

NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of the members of **F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED** will be held on Sunday, 27th day of September, 2015 at J.P Hotel & Resorts 6B Patparganj IP Extenssion NH-24 Behind CNG Petrol Pump New Delhi-110092 at 11:00 A.M. to consider and transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt :
 - (a) To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Balance Sheet & Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended March 31, 2015 along with the Auditor's Report and the Directors' Report as circulated to the shareholders and laid before the meeting, be received, considered and adopted.”
 - (b) To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Consolidated Balance Sheet & Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended March 31, 2015 along with the Auditor's Report as circulated to the shareholders and laid before the meeting, be received, considered and adopted.”
2. To appoint a Director in place of Mr. Bimal Aggarwal, (DIN: 00361883) who retires by rotation and being eligible for re-appointment.

“RESOLVED THAT pursuant the provisions of Section 152 of the Companies Act, 2015 Mr. Bimal Aggarwal (DIN: 00361883) , who retires by rotation, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation.
3. **Appointment of Auditor in place of retiring Auditor:**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of section 139 and other application provisions, if any, of Companies act 2013 and the rules framed there under as mentioned from time to time M/s. Sanjay K Singhal & Co, Chartered Accountants, New Delhi be and is hereby appointed as the auditors of the company in place of the retiring auditors. M/s Rajesh Ranjit & Co Chartered Accountants, to hold the office of the auditors till the conclusion of the annual general meeting held in 2020 on such remuneration as may be determined by the Board of directors of the company.”

SPECIAL BUSINESS:

4. To Appoint Mr. Bimal Aggarwal as Managing Director
To appoint Mr Bimal Aggarwal as Managing Director of the Company who was appointed as Director of the Company and in this regard to consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution
RESOLVED THAT pursuant to Sections 203, 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made hereunder or any amendment or, modifications thereof and Article of Association of the company Mr. Bimal Agarwal who was appointed as Managing Director by the Board subject to shareholders Consent be and is hereby accorded for appointment of Mr Bimal Aggarwal as Managing Director of the company without any remuneration for a period of 5 years w.e.f 30th March 2015 as a rotational Director .”
RESOLVED FUTHER THAT Board of Director and Company Secretary of the Company be and are hereby severally authorized to sign, file all forms, documents, papers etc. with the Registrar of Companies, NCT of Delhi & Haryana, Ministry of Corporate Affairs and to do all such acts deeds, and things which may be necessary in this behalf.”

5. To Regularise Mrs Rachna Aggarwal as a Director of the Company

To appoint Mrs. Rachna Aggarwal as a Director of the Company who was appointed as an Additional Director of the Company and whose term expires at this Annual General Meeting and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to provision of Section 161 the Companies Act, 2013, Mrs Rachna Aggarwal who was appointed as an Additional Director with effect from 01.11.2014 on the Board of the Company in terms of Section 161 of the Companies Act 2013 and provisions of Article of Association of the Company, who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act 2013 from a Member proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company.”

RESOLVED FUTHER THAT Board of Director and Company Secretary of the Company be and are hereby severally authorized to sign, file all forms, documents, papers etc. with the Registrar of Companies, NCT of Delhi & Haryana, Ministry of Corporate Affairs and to do all such acts deeds, and things which may be necessary in this behalf.”

6. To Regularise Mr. Rohit Agrawal as Independent Director of Company.

To appoint Mr. Rohit Agrawal (DIN: 06490313) as an Non Executive Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, including any amendment, modification, variation or re-enactment thereof read with Schedule IV to the Companies Act, 2013, for the time being in force, Mr. Rohit Agrawal who was appointed as an Non Executive Additional Independent Director by the Board of the Company, be and is hereby appointed as Non Executive Independent Director to hold office as such for a period of 5 (five) consecutive years, with effect from 30th March 2015 and he shall not be liable to retire by rotation and in respect of whom the Company has received a notice in writing and required sum of Deposit from himself proposing his candidature for the office of Independent Director.”

RESOLVED FUTHER THAT Board of Director and Company Secretary of the Company be and are hereby severally authorized to sign, file all forms, documents, papers etc. with the Registrar of Companies, NCT of Delhi & Haryana, Ministry of Corporate Affairs and to do all such acts deeds, and things which may be necessary in this behalf.”

7. Re-appointment of Secretarial Auditor

To re-appoint M/s A.K.Verma & Co. ,Company Secretaries, New Delhi as Secretarial Auditor of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant provisions of Section 204 of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Other applicable provisions of the Act and pursuant to relevant provisions of Article of Association of the Company, consent of the Company be and is hereby accorded to re-appoint M/s A.K.Verma & Co., Company Secretaries, New Delhi as Secretarial Auditor for Financial Year 2015-2016”

RESOLVED FUTHER THAT Board of Director and Company Secretary of the Company be and are hereby severally authorized to sign, file all forms, documents, papers etc. with the Registrar of Companies, NCT of Delhi & Haryana, Ministry of Corporate Affairs and to do all such acts deeds, and things which may be necessary in this behalf.”

8. Adoption of New Set of Articles of Association:

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the Articles of Association of the Company be and are hereby altered by replacing all the existing regulations with the new regulations as per Table F of Schdule-I of the Companies Act, 2013, be and is hereby adopted as new regulations of the Articles of Association of the Company.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors and Company Secretary be and are hereby severally authorized on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies NCT of Delhi & Haryana.”

9. Alteration of Clause III (B) by changing the heading of Incidental Object Clause and deletion of Clause III (C) of Other Objects Clause as per the Provision of The Companies Act, 2013.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as Special Resolution

“**RESOLVED THAT** pursuant to Sections 4, 13 and other applicable provisions of the Companies Act, 2013 if any, consent of the members be and is hereby given for alteration of Clause III (B) of the objects that are incidental or ancillary to the attainment of the main objects of the Memorandum of Association by changing the heading as “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A)” without making any addition or deletion in the incidental objects.

RESOLVED FURTHER THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) consent of the members be and is hereby given for the deletion of Clause III (C) of Other Objects Clause of the Memorandum of Association of the Company in compliance of the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board of Directors and Company Secretary be and are hereby severally authorized on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies NCT of Delhi & Haryana.”

10. Alteration of The Liability Clause of the Memorandum Of Association as per the Provision of The Companies Act, 2013:

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

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), Clause IV of the Memorandum of Association be and is hereby altered by replacing the existing Clause IV with the following new Clause IV:

Clause IV : “**The liability of members is limited and this liability is limited to the amount unpaid on shares held by them.**”

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies NCT of Delhi & Haryana.”

By the order of the Board
F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

BIMAL AGGARWAL
Managing Director
Din: 00361883

Add: 3700, Sector-23, Gurgaon (Haryana)

Date: 11.08.2015
Place: New Delhi

NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.
2. Proxy form in MGT-11 duly filled up and executed must be received at the Registered Office of the company not less than 48 hours before the time fixed for the meeting. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share Capital of Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours (Sunday is included in computation of 48 hours) before the commencement of the Meeting. A Proxy Form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
3. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, 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 of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
4. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip at the Registration Counter at the AGM.
5. The relevant details of directors seeking appointment/ re-appointment are annexed.
6. The Register of Members and Share Transfer Books shall remain closed from 19th September, 2015 to 26th September, 2015 (both days inclusive).
7. Members desiring any further information on the business to be transacted at the meeting should write to the company at least 15 days before the date of the meeting so as to enable the management to keep the information, as far as possible, ready at the meeting.
8. Members are requested to notify the company their change of address, if any, to Registered Office of the Company.
9. Members are requested to bring their attendance slip and copy of the Annual Report with them at the Annual General Meeting.
10. All correspondence relating to shares may be addressed to the registered office of the company.
11. The business set out in the Notice can be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No 15.
12. Members desiring any information/clarification on the Accounts are requested to write to the Company in advance at least seven (7) days before the meeting so as to keep the information ready at the time of Annual General Meeting.
13. As per provisions of the Companies Act, 2013 facility for making nominations is available to the shareholders in respect of the shares held by them. Nomination forms can be obtained from the Registered Office of the Company.
14. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 15. Voting Through Electronic Means**
 - a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting as stated in the Notice by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

- b) The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Insta Poll'.
- c) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- d) The Company shall also provide facility for voting through polling paper which shall be available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
- e) The Company is providing facility for voting by electronic means to its members to enable them to cast their votes through such voting. The Company has engaged the services of Central Depository Service Limited ("CDSL") as the Authorised Agency to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting).
- f) The Board of Directors of the Company has appointed Mr. Ashok Kumar Verma, a Practicing Company Secretary, New Delhi as Scrutinizer to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- g) Remote e-voting facility will be available during the following period:

Commencement of remote e-voting	9.00 a.m. On 24th September 2015
End of remote e-voting	5.00 p.m. 26th September 2015

Please note that remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.

- h) The cut-off date for the purpose of voting (including remote e-voting) is 19th September, 2015.
- i) The Scrutinizer, after scrutinizing the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.fmecinternational.com. The results shall simultaneously be communicated to the Stock Exchanges.

Information and other instructions relating to e-voting are as under:

- (i) The voting period begins on 24th September 2015, 09:00 A.M and ends on 26th September 2015, 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 19th September 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

PAN	For Members holding shares in Demat Form and Physical Form
	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant F MEC International Financial Services Ltd.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- (xxi) The Results shall be declared within three days from the date of AGM of the Company i.e 30th September, 2015. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.fmecinternational.com and on the website of CDSL and communicated to the STOCK EXCHANGE
-

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4:

Appointment of Mr Bimal Aggarwal as Managing Director of the Company

Mr. Bimal Aggarwal was appointed as an Managing Director by the Board of Director in the Meeting Held on 30.03.2015 in accordance with the provisions of Sections 203, 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder or any amendment or, modifications thereof and subject to consent of the shareholders. Mr Bimal Aggarwal was originally appointed as Director in the Company. The Board feels that it is beneficial for the Company to entrust all the responsibility relating to the managing affairs of the Company so it was decided by the Board to change in designation of Mr. Bimal Aggarwal from Director to Managing Director of the Company.

Brief resume of Mr. Bimal Aggarwal is as under:

1. Nature of their expertise in specific functional areas : In Buisness Management
2. Names of companies in which they hold directorships and memberships / chairmanships of Board Committees,:
1. Texas engineers private limited 2. YDS securities private limited
3. Shareholding in the Company : 68000 Shares
4. Relationships with directors, Manager and other Key Managerial Personnal : Husband of Mrs. Rachna Aggarwal (Director of the Company)
5. Age :59 Years
6. Qualification: Post Graduate
7. Experience : More than 20 Years in Business Management
8. Terms and Condition of appointment: as specified in Appointment Letter
9. No of Meeting of the Board attended during the Year: 11(Eleven)

None of the Directors, except Mrs Rachna Aggarwal and Mr Bimal Aggarwal are concerned or interested in this resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The copies of the following documents are open for inspection at the registered office of the Company between 11.00 am and 1.00 pm on any working day except Saturdays and Sundays and company holidays:

1. Copy of the Board Resolution
2. Notice of the AGM with Explanatory
3. Memorandum and Articles of Association of the Company
4. Balance Sheet as on 31st March, 2015 along with Profit & Loss Account and Auditors' Report thereon of the Company.

The board of directors of company recommends passing of the resolution as Ordinary Resolution.

Item No.5

Regularisation of Mrs Rachna Aggarwal as Director of the Company

Mrs Rachna Aggarwal was appointed as an Additional Director by the Board of Director in accordance with the provisions of Section 161 of the Companies Act, 2013 and rules made there under and Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. The Board feels that presence of Mrs Rachna Aggarwal on the Board is desirable and would be beneficial to the company.

The Company has received a notice in writing from a member alongwith the deposit of Rs 1,00,000/- as amount stated under Section 160 of the Act proposing the candidature of Mrs. Rachna Aggarwal for the office of Director of the Company.

Brief resume of Mrs. Rachna Aggarwal are as under:

1. Nature of their expertise in specific functional areas : In Buisness Management
2. Names of companies in which they hold directorships and memberships / chairmanships of Board Committees,; 1. Texas engineers private limited 2. YDS securities private limited
3. Shareholding in the Company : 18500 Shares
4. Relationships with directors, Manager and other Key Managerial Personnel : Wife of Mr. Bimal Aggarwal (Managing Director of the Company)
5. Age :49 Years
6. Qualification: Graduate
7. Experience : More than 15 Years in Business Management
8. Terms and Condition of appointment: as specified in Appointment Letter
9. No of Meeting of the Board attended during the Year: 4(Four)

None of the Directors, except Mrs. Rachna Aggarwal and Mr Bimal Aggarwal are concerned or interested in this resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The copies of the following documents are open for inspection at the registered office of the Company between 11.00 am and 1.00 pm on any working day except Saturdays and Sundays and company holidays:

1. Copy of the Board Resolution
2. Notice of the AGM with Explanatory
3. Memorandum and Articles of Association of the Company
4. Balance Sheet as on 31st March, 2015 along with Profit & Loss Account and Auditors' Report thereon of the Company.

The board of directors of company recommends passing of the resolution as Ordinary Resolution.

Item No.6

Regularization of Mr Rohit Agrawal as a Director

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

Mr. Rohit Agrawal be appointed as an Independent Directors of the Company and have held the positions as such for 5 (five) years. The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

It is proposed to appoint Mr. Rohit Agrawal as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 27th Annual General Meeting of the Company in the calendar year 2020.

Mr. Rohit Agrawal not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Mr. Rohit Agrawal that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

The Company has received a notice in writing from a himself alongwith the deposit of Rs 1,00,000/- as amount stated under Section 160 of the Act proposing the candidature of Mr. Rohit Agrawal for the office of Director of the Company.

In the opinion of the Board, Mr. Rohit Agrawal fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Mr. Rohit Agrawal is independent from the management of the Company. He is not related to any Director, Key Managerial Personnel and Relative of any of them.

Brief resume of Mr. Rohit Agrawal are as under:

1. nature of their expertise in specific functional areas : Accounting and allied Laws
2. names of companies in which they hold directorships and memberships / chairmanships of Board Committees,; An Institute for smart studies Private Limited
3. shareholding in the Company: Nil
4. relationships with directors, Manager and other Key Managerial Personnal- Not Related
5. Age :29 Years
6. Qualification: Graduate
7. Experience : More than 5 Years in Accounting Field

8. Terms and Condition of appointment: as specified in Appointment Letter

9. No of Meeting of the Board attended during the Year: One

Copy of the draft letters for respective appointments of Mr. Rohit Agrawal as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mr. Rohit Agrawal is interested in this resolutions with regard to his respective appointment.

The relatives of Mr. Rohit Agrawal may be deemed to be interested in the resolutions set out respectively at Item Nos. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The copies of the following documents are open for inspection at the registered office of the Company between 11.00 am and 1.00 pm on any working day except Saturdays and Sundays and company holidays:

1. Copy of the Board Resolution
2. Notice of the AGM with Explanatory
3. Memorandum and Articles of Association of the Company
4. Balance Sheet as on 31st March, 2015 along with Profit & Loss Account and Auditors' Report thereon of the Company.

The board of directors of company recommends passing of the resolution as Ordinary Resolution.

Item No. 7

As per the provisions of Section 204 of the Companies Act 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company being a Listed Company shall be subject to Secretarial Audit from Practicing Company Secretary.

The Board hereby recommends to re-appoint M/s A.K.Verma & Co., Company Secretaries, having experience of more than 19 years of Corporate Services in field of Corporate Laws as Secretarial Auditor of Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The copies of the following documents are open for inspection at the registered office of the Company between 11.00 am and 1.00 pm on any working day except Saturdays and Sundays and company holidays:

1. Notice of the AGM with Explanatory
2. Memorandum and Articles of Association of the Company
3. Balance Sheet as on 31st March, 2015 along with Profit & Loss Account and Auditors' Report thereon of the Company.

The board of directors of company recommends passing of the resolution as Ordinary Resolution.

Item No. 8

the Existing Regulation of Articles of Association are replaced by the new set of regulations of Articles of Association as per table F of the Schedule I of the Companies Act 2013. The modification in the Articles of Association is carried out to give effect to the provisions of the Companies Act, 2013. Consent of the shareholders by passing a Special Resolution is required in this regard.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The copies of the following documents are open for inspection at the registered office of the Company between 11.00 am and 1.00 pm on any working day except Saturdays and Sundays and company holidays:

1. Notice of the AGM with Explanatory
2. Memorandum and Articles of Association of the Company as per Companies Act 2013
3. Balance Sheet as on 31st March, 2015 along with Profit & Loss Account and Auditors' Report thereon of the Company.

The board of directors of company recommends passing of the resolution as Special Resolution.

Item No.9

In order to comply with the provisions of the Companies Act, 2013, the Company needs to amend the title of clause III (B) Objects Clause of the Memorandum of Association.

Further in order to comply with the provisions of Section 4(1) (c), 13 and other applicable provisions, if any, of the

Companies Act, 2013, the Company needs to delete the Other Objects Clause from the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The relevant documents are available for inspection by the members during working hours in registered office of the company.

The copies of the following documents are open for inspection at the registered office of the Company between 11.00 am and 1.00 pm on any working day except Saturdays and Sundays and company holidays:

1. Notice of the AGM with Explanatory
2. Memorandum and Articles of Association of the Company as per Companies Act 2013
3. Balance Sheet as on 31st March, 2015 along with Profit & Loss Account and Auditors' Report thereon of the Company.

The board of directors of company recommends passing of the resolution as Special Resolution.

Item No.10

In order to comply with the provisions of Section 4(1)(d)(i), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to alter the Liability Clause of the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013. Consent of the shareholders by passing a Special Resolution is required in this regard.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The relevant documents are available for inspection by the members during working hours in registered office of the company.

The copies of the following documents are open for inspection at the registered office of the Company between 11.00 am and 1.00 pm on any working day except Saturdays and Sundays and company holidays:

1. Copy of the Board Resolution
2. Notice of the AGM with Explanatory
3. Memorandum and Articles of Association of the Company

Balance Sheet as on 31st March, 2015 along with Profit & Loss Account and Auditors' Report thereon of the Company.

The board of directors of company recommends passing of the resolution as Special Resolution.

DETAILS OF DIRECTORS SEEKING APPOINTMENT /RE-APPOINTMENT IN ANNUAL GENERAL MEETING FIXED FOR 27TH SEPTEMBER 2015

Name of Director	Mr Bimal Aggarwal	Mrs. Rachna Aggarwal	Mr. Rohit Agrawal
Date of Birth	15/03/1956	30/11/1965	02/07/1986
Date of Appointment	01.04.2002	01.11.2014	30.03.2015
Qualification	Ph.d (Management) MBA in Finance and LL.B	Graduate	Graduate
Expertise in specific functional area	More than 20 Years in Business Management	More than 15 Years in Business Management	More than 5 Years in Accounting Field
List of Public /Private Companies in which outside Directorship held (including Foreign Companies)	1. Texas Engineers Private Limited 2. YDS Securities Private Limited	1. Texas Engineers Private Limited 2. YDS Securities Private Limited	An Institute for smart studies Private Limited
Shareholding in the Company	68000 Shares	18500 Shares	NIL

F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

CIN : L74899DL1993PLC053936

Registered office: 11nd Floor, Central Bank Building 13-B, Netaji Subhash Marg, Daryaganj Delhi-110002

ADMISSION SLIP

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company/Depositories.

DP ID

Client ID.....

Folio No.....

No. of Shares.....

Name(s) in Full
Company

Father's/Husband's Name

Address as Regd. with the

1.

2.

3.

I/WE HEREBY RECORD MY/OUR PRESENCE AT THE 22ND ANNUAL GENERAL MEETING OF THE COMPANY BEING HELD ON SUNDAY, 27TH DAY OF SEPTEMBER, 2015 AT 11.00 A.M. AT J.P HOTEL & RESORTS 6B PATPARGANJ IP EXTENTSION NH-24 BEHIND CNG PETROL PUMP NEW DELHI-110092

Member

Proxy

Member's / Proxy's Name in Block Letters

Member's / Proxy's Signature

* Applicable for investors holding shares in physical form.

** Please strike out whichever is not Applicable

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]

F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

L74899DL1993PLC053936

11nd Floor, Central Bank Building 13-B, Netaji Subhash Marg, Daryaganj Delhi-110002

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 :

Address :

E-mail Id :

Signature :....., or failing him

2. Name :

Address :

E-mail Id :

Signature :....., or failing him

3. Name :

Address :

E-mail Id :

Signature :.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual general meeting of the company, to be held on the Sunday 27th day of September, 2015 At **11:00** A.M. at J.P Hotel & Resorts 6B, Patparganj IP Extension NH-24 Behind CNG Petrol Pump New Delhi-110092 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Resolutions	For (Approved)	Against (Rejected)
1. To consider the Audited Financial Statements/ Consolidated Financial Statements for the year/period ended 31st March, 2015.		
2. Re-appointment of the Mr. Bimal Aggarwal, Director, retiring by rotation.		
3. Appointment of Auditors		
4. Appointment of Mr. Bimal Aggarwal as Managing Director		
5. Regularisation of Mrs Rachna Aggarwal as a Director of the Company		
6. Regularisation of Mr. Rohit Agrawal as Independent Director of Company		
7. Re-appointment of Secretarial Auditor		
8. Adoption of New Set of Articles of Association		
9. Alteration of Clause III (B) by changing the heading of Incidental Object Clause and deletion of Clause III (C) of Other Objects Clause as per the Provision of The Companies Act, 2013.		
10. To Alter the Liability Clause of the Memorandum of Association.		

Signed this..... day of..... 20.....

Signature of shareholder

Signature of Proxy holder(s)

Affix Rs. 1/- Revenue Stamp

Note:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- (2) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (3) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (4) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.