

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE** is hereby given that an Extraordinary General Meeting (“**EGM**”) of the Members of F Mec International Financial Services Limited (“**the company**”) will be held on Saturday, the 24<sup>th</sup> day of December, 2022 at 12:30 p.m. at 908 ,9th Floor Mercantile House, 15 K.G. Marg, New Delhi – 110001 to transact the following business as special business:

### **SPECIAL BUSINESS:**

#### **Item No. 01: ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS**

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

**“RESOLVED THAT** pursuant to the provisions of section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the “**Act**”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**SEBI ICDR Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date (the “**Listing Regulations**”), and subject to any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“**MCA**”), the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India (“**RBI**”) and/or any other competent authorities (hereinafter referred to as “**Applicable Regulatory Authorities**”) from time to time to the extent applicable and enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority including BSE Limited, RBI and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board of Director (the “**Board**”) of the Company in its absolute discretion, the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot up to 57,91,068 (Fifty Seven Lakh Ninety-One Thousand Sixty Eight) fully paid up equity shares of the Company having face value of INR 10.00/- (Indian Rupees Ten Only) each at a price of INR 12.00/- (Indian Rupees Twelve only) per equity shares including a premium of INR 2.00/- (Indian Rupees Two only) (“**Issue Price**”) which is not less than the price determined in accordance with Chapter V of SEBI ICDR Regulations, to the proposed allottees for a cash consideration basis (“**Preferential Issue**”) and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws to the below-mentioned person belonging to the Promoters, Promoter Group and Non- Promoter category in the manner as follows:

# F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

CIN :L65100DL1993PLC053936

Website :www.fmecinternational.com

Email:fmecinternational@gmail.com

Tel : 01149954225

S. No.	Name of Proposed Allottees	Category (Promoter/ Non - Promoter)	Maximum number of shares to be allotted
1.	Megha Bansal	Promoter Group	2,08,333
2.	Apoorve Bansal	Promoter Group	2,08,333
3.	Lalita Bansal	Promoter Group	2,08,333
4.	Pankaj Kumar	Promoter	4,16,083
5.	Pankaj Bansal HUF	Promoter Group	2,08,333
6.	Manoj Kumar Jain	Promoter	1,66,666
7.	Niraj Jain	Promoter Group	3,08,333
8.	Mahima Jain	Promoter Group	2,75,000
9.	M K Jain HUF	Promoter	2,50,000
10.	Veena Gupta	Non - Promoter	3,33,333
11.	Rajesh Kumar Madan	Non - Promoter	1,25,000
12.	Renu Madan	Non - Promoter	83,333
13.	Anil Kumar Tanwar	Non - Promoter	83,333
14.	Neelam Tanwar	Non - Promoter	1,25,000
15.	Parveen Kumar	Non - Promoter	41,666
16.	Deepak Kumar	Non - Promoter	41,666
17.	Naveen Kumar Garg	Non - Promoter	41,666
18.	Parvesh Singhla	Non - Promoter	41,666
19.	Deepak Gupta	Non - Promoter	41,666
20.	DSP Corporates Services Private Limited	Non - Promoter	2,91,666
21.	Sushil Kumar Bothra	Non - Promoter	83,333
22.	Sundeep Bothra	Non - Promoter	83,333
23.	Garima Bothra	Non - Promoter	2,08,333
24.	Varuna Bothra	Non - Promoter	2,08,333
25.	Shreshtha Chopra	Non - Promoter	1,04,166
26.	Shreyansh Chopra	Non - Promoter	1,04,166
27.	Sunil Kumar Bhansali	Non - Promoter	2,08,333
28.	Mamta Bhansali	Non - Promoter	2,08,333
29.	Kanhaiya Dugar	Non - Promoter	1,66,666
30.	Nisha Dugar	Non - Promoter	1,66,666
31.	Kanhaiya Dugar (HUF)	Non - Promoter	1,66,666
32.	Nitasha Arora	Non - Promoter	1,66,666
33.	Munish Arora	Non - Promoter	1,66,666
34.	Gaurav Sharma	Non - Promoter	83,333
35.	Kavya Gupta	Non - Promoter	83,333
36.	Moksh Dugar	Non - Promoter	83,333

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**RESOLVED FURTHER THAT** in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations the "**Relevant Date**" for determination of floor price for the preferential issue of equity shares be and is hereby fixed as Thursday, November 24, 2022 being the date 30 (Thirty) days prior to the date of shareholders meeting concerned for approving the Preferential Issue;

**RESOLVED FURTHER THAT** the equity shares being offered, issued and allotted to the proposed allottees by way of preferential issue shall inter-alia be subject to the following:

- a) The equity shares to be issued and allotted shall be fully paid up and rank *pari passu* with the existing equity shares of the Company in all respects (including with respect to dividend and voting rights);
- b) the equity shares so offered, issued and allotted the proposed allottees will be listed on the stock exchange where the existing equity shares of the Company are listed, subject to receipt of necessary regulatory permissions and approvals as the case may be;
- c) the equity shares so offered, issued and allotted shall not exceed the numbers of equity shares as approved herein above.
- d) the equity shares to be issued shall be subject to lock-in as per the SEBI ICDR Regulations;
- e) the equity shares being offered, issued and allotted to the proposed allottees, are being issued for a cash consideration;
- f) the equity shares shall be issued and allotted by the Company to proposed allottees in dematerialised form within a period of 15 (Fifteen) days from the date of passing of the special resolution, provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority (including but not limited to the in- principle approval of the BSE Limited for the issuance of the equity shares to the proposed allottees on a preferential basis, the issue and allotment of the equity shares shall be completed within a period of 15 (Fifteen) days from the date of such approvals or such other extended period as may be permitted under the applicable provision of SEBI ICDR Regulations as amended from time to time;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deemed necessary, desirable or expedient for such purpose, including without limitation, issuing clarification on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchange as per the terms and conditions of Listing Regulations and other applicable guidelines, rules and regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Preferential Issue), resolving all questions and doubt that may arise with respect to the offer, issued and allotment of equity shares, and to authorize all such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion

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shall deem fit without being required to seek any fresh approval of the Shareholders of the Company and that the decision of the Board shall be final and conclusive;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any committee/ one or more Directors/ Company Secretary/ any officer(s) of the Company including making necessary filings with the Stock Exchanges, Depositories and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.”

## Item No. 02: TO APPOINT MR. ROHIT DUGAR AS 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** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the relevant Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) **Mr. Rohit Dugar (DIN 07988480)** who was appointed as an Additional Director in the company in the board meeting held on 14<sup>th</sup> November 2022 and whose term expires at the ensuing General Meeting of the Company, and has given his consent for the appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and is eligible for appointment, and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director for a term of five years to hold office from the conclusion of this General Meeting till the conclusion of the Annual General Meeting to be held in the year 2027.

**RESOLVED FURTHER THAT** any of the Directors 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 and Haryana, Ministry of Corporate Affairs and to do all such acts, deeds, and things which may be necessary in this behalf.”

**By Order of the Board of Directors**  
**For F Mec International Financial Services Limited,**  
For F Mec International Financial Services Limited  
*[Signature]*  
Sd/-  
**Apoorve Bansal**  
Auth. Signatory/Director  
Managing Director

Place: - Delhi  
Dated: - 25.11.2022

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## NOTES: -

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT (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. THE HOLDER OF PROXY SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE MEETING.
2. The Explanatory Statement pursuant to the provisions of Section 102(1) of the Act read with the relevant rules made thereunder, setting out the material facts concerning the business mentioned in the accompanying Notice is annexed and forms part of this Notice.
3. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
4. The Notice of EGM is being sent to those members/beneficial owners whose name appear in the register of members/list of beneficiaries received from the depositories as on Friday, 25<sup>th</sup> November, 2022.
5. The Notice of EGM 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 EGM 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 EGM and Attendance Slip in electronic mode are requested to print the Attendance Slip at the Registration Counter at the EGM.
6. The Instrument appointing the proxy, duly completed shall be deposited at the Company's registered office address not less than 48 hours before the commencement of the meeting. A proxy form for the EGM is enclosed.
7. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.
8. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be

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transacted through such voting. Information and instructions including details of user id and password relating to e- voting are provided in the Notice.

9. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s), enclosed herewith duly completed and signed.
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
11. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements maintained under Section 170 & 189 respectively of the Companies Act, 2013, will be available for inspection by the members at the EGM.
12. Securities of listed companies would be transferred in dematerialized form only w.e.f. April 1, 2019. In view of the same, Members holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company's RTA, Skyline Financial Services Private Limited, for assistance in this regard.
13. With a view to use natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.
14. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Securities Depository Limited. The facility for voting through polling paper will also be made available at the EGM and members attending the EGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the EGM through polling paper. Members who have cast their votes by remote e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their votes again.
15. Members may also note that the Notice EGM will be available on the Company's website <https://fmecinternational.com/investor.html>. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days except Saturday and Sunday. Members who require communication may write to us at [fmecinternational@gmail.com](mailto:fmecinternational@gmail.com);
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar

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and Share Transfer Agents, Skyline Financial Services Private Limited, D-153 A, 1st Floor, Okhla Industrial Area, Phase- I, New Delhi-110002, Delhi, India.

17. Mr. Ashok Kumar Verma, Partner of A.K. Verma & Co, Practicing Company Secretaries, New Delhi, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Polling paper received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
18. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting and shall within 48 hours of conclusion of the EGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.
19. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at <https://fmecinternational.com/investor.html>. and the website of NSDL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchanges where the securities of the Company are listed. The resolution will be deemed to be passed on the date of EGM subject to receipt of the requisite number of votes in favour of the resolutions.
20. The facility for voting, either through electronic voting system or polling paper shall also be made 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 at the meeting.
21. Members can opt for only one mode of voting, i.e., by polling paper or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through polling paper shall be treated as invalid.
22. Route map & landmark of venue of EGM is enclosed with Notice.
23. The shareholder needs to furnish the printed Attendance slip along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license to enter the EGM hall.

#### 24. **Instructions for e-voting**

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to provide to its members a facility to exercise their right to vote on resolutions proposed to be passed at the Meeting by electronic means ("e-voting"). The members may cast their vote(s) using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting").

The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

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The remote e-voting period commences on Wednesday, 21 December 2022 (9:00 A.M.) and ends Friday, 23 December 2022 (5:00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, 17 December 2022 may cast their vote by remote e- voting. The remote e-voting module shall be disabled by National Securities Depository Limited for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change its subsequently.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on Wednesday, 21 December, 2022 at 09:00 A.M. and ends on Friday, 23 December, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, 17 December, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, 17 December, 2022.

### 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 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 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.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 If you are



	<p>not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>2. 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. 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.</p> <p>Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>     <b>Google Play</b></p> <p>      </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p>

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	<p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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</p>

**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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

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

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
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.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 digit 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 General 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 General 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 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 Aadhar 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 Aadhar Card) to [fmecinternational@gmail.com](mailto:fmecinternational@gmail.com) . If you are an Individual shareholders 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.**

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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**

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 01 and 02 of the accompanying Notice dated Friday, 25 November 2022:

### **Item No.01**

#### **TO OFFER, ISSUE AND ALLOT OF EQUITY SHARES ON PREFERENTIAL BASIS**

In accordance with section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the "Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the SEBI ICDR Regulations and the Listing Regulations, as amended from time to time, subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority approval of shareholders of the Company by way of special resolution is required to issue equity shares by way of private placement on a preferential basis to the proposed allottees.

The information required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Equity Shares are as under:

#### **a) Particulars of the Preferential Issue including date of passing of Board resolution**

The Board of Directors of the Company, in its meeting held on Friday, 25<sup>th</sup> November 2022, subject to the approval of the members of the Company and such other necessary approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of upto 57,91,068 (Fifty Seven Lakh Ninety One Thousand Sixty Eight) equity shares having face value of INR 10.00/- per Equity Share, at a price of INR 12.00/- per (Indian Rupees Twelve Only) Equity Share including a premium of INR 2.00/- (Indian Rupee Two Only) per Equity Share, aggregating upto INR 6,94,93,000.00 /- (Indian Rupees Six Crore Ninety Four Lakh Ninety Three Thousand Only) on preferential basis to the proposed allottees as mentioned in the resolution no. 1.

#### **b) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued**

Up to 57,91,068 Equity Shares of the face value of INR 10.00/- only per Equity Share of the Company, at a price of INR 12.00/- (including a premium of INR 2.00/-) per equity share aggregating upto INR 6,94,93,000.00/- (Indian Rupees Six Crore Ninety-Four Lakh Ninety-Three Thousand Only). The above said issue price is the price not being less than the minimum price as on the Relevant Date determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

**c) Purpose/Object of the preferential issue**

The object of the preferential issue is to raise fund through issuance of equity shares on preferential basis are to achieve the Net Owned Fund of INR 10.00/- crores, which shall be required to maintain by the Company as per notification issued by Reserve Bank of India under Notification No. DOR.CRE.060.CGM(MM) 2022 dated 17th March, 2022 and to meet out the working capital requirement, business expansion, and other general corporate purposes of the Company.

As per the notification issued by the RBI i.e. Notification No. DOR.CRE.060.CGM(MM) 2022 dated 17th March, 2022, non-banking financial Companies holding a certificate of registration as on October 22, 2021 issued by the Reserve Bank of India and having net owned fund of less than INR 10.00/- crore (Indian Rupees Ten Crore Only), shall require to achieve the Net owned Fund of INR 10.00/- crore (Indian Rupees Ten Crore Only) by March 31, 2027.

**d) Maximum number of securities to be issued and price at which securities being offered**

It is proposed to issue and allot in aggregate up to 57,91,068 fully paid-up equity shares having face value of INR 10.00/- each (Indian Rupees Ten only) to the proposed allottees on preferential basis.

The price for the allotment of shares to be issued is based on the minimum price determined accordance with Chapter V of SEBI ICDR Regulations is fixed at INR 12.00/- (Indian Rupees Twelve only) per equity share including a premium of INR 2.00/- (Indian Rupees Two only).

**e) Basis on which the price has been arrived at along with report of the registered valuer**

The price of equity shares to be issued is fixed at INR 12.00/- (Indian Rupees Twelve only) per equity share of face value of INR 10.00/- (Indian Rupees Ten only) each for preferential issue. The shares of the Company are listed on BSE Limited and are infrequently traded, hence the price is determined in compliance with Regulation 165 read with Regulation 166A of SEBI (ICDR) Regulations for Preferential Issues taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares.

The valuation was performed by Mr. Manish Manwani, a Registered Valuer (Registration No. IBBI/RV/03/2021/14113) having his office located at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector 49, Gurugram Haryana 122018 in accordance with regulation 165 and regulation 166A of SEBI (ICDR) Regulations. The certificate of Independent Valuer confirming the minimum price for preferential issue as per chapter V of SEBI (ICDR) Regulations is available for inspection at the Registered Office of the Company between 10:00 A.M. to 05:00 P.M. on all working days upto the date of EGM and uploaded on the website of the Company. The link of Valuation Report is <http://fmecinternational.com/investor/notices/FY%202022-2023/Final%20Valuation%20Report.pdf>



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## f) Relevant Date

The relevant date as per the Regulation 161 of SEBI ICDR Regulations, for determination of minimum price for the issuance of equity shares of the Company is Thursday, November 24, 2022 i.e. the date 30 (Thirty days prior to the date of proposed EGM which is scheduled to be held on Saturday, 24 December, 2022 to consider and approve the proposed Preferential Issue.

## g) The class or classes of persons to whom the allotment is proposed to be made

The allotment is proposed to be made to the proposed allottees as mentioned at point no. (h) below.

## h) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues

Sr. No.	Name of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre- Issue Shareholding		Number of Equity Shares to be issued	Post- Issue Shareholding	
				No. of Shares	% of holding		No. of Shares	% of holding
1.	Megha Bansal	Promoter Group	Not Applicable	75,100	2.42%	2,08,333	2,83,433	3.19%
2.	Apoorve Bansal	Promoter Group	Not Applicable	77,800	2.51%	2,08,333	2,86,133	3.22%
3.	Lalita Bansal	Promoter Group	Not Applicable	51,300	1.65%	2,08,333	2,59,633	2.92%
4.	Pankaj Kumar	Promoter	Not Applicable	2,35,625	7.60%	4,16,083	6,51,708	7.33%
5.	Pankaj Bansal HUF	Promoter Group	Pankaj Kumar	59,000	1.90%	2,08,333	2,67,333	3.01%
6.	Manoj Kumar Jain	Promoter	Not Applicable	3,26,050	10.52%	1,66,666	4,92,716	5.54%
7.	Niraj Jain	Promoter Group	Not Applicable	76,100	2.45%	3,08,333	3,84,433	4.32%
8.	Mahima Jain	Promoter Group	Not Applicable	81,350	2.62%	2,75,000	3,56,350	4.01%
9.	M K Jain HUF	Promoter	Manoj Kumar Jain	50,000	1.61%	2,50,000	3,00,000	3.37%
10.	Veena Gupta	Non-Promoter	Not Applicable	-	-	3,33,333	3,33,333	3.75%
11.	Rajesh Kumar Madan	Non-Promoter	Not Applicable	-	-	1,25,000	1,25,000	1.41%
12.	Renu Madan	Non-Promoter	Not Applicable	-	-	83,333	83,333	0.94%

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13.	Anil Kumar Tanwar	Non-Promoter	Not Applicable	-	-	83,333	83,333	0.94%
14.	Neelam Tanwar	Non-Promoter	Not Applicable	-	-	1,25,000	1,25,000	1.41%
15.	Praveen Kumar	Non-Promoter	Not Applicable	-	-	41,666	41,666	0.47%
16.	Deepak Kumar	Non-Promoter	Not Applicable	-	-	41,666	41,666	0.47%
17.	Naveen Kumar Garg	Non-Promoter	Not Applicable	-	-	41,666	41,666	0.47%
18.	Parvesh Singhla	Non-Promoter	Not Applicable	-	-	41,666	41,666	0.47%
19.	Deepak Gupta	Non-Promoter	Not Applicable	-	-	41,666	41,666	0.47%
20.	DSP Corporates Services Private Limited	Non-Promoter	Praveen Kumar	-	-	2,91,666	2,91,666	3.28%
21.	Sushil Kumar Bothra	Non-Promoter	Not Applicable	-	-	83,333	83,333	0.94%
22.	Sundeep Bothra	Non-Promoter	Not Applicable	-	-	83,333	83,333	0.94%
23.	Garima Bothra	Non-Promoter	Not Applicable	-	-	2,08,333	2,08,333	2.34%
24.	Varuna Bothra	Non-Promoter	Not Applicable	-	-	2,08,333	2,08,333	2.34%
25.	Shreshtha Chopra	Non-Promoter	Not Applicable	-	-	1,04,166	1,04,166	1.17%
26.	Shreyansh Chopra	Non-Promoter	Not Applicable	-	-	1,04,166	1,04,166	1.17%
27.	Sunil Kumar Bhansali	Non-Promoter	Not Applicable	2,900	0.09%	2,08,333	2,11,233	2.38%
28.	Mamta Bhansali	Non-Promoter	Not Applicable	-	-	2,08,333	2,08,333	2.34%
29.	Kanhaiya Dugar	Non-Promoter	Not Applicable	-	-	1,66,666	1,66,666	1.87%
30.	Nisha Dugar	Non-Promoter	Not Applicable	-	-	1,66,666	1,66,666	1.87%
31.	Kanhaiya Dugar (HUF)	Non-Promoter	Kanhaiya Dugar	-	-	1,66,666	1,66,666	1.87%
32.	Nitasha Arora	Non-Promoter	Not Applicable	-	-	1,66,666	1,66,666	1.87%
33.	Munish Arora	Non-Promoter	Not Applicable	-	-	1,66,666	1,66,666	1.87%
34.	Gaurav Sharma	Non-Promoter	Not Applicable	-	-	83,333	83,333	0.94%
35.	Kavya Gupta	Non-Promoter	Not Applicable	-	-	83,333	83,333	0.94%
36.	Moksh Dugar	Non-Promoter	Not Applicable	-	-	83,333	83,333	0.94%

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## i) Intention of the promoters/ directors/ or key managerial personnel to subscribe to the offer

All the Promoters and Promoter Group shall be subscribed to the preferential issue. Mr. Apoorve Bansal forming part of Promoter Group is also a Managing Director of the Company and Ms. Mahima Jain forming part of Promoter Group is also a Chief Financial Officer (CFO) of the Company.

List of Promoters/ Promoter group /Directors/ Key Managerial Personnel shall be subscribed to the preferential issue is as under:

Sr. No.	Name of the Proposed Allottees	Promoter/ Director/ KMP	Maximum Number of Equity Shares to be Subscribed
1	Megha Bansal	Promoter Group	2,08,333
2	Apoorve Bansal	Promoter Group & Managing Director	2,08,333
3	Lalita Bansal	Promoter Group	2,08,333
4	Pankaj Kumar	Promoter	4,16,083
5	Pankaj Bansal HUF	Promoter Group	2,08,333
6	Manoj Kumar Jain	Promoter	1,66,666
7	Niraj Jain	Promoter Group	3,08,333
8	Mahima Jain	Promoter Group & CFO	2,75,000
9	M K Jain HUF	Promoter	2,50,000

## j) Time frame within which the Preferential Issue shall be completed

As required under Chapter V of SEBI ICDR Regulations, the equity shares shall be issued and allotted by the Company to proposed allottees in dematerialised form within a period of 15 (Fifteen) days from the date of passing of the special resolution, provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority (including but not limited to the in- principle approval of the BSE Limited for the issuance of the equity shares to the proposed allottees on a preferential basis, the issue and allotment of the equity shares shall be completed within a period of 15 (Fifteen) days from the date of such approvals or such other extended period as may be permitted under the applicable provision of SEBI ICDR Regulations as amended from time to time;

## k) Shareholding pattern pre and post preferential issue would be as follows

Sr. No.	Category	Pre Issue Shareholding		Post Issue Shareholding	
		No. of equity shares held	% of Shares	No. of equity shares held	% of Shares
<b>A</b>	<b>Promoter &amp; Promoter Group Shareholding</b>				
(a)	Indian Promoter	10,32,325	33.29%	32,81,739	36.91%
(b)	Foreign Promoter	-	-	-	-

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	Sub Total (A)	10,32,325	33.29%	32,81,739	36.91%
	<b>Public Shareholding</b>				
(a)	<b>Institutional Investor</b>				
(b)	<b>Non-Institutions</b>				
(i)	1. Individual Shareholders holding Nominal Share Capital Up to 2 Lacs	2,83,749	9.15%	2,83,749	3.19%
(ii)	2. Individual Shareholders holding Nominal Share Capital Above 2 Lacs	10,93,433	35.26%	41,76,755	46.97%
(iii)	Bodies Corporate	6,19,603	19.98%	9,11,269	10.25%
(iv)	Non-Resident Indians				
(v)	Resident Indian HUF	71,590	2.31%	2,38,256	2.68%
(vi)	Trusts	-	-	-	-
(vii)	Clearing Members/ House	-	-	-	-
(viii)	Foreign Companies	-	-	-	-
(ix)	Others	-	-	-	-
	<b>Sub Total (B)</b>	<b>20,68,375</b>	<b>66.71%</b>	<b>56,10,029</b>	<b>63.09%</b>
	<b>Total Shareholding</b>	<b>31,00,700</b>	<b>100.00%</b>	<b>88,91,768</b>	<b>100.00%</b>

**l) Change in Control, if any, in the Company consequent to the preferential issue**

There will not be any change in the composition of the Board, the existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment. However, there will be corresponding changes in the shareholdings of the Promoter & Promoter Group consequent to preferential allotment.

**m) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price**

During the year the Company has not made any allotments on preferential basis till date.

**n) Principal terms of assets charged as securities**

Not applicable.

**o) Material terms of raising such securities**

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

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**p) Lock-In Period & Transferability**

The Equity Shares shall be locked-in for such minimum period as specified under regulation 167 of the SEBI ICDR Regulations.

Further the entire pre-preferential allotment shareholding of the allottees if any shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of trading approval.

**q) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter**

Existing promoter will continue as promoter of the Company and pursuant to this allotment the proposed allottees other than promoter shall be covered under the head on non – promoter/public under shareholding pattern of the Company.

**r) The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue**

Sr. No.	Name of proposed allottees	Percentage of post preferential issue
1.	Megha Bansal	3.19%
2.	Apoorve Bansal	3.22%
3.	Lalita Bansal	2.92%
4.	Pankaj Kumar	7.33%
5.	Pankaj Bansal HUF	3.01%
6.	Manoj Kumar Jain	5.54%
7.	Niraj Jain	4.32%
8.	Mahima Jain	4.01%
9.	M K Jain HUF	3.37%
10.	Veena Gupta	3.75%
11.	Rajesh Kumar Madan	1.41%
12.	Renu Madan	0.94%
13.	Anil Kumar Tanwar	0.94%
14.	Neelam Tanwar	1.41%
15.	Praveen Kumar	0.47%
16.	Deepak Kumar	0.47%
17.	Naveen Kumar Garg	0.47%
18.	Parvesh Singhla	0.47%
19.	Deepak Gupta	0.47%
20.	DSP Corporates Services Private Limited	3.28%
21.	Sushil Kumar Bothra	0.94%
22.	Sundeep Bothra	0.94%
23.	Garima Bothra	2.34%
24.	Varuna Bothra	2.34%
25.	Shreshtha Chopra	1.17%
26.	Shreyansh Chopra	1.17%

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27.	Sunil Kumar Bhansali	2.38%
28.	Mamta Bhansali	2.34%
29.	Kanhaiya Dugar	1.87%
30.	Nisha Dugar	1.87%
31.	Kanhaiya Dugar (HUF)	1.87%
32.	Nitasha Arora	1.87%
33.	Munish Arora	1.87%
34.	Gaurav Sharma	0.94%
35.	Kavya Gupta	0.94%
36.	Moksh Dugar	0.94%

**s) Amount which the company intends to raise by way of such securities**

Aggregating up to INR 6,94,93,000.00/- (Indian Rupees Six Crore Ninety-Four Lakh Ninety-Three Thousand Only)

**t) Certificate of Practicing Company Secretary**

The copy of certificate from **Mr. Ashok Kumar Verma**, Partner of A.K. Verma & Co, Practicing Company Secretaries, New Delhi, as required under regulation 163(2) of the SEBI (ICDR) Regulations, 2018, shall be placed before the Extra Ordinary General Meeting of the shareholders through electronic means, to be held at 12:30 P.M at 908 ,9th Floor Mercantile House, 15 K.G. Marg, New Delhi – 110001. The said certificate shall be hosted on the Company's website and is accessible at link: <https://fmecinternational.com/investor.html>

**u) Undertaking**

- i. The Company, its Directors and none of our Promoters have been declared as wilful defaulter are categorized as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter issued by the Reserve Bank of India and a fraudulent Borrower.
- ii. The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- iii. As the Equity Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- iv. The company undertakes to re-compute the price of the Equity share in terms of the provisions of SEBI (ICDR) Regulations, 2018 where it is required to do so.
- v. that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.
- vi. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended and circulars and notifications issued by the SEBI thereunder.

## v) Other Disclosures

- i. The Proposed Allottees have confirmed that it has not sold any equity shares of the Company during the 90 trading days preceding the relevant date.
- ii. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity Shares under the Preferential Issue is for a cash consideration.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item No. 1 as Special Resolution for your approval.

Except, Mr. Apoorve Bansal, Promoter & Managing Director and Ms. Mahima Jain, Promoter & CFO and their relatives, none of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 1 of this Notice except and to the extent of their shareholding in the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

### Item No. 02

#### TO APPOINT MR. ROHIT DUGAR AS INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Rohit Dugar (DIN 07988480) is eligible for appointment as Independent Director for term of five consecutive years, subject to meeting criteria of independence and passing of a special resolution by the shareholders of the Company to that effect as required under the Act.

Considering the performance evaluation which was found satisfactory by the Board, Mr. Rohit Dugar provided her consents and necessary disclosures to continue as an Independent Director of the Company. Further, she also met the criteria of Independence and based on the recommendations of Nomination and Remuneration Committee, subject to approval of the member, the Board of Directors, had approved her appointment as Independent Director of the Company for a term of five years to hold office from the conclusion of this General Meeting till the conclusion of the Annual general Meeting of the company to be held in the year 2027. During her tenure of appointment, she shall not be liable to retire by rotation as provided under Section 152 (6) of the Act.

#### **BRIEF PROFILE OF MR. ROHIT DUGAR:**

Mr. Rohit Dugar, a young and dynamic professional with highly efficient management skills. He has done his Masters from Symbiosis International University, Pune. He has a rich experience in the field of Financial and Banking sector which will enable him to do justice to his potential as well as to the development of the organization.

# F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

CIN :L65100DL1993PLC053936

Website :www.fmecinternational.com

Email:fmecinternational@gmail.com

Tel : 01149954225

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In the opinion of the Board, the above named person proposed to be appointed as Independent Director fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder and that the proposed Director is independent of the Management.

The details of Mr. Rohit Dugar are given in Annexure "A".

The Board recommends the Resolution for approval of the members as a **Special Resolution**.

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

None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

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, 2022 along with Profit & Loss Account and Auditors' Report thereon of the Company.



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## Annexure A

### DETAILS OF INDEPENDENT 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. 2
1.	Name of Director	Mr. Rohit Dugar
2.	DIN	07988480
3.	Date of Birth	17/12/1988
4.	Date of Appointment	14/11/2022
5.	Qualification	Graduate
6.	Expertise in specific functional Area	Finance and Banking Sector
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)	2

# F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

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## F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

Registered office: 908, 9th 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 .....

S.No.	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 EXTRA ORDINARY GENERAL MEETING OF THE COMPANY BEING HELD ON SATURDAY, 24<sup>th</sup> DAY OF DECEMBER, 2022 AT 12:30 P.M. AT 908 ,9th FLOOR MERCANTILE HOUSE, 15 K.G. MARG, NEW DELHI - 110001.

Member

Proxy

\_\_\_\_\_ Member's/Proxy's Signature\*\*

\* Applicable for investors holding shares in physical form.

\*\* Please strike out whichever is not Applicable

# F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

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Tel : 01149954225

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 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....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary general meeting of the company, to be held on the Saturday, 24<sup>th</sup> day of December at 12:30 P.M. AT 908 ,9th Floor Mercantile House, 15 K.G. Marg, New Delhi – 110001. and at any adjournment thereof in respect of such resolutions as are indicated below:

908, 9<sup>th</sup> Floor, Mercantile House, 15, K.G. Marg, Delhi-110001

# F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

CIN :L65100DL1993PLC053936  
Website :www.fmecinternational.com  
Email:fmecinternational@gmail.com  
Tel : 01149954225

Item No	Resolutions	For (Approved)	Against (Rejected)
1	To Issuance of Equity Shares of the Company on Preferential Basis		
2	To Appoint Mr. Rohit Dugar As Independent Director Of The Company		

Signed this ..... day of ..... 2022

Affix  
Revenue  
Stamp

Signature of Shareholder

Signature of Proxy holder(s)

#### Notes:

\* Please put an 'X' in the Box in the appropriate column against the respective resolution. If you leave the 'For' or 'Against' column blank against any or all the resolution, 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.

# F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

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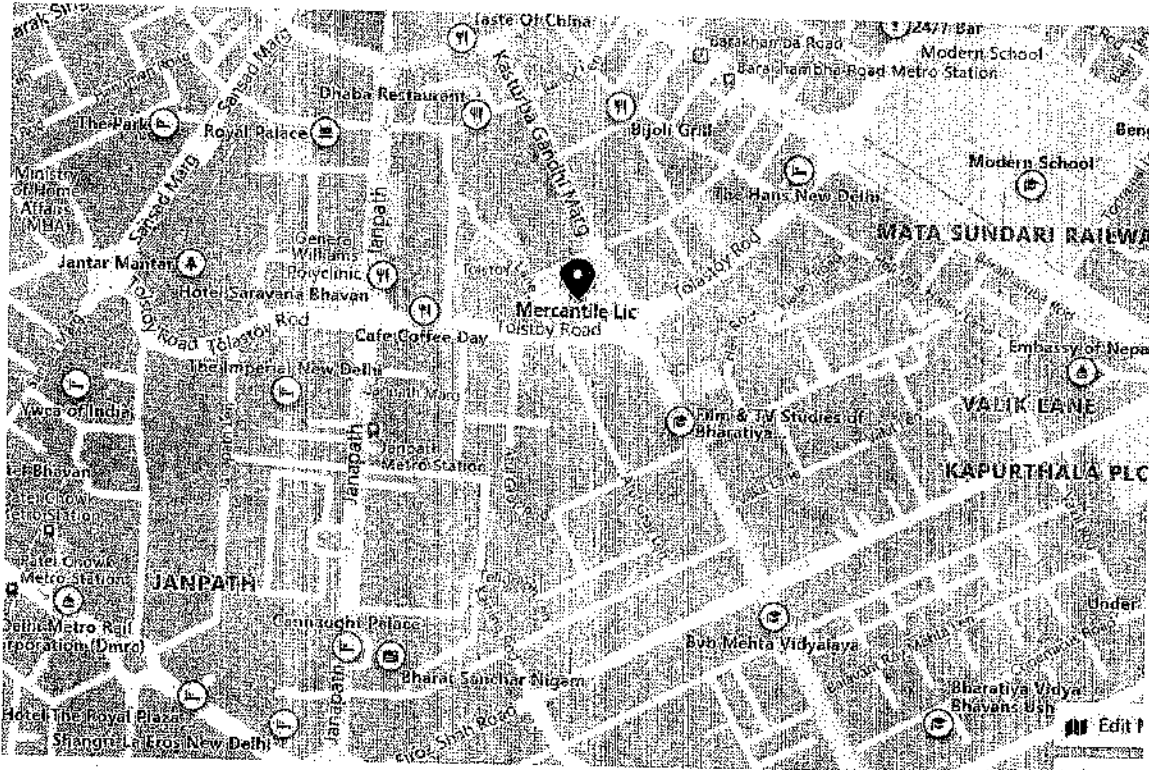
## ROAD MAP FOR EGM

**EGM Address:** 908 ,9th Floor Mercantile House, 15 K.G. Marg, New Delhi – 110001

**CIN:** L65100DL1993PLC053936

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

**Tel:** 011-4368040



908, 9<sup>th</sup> Floor, Mercantile House, 15, K.G. Marg, Delhi-110001