
NOTICE

NOTICE is hereby given that the **25th** Annual General Meeting of the members of **F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED** will be held on Saturday, 22nd day of September, 2018 at the Registered Office of the Company situated at IIInd Floor, Central Bank Building, 13-B, Netaji Subhash Marg, Daryaganj, Delhi- 110002 at 12:30 P.M. to consider and transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited (Standalone and Consolidated) Financial Statements as at 31st March, 2018 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 (both Standalone and Consolidated) for the financial year ended March 31, 2018 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 Mr. Apoorve Bansal (DIN: 08052540) who retires by rotation and, being eligible, offers himself 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 the provisions of Section 152 of the Companies Act, 2018, Mr. Apoorve Bansal (DIN: 08052540), 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."

SPECIAL BUSINESS:

- 3. To regularize Mr. Apoorve Bansal (DIN : 08052540) as Director of the Company**

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 160 & 161 of the Companies Act, 2013 and other applicable provisions (including any Statutory modification or re-enactment thereof), if any, of the Companies Act, 2013 and applicable rules of Companies (Appointment and Qualification of Directors) Rules, 2014, **Mr. Apoorve Bansal (DIN: 08052540)** who was appointed as an Additional Executive Director in the meeting of the Board of Directors held on **15th day of January, 2018** and whose term expires at the ensuing Annual General Meeting of the Company and for appointment of whom the Company has received a notice in writing and the required amount of Deposit proposing his candidature for the office of the Director, be and is hereby appointed as Director of the Company.

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

- 4. To appoint Mr. Apoorve Bansal (DIN : 08052540) as Managing Director of the Company**

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members be and is hereby accorded to appoint **Mr. Apoorve Bansal (DIN: 08052540)** as Managing Director of the Company, for a period of 5 (five) years, that is, w.e.f. **15th day of January, 2018**, which was duly approved in the meeting of Board of Directors of the Company held on 15th January, 2018, on the terms and conditions as set out below, 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 remuneration as it may deem fit:

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 not less than Ninety days notice to either party.

RESOLVED FURTHER THAT Mr. Apoorve Bansal, shall not be entitled to any sitting fees for attending the meeting of the Board of Directors and/ or committee of Directors.

RESOLVED FURTHER THAT where in any Financial Year, the Company has no profits or its profits are inadequate during the term of office of Mr. Apoorve Bansal, the remuneration aforesaid, shall be paid subject to maximum remuneration in terms of Schedule V of the Companies Act, 2013.

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

5. To regularize Mr. Vishal Babbar (DIN : 07772465) as Director of the Company

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 160 & 161 of the Companies Act, 2013 and other applicable provisions (including any Statutory modification or re-enactment thereof), if any, of the Companies Act, 2013 and applicable rules of Companies (Appointment and Qualification of Directors) Rules, 2014, **Mr. Vishal Babbar (DIN: 07772465)** who was appointed as an Additional Executive Director in the meeting of the Board of Directors held on **15th day of January, 2018** and whose term expires at the ensuing Annual General Meeting of the Company and for appointment of whom the Company has received a notice in writing and required amount of Deposit proposing his candidature for the office of the Director, be and is hereby appointed as Director of the Company.

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

6. To regularize Mr. Awanish Srivastava (DIN : 07810744) as Independent Director of the Company

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 Sections 149, 152, 160,161 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. Awanish Srivastava (DIN : 07810744)** who was appointed as Non- Executive Additional Independent Director by the Board of Directors of the Company w.e.f. **15th day of January, 2018** and who holds office up to the date of this Annual General Meeting and not liable to retire by rotation, be and is hereby appointed as Non-Executive Independent Director to hold office as such for a period of 5 (five) consecutive years, w.e.f. **15th January, 2018 to 14th January, 2023** 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 amount of Deposit proposing his candidature for the office of Independent Director.

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

7. To regularize Mrs. Richa Choudhary (DIN : 08132252) as Independent Director of the Company

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 Sections 149, 152, 160,161 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, **Mrs. Richa Choudhary (DIN : 08132252)** who was appointed as Non- Executive Additional Independent Women Director by the Board of Directors of the Company w.e.f. **12th day of May, 2018** and who holds office up to the date of this Annual General Meeting and not liable to retire by rotation, be and is hereby appointed as Non-Executive Independent Women Director to hold office as such for a period of 5 (five) consecutive years, w.e.f. **12th May, 2018 to 11th May, 2023** and she shall not be liable to retire by rotation and in respect of whom the Company has received a notice in writing and required amount of Deposit proposing her candidature for the office of Independent Director.

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

8. To re-appoint M/s A. K. Verma & Co., Company Secretaries (Registration No., Unique Code- S1997DE019500) as Secretarial Auditor for the Financial Year 2018-2019

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 (Registration No. , Unique Code- S1997DE019500)**, New Delhi as Secretarial Auditor for Financial Year 2018-2019 at the remuneration as decided by the Board of Directors of the Company”.

By the order of the Board

F Mec International Financial Services Limited

Sd/-

Apoorve Bansal

Managing Director

DIN: 08052540

Add: A-708 Unesco Apartment, 55, I.P. Extension,

Patparganj, Delhi -110092

Place: New Delhi

Date: 10.08.2018

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. 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.
5. 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.
6. 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
7. 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 7th 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 **27th September, 2015**.
8. Mr. Apoorve Bansal (DIN : 08052540) and Mr. Vishal Babbar (DIN : 07772465) were appointed as Non- Independent Additional Directors of the Company on 15th January, 2018 and both are liable to retire by rotation in this Annual General Meeting in terms of provisions of Section 152(6) of the Companies Act, 2013 read with the applicable Companies (Appointment and Qualification of Directors) Rules, 2014. As per the provision of clause (d) of sub-section (6) of Section 152 of the Companies Act, 2013, Mr. Apoorve Bansal is elected (by determination of lot) to be liable to retire by rotation in this Annual General Meeting by the Board of Directors of the Company in their meeting held on 10th August, 2018 and being eligible offers himself for re-appointment, and the said resolution will be duly placed before the members, for their approval in this Annual General Meeting.
9. The relevant details of Directors seeking appointment/ re-appointment as required under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed.
10. Members holding shares in physical mode are required to submit their Permanent Account Number (PAN) and bank account details to the Company/Skyline Financials Private Limited, if not registered with the Company as mandated by SEBI vide **CIRCULAR NO. SEBI/HO/MIRSD/DOS3/CIR/P/2018/115 dated 16th July, 2018**.
- 11. SEBI has decided that securities of Listed Companies can be transferred only in dematerialized form from 5th December, 2018 vide SEBI NOTIFICATION NO. SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018. In view of the same and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.**
12. The Register of Members and Share Transfer Books shall remain closed from **16th September, 2018 to 22nd September, 2018 (both days inclusive)**.

13. 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.
14. Members are requested to notify the Company about the change of address, if any, to the Registered Office of the Company.
15. Members are requested to bring their Attendance Slip and copy of the Annual Report with them at the Annual General Meeting.
16. All correspondence relating to shares may be addressed to the Registered Office of the Company.
17. 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 20.
18. 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.
19. 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.

20. 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 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 cast 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, Partner of A.K. Verma & Co, Company Secretaries, 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. 19th September, 2018
End of remote e-voting	5.00 P.M. 21st September, 2018

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 **15th September, 2018**.
- 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 **Wednesday, 19th September 2018 from 09:00 A.M** and ends on **Friday, 21st September, 2018 till 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. 15th September 2018 may cast their votes 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:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <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)	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. <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 F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED
- (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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) 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. 25th September, 2018. 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 Bombay Stock Exchange.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 3 & 5:**

Based on the recommendation of Nomination and Remuneration Committee, in order to broadbase the existing Board, **Mr. Apoorve Bansal (DIN : 08052540)** and **Mr. Vishal Babbar (DIN: 07772465)** were appointed as Executive Additional Directors of the Company by the Board of Directors in their meeting held on **15th January, 2018** to hold office upto the conclusion of the ensuing Annual General Meeting in terms of provision of Section 161 of Companies Act, 2013 read with the applicable Companies (Appointment and Qualification of Directors) Rules, 2014.

The Company has received the candidature for their appointment as Directors in the ensuing Annual General Meeting alongwith the Amount of Deposit as required under Section 160 of the Companies Act, 2013 read with the applicable Companies (Appointment and Qualification of Directors) Rules, 2014. Further, Mr. Apoorve Bansal and Mr. Vishal Babbar are not disqualified from being appointed as Director in terms of the provisions of Section 164 of the Act.

The Board considers that their association would be of immense benefit to the Company and it is desirable to avail their services as Directors.

Brief particulars of Mr. Apoorve Bansal and Mr. Vishal Babbar as required under Regulation 36(3) of SEBI (LODR), 2015 are provided in the "Annexure" to the Notice.

Mr. Apoorve Bansal is interested in the resolution set out at Item No. 3 of the Notice. Mr. Pankaj Kumar (promoter), being related to Mr. Apoorve Bansal may be deemed to be interested in the said resolution.

Mr. Vishal Babbar is interested in the resolution set out at Item No. 5 of the Notice. Save and except the above, none of the other 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. Memorandum and Articles of Association of the Company
4. Balance Sheet as on 31st March, 2018 along with Profit & Loss Account and Auditors' Report thereon of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 3 & 5 of the Notice for approval by the members.

Item No 4.

The Board of Directors of the Company at its meeting held on 15th January, 2018, subject to the approval of members, appointed **Mr. Apoorve Bansal (DIN: 08052540)** as Managing Director, for a period of five (5) years i.e. with effect from **15th January, 2018** on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek members' approval for the appointment of and remuneration payable to Mr. Apoorve Bansal as Managing Director, in terms of the provisions of Sub-section 4 of Section 196 of the Companies Act, 2013 read with the applicable rules of Companies (Appointment and Qualification of Directors) Rules, 2014.

Mr. Apoorve Bansal satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under Section 196 (3) of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of provisions of Section 164 of Companies Act, 2013.

Brief particulars of Mr. Apoorve Bansal as required under Regulation 36(3) of SEBI (LODR), 2015 are provided in the "Annexure" to the Notice.

Mr. Apoorve Bansal is interested in the resolution set out at Item No. 4 of the Notice. Mr. Pankaj Kumar (promoter), being related to Mr. Apoorve Bansal may be deemed to be interested in the said resolution. Save and except the above, none of the other 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. Memorandum and Articles of Association of the Company
4. Balance Sheet as on 31st March, 2018 along with Profit & Loss Account and Auditors' Report thereon of the Company.

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

Item No. 6 & 7

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company on **15th January, 2018 and 12th May, 2018** have appointed **Mr. Awanish Srivastava (DIN : 07810744)** and **Mrs. Richa Choudhary (DIN : 08132252)**, respectively as Additional Non- Executive (Independent) Directors of the Company to hold office upto the date of this Annual General Meeting.

The Board of Directors of the Company has recommended their appointment as Independent Directors of the Company for a period of five (5) consecutive years, not liable to retire by rotation, subject to the consent by the members of the Company at the ensuing Annual General meeting ("AGM").

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 together with required amount of Deposit signifying their candidature as a Director of the Company. The Company has also received a Declaration from the said Directors as prescribed under Section 152 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Awanish Srivastava and Mrs. Richa Choudhary are also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given their consent to act as an Independent Director of the Company.

In the opinion of the Board, Mr. Awanish Srivastava and Mrs. Richa Choudhary fulfill the conditions for their appointment as Independent Directors as specified in the Act and the Listing Regulations and they are independent of the Management.

Mr. Awanish Srivastava and Mrs. Richa Choudhary are not related to any Director and Key Managerial Personnel of the Company.

Brief particulars of Mr. Awanish Srivastava and Mrs. Richa Choudhary as required under Regulation 36(3) of SEBI (LODR), 2015 are provided in the "Annexure" to the Notice.

Mr. Awanish Srivastava is interested in the resolution set out at Item No. 6 of the Notice. Mrs. Richa Choudhary is interested in the resolution set out at Item No. 7 of the Notice. Save and except the above, none of the other 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. Memorandum and Articles of Association of the Company
4. Balance Sheet as on 31st March, 2018 along with Profit & Loss Account and Auditors' Report thereon of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 6 & 7 of the Notice for approval by the members.

Item No. 8

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 No., Unique Code-S1997DE019500)** having experience of more than 20 years of Corporate Services in field of Corporate Laws as Secretarial Auditor of Company for the Financial Year 2018- 19.

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. Memorandum and Articles of Association of the Company
4. Balance Sheet as on 31st March, 2018 along with Profit & Loss Account and Auditors' Report thereon of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members

Annexure ADetails of Directors seeking appointment/ re appointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]

Brief Particulars	Item No. 3 & 4	Item No. 5	Item No. 6	Item No. 7
Name of the Director	Mr. Apoorve Bansal	Mr. Vishal Babbar	Mr. Awanish Srivastava	Mrs. Richa Choudhary
Category	Executive and Managing Director	Executive Director	Non Executive Independent Director	Non Executive Independent Director
Date of Birth	12.03.1994	10.08.1986	15.07.1985	15.01.1981
Nationality	Indian	Indian	Indian	Indian
Date of Appointment on Board	15.01.2018	15.01.2018	15.01.2018	12.05.2018
Qualification(s)	Chartered Accountant Pursuing LLB	Graduate	Chartered Accountant	B.A. Graduate
Expertise in Specific Functional area /Experience	Rich Experience in the field of Audit, Finance, Taxation and Corporate Management	Enriched Experience in Business Administration	Vast experience in the area of Audit, Finance and Taxation	10 Years of enriched experience in the field of Administration
Shareholding held in the Company	2.51%	NIL	NIL	NIL
Board Membership of other Listed Companies	NIL	NIL	NIL	NIL
*Chairmanship/Memberships of the Committees of other Public Listed Companies				
<i>*Field not applicable to any of the Directors stated above</i>				

F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

Registered office: IInd Floor, Central Bank Building 13-B,

Netaji Subhash Marg, Daryaganj Delhi-110002

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 ID.....

Regd. Folio No.*

No. of Shares.....

Name(s) in Full	Father's/Husband's Name	Address as Regd. with the Company
1.		
2.		
3.		

I/WE HEREBY RECORD MY/OUR PRESENCE AT THE 25th ANNUAL GENERAL MEETING OF THE COMPANY BEING HELD ON SATURDAY, 22nd DAY OF SEPTEMBER, 2018 AT 12:30 P.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT IIND FLOOR, CENTRAL BANK BUILDING, 13-B, 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]

F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

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

CIN : L65100DL1993PLC053936

Name of the member (s) :
Registered address :
E-mail Id:
Folio No/ Client Id :
DPID :

I/We, being the member (s) of shares of the above named company, hereby appoint

- Name:

Address:

E-mail Id: Signature :.....,or failing him
- Name:

Address:

E-mail Id: Signature:.....,or failing him
- Name:

Address:

E-mail Id: Signature:.....,or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on the Saturday, 22nd day of September, 2018 at 12:30 P.M. at the Registered Office of The Company situated at IInd Floor, Central Bank Building, 13-B, Netaji Subhash Marg, Daryaganj, Delhi- 110002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	For (Approved)	Against (Rejected)
1. To consider and adopt the Audited Financial Statements (Standalone and Consolidated) for the year 31st March, 2018 together with the Board Report and Auditors' Report thereon.		
2. To appoint a Director in place of Mr. Apoorve Bansal (DIN: 08052540) who retires by rotation and, being eligible, offers himself for re-appointment.		
3. To regularize Mr. Apoorve Bansal (DIN : 08052540) as Director of the Company		
4. To appoint Mr. Apoorve Bansal (DIN : 08052540) as Managing Director of the Company.		
5. To regularize Mr. Vishal Babbar (DIN : 07772465) as Director of the Company.		

Resolutions	For(Approved)	Against(Rejected)
6. To regularize Mr. Awanish Srivastava (DIN : 07810744) as Independent Director.		
7. To regularize Mrs. Richa Choudhary (DIN : 08132252) as Independent Director of the Company.		
8. To re-appoint M/s A. K. Verma & Co., Company Secretaries (Registration No., Unique Code- S1997DE019500) as Secretarial Auditor for the Financial Year 2018-2019.		

Signed this.....day of 2018

Signature of shareholder..... Signature of Proxy holder(s).....

Affix Re 1 Revenue Stamp

Notes:

1. Please put a '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.
2. 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.
3. This form of Proxy, to be effective, should be deposited at the Registered Office of the Company IInd Floor, Central Bank Building 13-B, Netaji Subhash Marg, Daryaganj Delhi-110002 at not later than FORTY-EIGHT HOURS before the commencement of the aforesaid Meeting.
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.