

F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

Email id: finance@fmecinternational.com

Web site: www.fmecinternational.com

CIN: L74899DL1993PLC053936

13-B, II Floor, Netaji Subhash Marg, Central

Bank Building, Daryaganj, Delhi-110002

Tel: 011-43680407

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

The terms and conditions of appointment of the following Independent Directors are subject to the extent provisions of the (i) applicable laws, including the Companies Act, 2013 ('2013 Act') and Clause 49 of the Listing Agreement (as amended from time to time) and (ii) Articles of Association of the Company.

Sl. No.	Name of Independent	From	To
1	Ramesh Kumar	30 th September 2014	29 th September 2019
2	Rohit Agrawal	30 th March 2015	29 th March 2020

The broad terms and conditions of their appointments as Independent Directors of the Company are reproduced hereunder:

1. APPOINTMENT

The Independent Directors shall serve on the Board for not more than two terms of five years each on the Board of the Company as per the provisions of the Companies Act, 2013 and as per Clause 49 of the Listing Agreement for a term upto 5 (five) years only. The appointment will be for a Period metioned against their respective names. The Company may disengage Independent Directors prior to completion of the Term subject to compliance of relevant provisions of the Companies Act 2013

As Independent Directors, they will not be liable to retire by rotation

Reappointment at the end of the Term shall be based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board and the shareholders. The reappointment would be considered by the Board based on the outcome of the performance evaluation process and the directors continuing to meet the independence criteria. The directors may be requested to be a member / Chairman of any one or more Committees of the Board which may be constituted from time to time.

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2. ROLE, DUTIES AND RESPONSIBILITIES

- (1) The Director shall act in accordance with the provisions of the article of association of the Company.
- (2) The Director shall act in good faith to promote the objects of the company for benefit of all stakeholders of the company.
- (3) Director shall act in prudent and independent manner while discharging the duties as may be assigned by the company and laws of the land.
- (4) The director shall not involve in a situation in which he may have a direct or indirect interest that conflicts or possibly may conflict with the interest of the Company.
- (5) The director shall not attempt to gain or achieve any undue advantage either for himself or to his relatives, partners or associates by exploiting his positions at Company. Further if found guilty shall be liable to pay an amount equal to that gain to the Company.
- (6) Director shall not assign his office and any assignment so made shall be void.
- (7) If Director of the Company Contravenes the provisions of this section, such director shall be punishable with fine which shall not be less than One Lakh rupees but which may extend to Five Lakh Rupees.

3. REMUNERATION & EXPENSES

Remuneration will be paid by way of sitting fees for meetings of the Board and its committees as may be decided by the Board and approved by the shareholder from time to time.

4. OTHER TERMS AND CONDITIONS

The Independent Director shall abide by the 'Code for Independent Directors' as outlined in Schedule IV to Section 149(8) of the 2013 Act and duties of directors as provided in the 2013 Act (including Section 166) and in Clause 49 of the Listing Agreement and We are confident that the Board and the Company will benefit immensely from your rich experience. If these terms of appointment are acceptable to you, please confirm your acceptance by signing and returning the enclosed copy of this letter. We thank you for your continued support and commitment to the Company.

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5. DISCLOSURES

You being director of the company shall give notice of interest or concern in the company or companies, bodies corporate, firms or other association of individuals through Form MBP 1 at first meeting of the Board of Directors of the Company in every financial year in pursuance with the provisions of Section 184 of the Companies Act 2013.

You are further requested to intimate company about your interest or concern in company or companies, bodies corporate, firms or other association of individuals through Form MBP 1 if any arises during the financial year in the next subsequent board meeting .

6. INDEPENDENT ADVICE

With the approval of the Chairman you may seek independent professional advice, at the Company's expense, on any matter connected with the discharge of your responsibilities as a Director. Copies of this advice must be made available to, and for the benefit of, all Board members, unless the Chairman otherwise agrees.

7. PERFORMANCE APPRAISAL / EVALUATION PROCESS

As members of the Board, their performance as well as the performance of the entire Board and its Committees will be evaluated annually. Evaluation of each director shall be done by all the other directors. The criteria for evaluation shall be disclosed in the Company's Annual Report. However, the actual evaluation process shall remain confidential and shall be a constructive mechanism to improve the effectiveness of the Board / Committee.

8. COMPANY POLICIES

As an officer of the Company it is expected from the Independent Director to act at all times in accordance with the Company's Constitution and comply with the Company's corporate policies and procedures that relate to your role as a Director covering such areas as corporate governance, privacy and travel. Copies of these will be provided.

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9. CONFIDENTIALITY

In role as a Director they will be in possession of confidential information about the Company and its affairs. They may only use that information in the proper performance of your duties or as required by law; they must not use it to gain advantage for themselves or others, or to the detriment of the Company.

10. CHANGES OF PERSONAL DETAILS

During the Term, they shall promptly intimate the Company Secretary and the Registrar of Companies in the prescribed manner, of any change in address or other contact and personal details provided to the Company.

11. RESIGNATION

They may resign from the office of director after intimating company through resignation letter and should file the same resignation letter to Registrar of Companies, NCT of Delhi and Haryana within 30 days of such resignation in form DIR 11.

For F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

BIMAL AGGARWAL

Managing Director

Din: 00361883

R/o ; 3700, Sector 23, Gurgaon, Haryana -122017