

# NOTICE

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NOTICE is hereby given that the 30<sup>th</sup> Annual General Meeting of the members of F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED will be held on Saturday, 30<sup>th</sup> September, 2023 at 12:30 P.M. at II Floor, 13-B, Central Bank Building, Netaji Subhash Marg, Daryaganj, Delhi-110002, to transact the following business:

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## ORDINARY BUSINESS:

1. To Receive, Consider and Adopt the Audited Financial Statements as at 31<sup>st</sup> March, 2023 and Report of the Board of Directors' and Auditors' thereon:

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, 2023 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.”

2. To Appoint a Director in place of Ms. Renuka Chouhan (DIN: 09547785) who retires by rotation and, being eligible, offers herself for re-appointment:

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 provisions of Section 152 of the Companies Act, 2013 read with applicable Companies (Qualification and Appointment of Directors) Rules, 2014, Ms. Renuka Chouhan (DIN: 09547785), who retires by rotation, and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

## SPECIAL BUSINESS:

3. To Re-Appoint M/s A. K. Verma & Co., Company Secretaries (Registration Unique Code- P1997DE091500) as Secretarial Auditor for the Financial Year 2023-2024:

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 provisions of Section 204 of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions of the Act and pursuant to relevant provisions of Articles of Association of the Company, consent of the members be and is hereby accorded to re-appoint “M/s A.K. Verma & Co.”, Company Secretaries (Unique Code- P1997DE091500), New Delhi as Secretarial Auditor for Financial Year 2023-2024 at the remuneration as decided by the Board of Directors of the Company”.

4. To Appoint Mr. Kabeer Chaudhary (DIN: 03142141) as a Non-Executive (Independent) Director of the Company

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

“RESOLVED THAT Mr. Kabeer Chaudhary (DIN 03142141) who was appointed with effective from 5<sup>th</sup> September, 2023, as an Additional Director on the Board of Directors of the Company in terms of Section 161(1) of the Companies Act, 2013 (the ‘Act’) (including any statutory modification(s) or re-enactment thereof for the time being in force) and whose term of office expires at the ensuing Annual General Meeting (AGM) and in respect of whom the Company has received a notice in writing from a member proposing his candidature for appointment as a Non-Executive Independent Director, be and is hereby appointed as a Non-Executive Director, as per all applicable provisions thereof and rules made thereunder (including any statutory modifications, or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director and Company Secretary, be and are hereby severally authorized to file the necessary returns/forms with the Registrar of Companies, NCT Delhi and Haryana and to do all such acts, deeds and things as may be necessary to give effect to the resolution.”

5. To Appoint Mr. Apoorve Bansal (DIN: 08052540) as a Managing Director of the Company

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company, the consent of the Company be and is hereby accorded for re-appointment of Mr. Apoorve Bansal (DIN 08052540), as a Managing Director of the Company for a period of five years with effect from 5<sup>th</sup> September, 2023, on the

principal terms and conditions as set out in the Explanatory Statement annexed to this Notice and also in the draft letter of appointment proposed to be issued by the Company to Mr. Apoorve Bansal, a copy whereof duly initialed by the Chairman for the purpose of identification, is placed before the meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or re-appointment at it may deem fit.

RESOLVED FURTHER THAT the aggregate of the Salary, Commission, Perquisites, Benefits, Allowances and Facilities, etc. payable to Mr. Apoorve Bansal shall be subject to overall ceiling as prescribed under Section 197(1) and 197(1)(i) of Companies Act, 2013 read with Schedule V within the overall limits.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 read with Schedule V thereto and subject to the approval of the Central Government, if required, such remuneration as aforesaid be paid and provided to Mr. Apoorve Bansal as minimum remuneration, in case of absence or inadequacy of profits of the Company in any financial year during his term of office.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, amend, vary or modify the terms and conditions of appointment and remuneration as it may deem fit and as may be acceptable to Mr. Apoorve Bansal, subject to the remuneration not exceeding the limits as specified above or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT during the tenure of his appointment, he will not be entitled to any sitting fees for attending the meetings of the Board or any Committee thereof.

RESOLVED FURTHER THAT the appointment may be terminated by either party by giving three months' notice in writing to the other.

RESOLVED FURTHER THAT any Director and Company Secretary, be and is hereby authorized to do all statutory filings with the Registrar of Companies, Mumbai, Maharashtra and to do all such acts, deeds and things as may be considered necessary in passing of the said resolution."

By the order of the Board  
F Mec International Financial Services Limited

Place : New Delhi

Sd/-

Date: 5<sup>th</sup> September, 2023

Apoorve Bansal  
Chairman/Managing Director  
(DIN: 08052540)  
Add: A-708 Unesco Apartment, 55  
I.P. Extension, Patparganj, Delhi -110092

## **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/ Instrument appointing the proxy 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. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
3. 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 carrying voting rights. A member holding more than 10% of the total share capital of the Company and carrying voting rights may appoint a single person as Proxy, who shall not act as a Proxy for any other Member.
4. Institutional/Corporate Members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of their respective Board or Governing Body's Board Resolution/Authorization etc., authorising their representatives to attend the AGM through VC/OAVM on their behalf and to vote through Remote E-voting. The said Resolution/Authorization shall be sent at [fmecinternational@gmail.com](mailto:fmecinternational@gmail.com)
5. The Statement as required under Section 102 of the Companies Act, 2013 in respect of all items of Special Business as set out in the notice is annexed hereto.
6. 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.
7. 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.
8. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide Notification dated 7<sup>th</sup> May 2018 issued by the Ministry of Corporate Affairs (MCA), New

Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on 23<sup>rd</sup> December 2020 for a term of five years.

9. Relevant documents referred to in the Notice shall also be available for inspection without any fee by the Members from the date of circulation of this Notice up to the date of the AGM. Members seeking inspection of such documents can send an e-mail to [fmecinternational@gmail.com](mailto:fmecinternational@gmail.com).

10. The Securities and Exchange Board of India (SEBI) vide its Circular dated November 3, 2021 and December 14, 2021 has mandated the submission of Permanent Account Number (PAN) by every participant in securities market.

Members holding shares in dematerialized form are, therefore requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their dematerialized accounts by March 31, 2023.

Further, SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has extended the due date for submission of PAN, KYC details and nomination by holders of physical securities to September 30, 2023. Shareholders are therefore requested to submit their PAN, KYC and nomination details to the Registrar and Share Transfer Agent of the Company, Skyline Financial Services Pvt. Ltd by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque through e-mail [admin@skylinerta.com](mailto:admin@skylinerta.com).

The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook/statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, the Registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the Registrar /the company shall refer such securities to the administering authority under the Benami Transactions(Prohibitions)Act, 1988, and/or the Prevention of Money Laundering Act, 2002.

11. The Register of Members and Share Transfer Books shall remain closed from 23<sup>rd</sup> September, 2023 to 30<sup>th</sup> September, 2023 (both days inclusive).

12. 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.

13. Members are requested to notify the Company about the change of address, if any, to the Registered Office of the Company.

14. Members are requested to bring their Attendance Slip and copy of the Annual Report with them at the Annual General Meeting.

15. All correspondence relating to shares may be addressed to the Registered Office of the Company.

16. 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. 19.

17. 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.

18. 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.

#### 19. 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 regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Ballot Paper 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 Ballot Paper.

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 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 National Securities Depository Limited ("NSDL") as the Authorized 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).

e) The Board of Directors of the Company has appointed Mr. Ashok Kumar Verma, Partner of A.K. Verma & Co, Company Secretaries, New Delhi as Scrutinizer to scrutinize the voting through Ballot Paper 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.

f) Remote e-voting facility will be available during the following period:

Commencement of remote e-voting	9.00 A.M. 27 <sup>th</sup> September, 2023
End of remote e-voting	5.00 P.M. 29 <sup>th</sup> September, 2023

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.

g) The cut-off date for the purpose of voting (including remote e-voting) is 22<sup>nd</sup> September, 2023.

h) The Scrutinizer, after scrutinizing the votes cast at the meeting (through Ballot Paper) 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 <https://fmecinternational.com/investor.html>. The results shall simultaneously be communicated to the Stock Exchanges.

How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Details on Step 1 are mentioned below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="555 241 1430 846">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li data-bbox="555 900 1430 1070">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li data-bbox="555 1124 1430 1774">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li data-bbox="555 1827 1430 1953">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>



NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon and New System Myeasi Tab and then enter your existing my easi username and password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a e-voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting feature i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022- 4886 7000 and 022-2499 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33.

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<p><u>How to Log-in to NSDL e-Voting website?</u></p> <ol style="list-style-type: none"> <li>1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.</li> </ol>
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*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digits client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in

physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name, and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [fcsvermaashok@gmail.com](mailto:fcsvermaashok@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Assistant Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to [fmecinternational@gmail.com](mailto:fmecinternational@gmail.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to [fmecinternational@gmail.com](mailto:fmecinternational@gmail.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

**Item No. 3**

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 re-appointing M/s A.K. Verma & Co., Company Secretaries, (Registration Unique Code- P1997DE091500) having experience of more than 20 years of Corporate Services in field of Corporate Laws as Secretarial Auditor of Company for the Financial Year 2023- 24.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, 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 A.M. to 01:00 P.M. on any working day except Sundays and Company Holidays and Declared Holidays:

1. Copy of the Board/ Shareholder's Resolution.
2. Notice of the AGM with Explanatory Statement.
3. Balance Sheet as on 31<sup>st</sup> March, 2023 along with Profit & Loss Account and Auditors' Report thereon of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

**Item No. 4**

As per the provisions of section 152 and Companies (Appointment and qualifications) Rules,2014, the board recommends the appointment of Mr. Kabeer Chaudhary (DIN: 03142141) who was approved as an Additional Director in the meeting of the Board of Directors held on 5<sup>th</sup> September, 2023 and whose term expires at the ensuing Annual General Meeting of the Company, and is eligible for re-appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from

a Member proposing his candidature for appointment as a Director.

Considering the rich experience of Mr. Kabeer Chaudhary, the Nomination & Remuneration Committee along with the Board recommends her appointment as Non-Executive Director. The Company benefit from his insights and perspective.

It is proposed to seek Member's approval for the appointment of Mr. Kabeer Chaudhary (DIN: 03142141) as a Non-Executive Director of the Company.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

#### **Item No. 5**

Based on the recommendation of the Nomination and Remuneration Committee and the Audit Committee, the Board of Directors, in its meeting held on 5<sup>th</sup> September, 2023, recommended for re-appointment of Mr. Apoorve Bansal, as a Managing Director for period of five years with effect from 5<sup>th</sup> September, 2023. The draft letter of appointment to be issued to Mr. Apoorve Bansal, Managing Director, is open for inspection by any Member at the Registered Office and Corporate Office of the Company during the business hours on any working day.

The same may be treated as written memorandum setting out the terms and conditions of his appointment under Section 190 of the Companies Act, 2013. Except Mr. Apoorve Bansal himself, none of the other Directors, Key Managerial Personnel and / or their relative, is concerned or interested in this resolution. The details of his last drawn remuneration have been mentioned in the Corporate Governance Report for the year ended 31st March, 2023.

#### **Brief Resume of Mr. Apoorve Bansal:**

Excludes directorships in private limited companies, foreign companies, alternate directorships and also memberships of Managing Committees of various chambers/bodies Represents memberships/chairmanships of Audit Committee and Stakeholders' Relationship Committee (excluding private companies)

#### **Principal terms and conditions of his appointment are as follows:**

**BASIC SALARY:** As decided by the Board from time to time.

#### **HOUSING:**

- a) The expenditure incurred by the Company on hiring accommodation whether furnished/ unfurnished.
- b) Free furnished accommodation in case the accommodation is owned by the Company.
- c) In case no accommodation is provided by the Company, entitlement to house rent.

The expenditure incurred by the Company on gas, electricity, water & furnishings will be valued as per Income Tax Rules, 1962.

**COMMISSION:** Payment of commission every year at the rate of 1% of the net profits of the Company calculated in accordance with the provisions of section 198 of the Companies Act, 2013 read with rules made thereunder.

**GRATUITY:** Payable as per rules of the Company but not exceeding half month's salary for each completed year of service.

**MEDICAL REIMBURSEMENT:** Expenses actually incurred for self and family.

**LEAVE TRAVEL CONCESSION:** For self and family once in a year for any destination in India.

**CLUB FEES:** Fees of club subject to a maximum of two clubs may be allowed. Admission and Life membership fees are not permissible.

**PERSONAL ACCIDENT INSURANCE:** Premium not to exceed Rs. 25,000/- per annum.

**CAR:** Facility of Car with driver. (Use of car for private purpose shall be billed by the Company to the Whole Time Director.)

**TELEPHONE:** Telephone at residence. (Personal long distance calls on telephone shall be billed by the Company to the Whole Time Director.)

**LEAVE:** One month leave for Eleven Months of service. Leave accumulated but not availed will be allowed to be encashed at the end of tenure.

**TERMINATION OF CONTRACT:** The Company and Mr. Apoorve Bansal are entitled to terminate the contract by giving three months' notice to either party

Provided, that the aggregate of the salary, commission and perquisites, Benefits, Allowances & Facilities shall not exceed overall ceiling as specified under section 197(1) & 197(1)(i) of the Companies Act 2013 read with Schedule V within the overall limits.

Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Mr. Apoorve Bansal, the Company has no profits or its profits are inadequate, his remuneration will be governed by the ceiling provided in Schedule V to the Companies Act, 2013, for minimum remuneration unless permission from the Central Government, if required, is obtained for paying more.

During the tenure of his re-appointment, he will not be entitled to any sitting fees for attending the meetings of the Board or any Committee thereof. The re-appointment as aforesaid may be terminated by either party by giving three months' notice in writing to the other.

Your Directors recommend the resolution for your approval.



## ANNEXURE TO THE NOTICE

### DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING

(In pursuance of Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

S.NO	BRIEF PARTICULARS	Item No. 4
1.	Name of Director	Mr. Kabeer Chaudhary
2.	DIN	03142141
3.	Date of Birth	20 <sup>th</sup> June, 1985
4.	Date of Appointment	5 <sup>th</sup> September, 2023
5.	Qualification	Commerce Graduate
6.	Expertise in specific functional Area	Accounts, Administration and Corporate Management
7.	Terms and Conditions of reappointment along with details of remuneration and last drawn remuneration, if applicable.	As Mutually decided
8.	Disclosure of relationship between directors inter-se	NA
9.	Shareholding in the Company	NA
10.	Board /Committee Membership of other Public Listed Companies	NIL
11.	List of Public/Private Companies in which outside Directorship held (including Foreign Companies)	Credilab Micro Finance Private Limited

S.NO	BRIEF PARTICULARS	Item No. 5
1.	Name of Director	Mr. Apoorve Bansal
2.	DIN	08054520
3.	Date of Birth	20th March, 1994
4.	Date of Appointment	5 <sup>th</sup> September, 2023
5.	Qualification	Commerce Graduate
6.	Expertise in specific functional Area	Accounts, Administration and Corporate Management
7.	Terms and Conditions of reappointment along with details of remuneration and last drawn remuneration, if applicable.	As Mutually decided
8.	Disclosure of relationship between directors inter-se	NA
9.	Shareholding in the Company	NA
10.	Board /Committee Membership of other Public Listed Companies	NIL
11.	List of Public/Private Companies in which outside Directorship held (including Foreign Companies)	YDS SECURITIES PRIVATE LIMITED

# F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

Registered office: 908, 9<sup>th</sup> Floor, Mercantile House,  
15 K.G. Marg, New Delhi- 110001  
CIN: L65100DL1993PLC053936

## 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 .....

Regd. 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 30<sup>th</sup> ANNUAL GENERAL MEETING OF THE COMPANY BEING HELD ON SATURDAY, 30<sup>th</sup> DAY OF SEPTEMBER, 2023 AT 12:30 P.M. AT II Floor, 13-B, Central Bank Building, Netaji Subhash Marg, Daryaganj, Delhi-110002,

Member  
Proxy

\_\_\_\_\_ 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]

CIN: L65100DL1993PLC053936

Name of the company: F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

Registered office: 908, 9th Floor, Mercantile House, 15 K.G. Marg, New Delhi- 110001

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:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30<sup>TH</sup> Annual General Meeting of the company, to be held on Saturday, 30<sup>th</sup> day of September, 2023 at 12:30 P.M at II Floor, 13-B, Central Bank Building, Netaji Subhash Marg, Daryaganj, Delhi-110002, and at an adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For (Approved)	Against (Rejected)
<b>Ordinary Business:</b>			
1	To consider and approve draft of 30 <sup>th</sup> Director's Report for the year ended 31st March, 2023 together with the Board Report and Auditors' Report thereon.		
2	To appoint a Director in place of Ms. Renuka Chouhan (DIN: 09547785) who retires by rotation and, being eligible, offers herself for re-appointment.		

Special Business:			
3	To re-appoint M/s A. K. Verma & Co., Company Secretaries (Registration Unique Code- P1997DE091500) as Secretarial Auditor for the Financial Year 2023-2024.		
4	To Appoint Mr. Kabeer Chaudhary (DIN: 03142141) as a Non-Executive (Independent) Director of the Company		
5	To Appoint Mr. Apoorve Bansal (DIN: 08052540) as a Managing Director of the Company		

Signed this ..... day of ..... 2023

<p>Affix Rs.1 Revenue Stamp</p>
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Signature of shareholder

Signature of Proxy holder(s)

Notes:

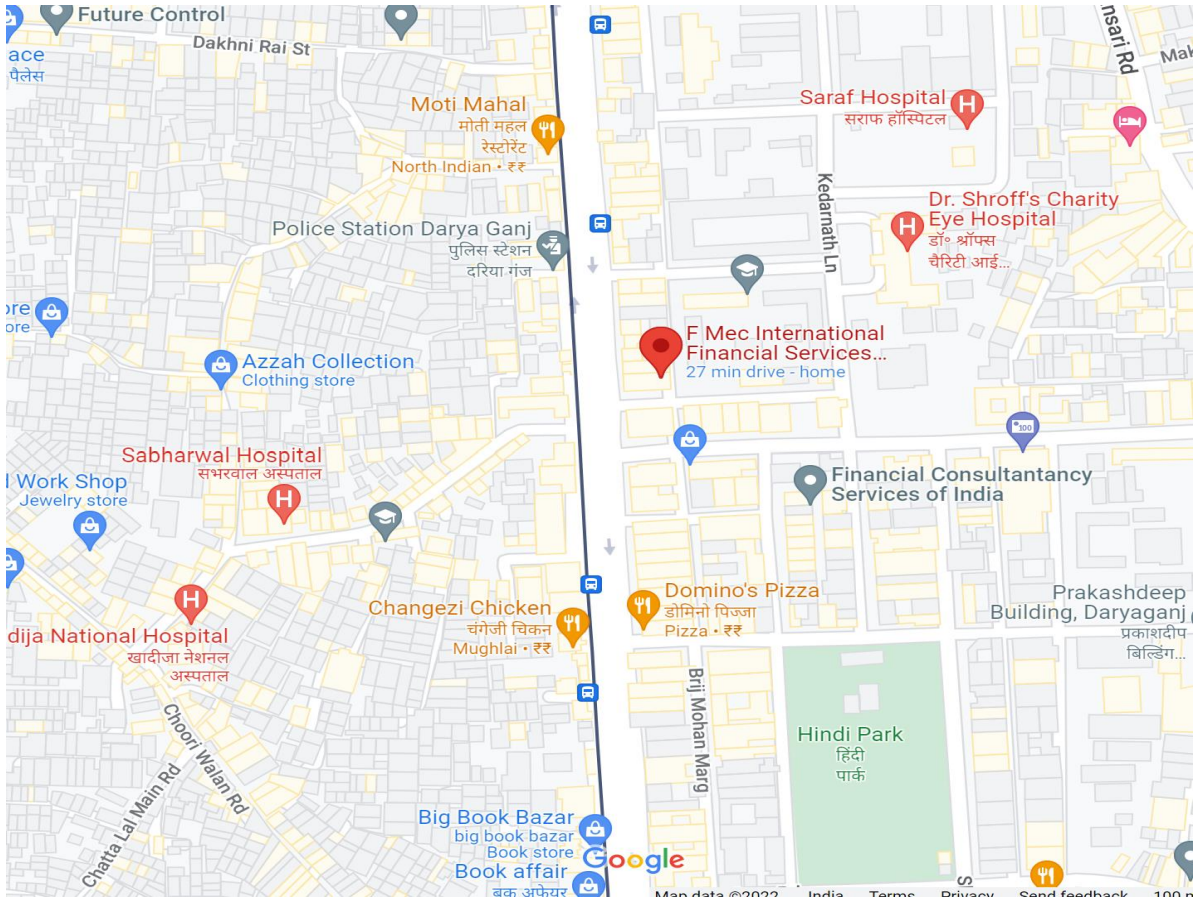
\* Please put an 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

\* A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.

\* This form of Proxy, to be effective, should be deposited at the Registered Office of the Company at 908,9th Floor, Mercantile House, 15 K.G. Marg, New Delhi- 110001 at not later than FORTY-EIGHT HOURS before the commencement of the aforesaid Meeting.

\*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.

## ROAD MAP FOR AGM



### AGM ADDRESS:

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

CIN: L65100DL1993PLC053936

Email: [fmecinternational@gmail.com](mailto:fmecinternational@gmail.com)

Tel: 011-49954225