

The Board of Directors recommends the resolution for your approval.

None of the Directors, except Mr. Akhilesh Gupta with regard to fixing of his term and remuneration, Key Managerial Personnel and their relatives are in anyway concerned or interested in the resolution.

**For Item No. 7**

The Board is proposing to fix the term of Mr. Manish Agrawal, Whole Time Director of the Company for a period of 5 year beginning 1<sup>st</sup> April, 2014 and further it has been proposed to pay him a maximum remuneration of Rs. 4,25,000 per month with effect from 1<sup>st</sup> April, 2014 for a period of 5 years.

The proposed terms & conditions of the appointment of Mr. Manish Agrawal as Whole Time Director of the Company require the approval of its Members in General Meeting.

The Board of Directors recommends the resolution for your approval.

None of the Directors except Mr. Manish Agrawal with regard to fixing of his term and remuneration, Key Managerial Personnel and their relatives are in anyway concerned or interested in the resolution.

By Order of the Board of Director  
**FORTUNE MARKETING PRIVATE LIMITED**

**Date: 30<sup>th</sup> March, 2015**

**Place: New Delhi**

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**MANOJ GUPTA**

**Whole-Time Director**

**DIN: 00565614**

**Address: B-31, Pamposh Enclave,  
New Delhi-110048**