

A. K. Verma & Co.

Company Secretaries

(PEER REVIEWED- YEAR 2022-2027)

COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018)

To
The Board of Directors
F Mec International Financial Services Limited
R.O.: 908 ,9th Floor Mercantile House,
15 K.G. Marg, New Delhi- 110001, Delhi

We A. K. Verma & Co, Practicing Company Secretary have been appointed by F Mec International Financial Services Limited (hereinafter referred to as 'Company'), having CIN L65100DL1993PLC053936 and having its registered office at 908 ,9th Floor Mercantile House, 15 K.G. Marg, New Delhi- 110001, Delhi to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "SEBI ICDR Regulations").

In accordance with the Regulations, the Board of Directors at its Meeting held on 25th November 2022 had approved raising funds through issuance of up to 57,91,068 (Fifty-Seven Lakhs Ninety-One Thousand Sixty-Eight only) fully paid-up equity shares of face value of Rs. 10/- each of the Company at a price of Rs. 12/- per Equity Share (at a premium of Rs. 2/- per Equity Share) aggregating up to Rs. 6,94,92,816 to Promoter/Promoter group and non-promoters (Proposed Investors) by way of a preferential issue on a private placement basis.

The Company has received the approval of the members of the company on 24th December 2022 and the in-principle approval of the stock Exchanges on 08th February 2023 for the aforesaid issue.

Pursuant to the above, the Board of Directors of the Company, through the resolution passed in the Board Meeting held on Monday, 07th August 2023, had approved the Allotment of 57,91,068 (Fifty-Seven Lakhs Ninety-One Thousand Sixty-Eight only) Equity Shares having face value of Rs. 10/- (Rupees Ten Only) each for cash at a price of Rs. 12/- (including a premium of Rs. 2/- per share) to Promoter/Promoter group and non-promoters (Proposed Investors).

**13-B, IIND FLOOR, ABOVE, CENTRAL BANK OF INDIA, NETAJI SUBASH MARG,
DARYAGANJ, NEW DELHI-110002**
TEL: 42564636, Mob: 9811127616 E-MAIL: ashokvermafcs@yahoo.com
Website: csakverma.com

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However, the Company could not complete the allotment of the above said equity shares within 15 days from the date of passing of the special resolution by the Members.

Hence in accordance with regulation 170(2) of SEBI (ICDR) Regulations, 2018 the Company require the fresh approval of shareholders of the Company pursuant to issuance and allotment of 57,91,068 equity shares to Promoter/Promoter group and non-promoters (Proposed Investors) on Preferential basis at a price of Rs. 13.50/- (including a premium of Rs. 3.50/- per share).

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company, as required under the aforesaid Regulations, I/we have verified that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue, more specifically, the following:

- i. Memorandum of Association and Articles of Association of the Company;
- ii. The present capital structure including the details of the Authorised, Subscribed, Issued and Paid-up share capital of the Company along with the shareholding pattern;
- iii. Resolutions passed at the meeting of the Board of Directors;
- iv. List of Proposed Allottees;
- v. The relevant date in accordance with Regulation 161 of the Regulations is 19th October, 2023
- vi. All equity shares held by the proposed allottees in the Company are in dematerialised form.
- vii. Details of buying, selling and dealing in the equity shares of the Company by the proposed allottees, Promoter or Promoter Group during the 90 trading days preceding the relevant date;
- viii. Permanent Account Numbers of the proposed allottees;
- ix. Draft notice of General Meeting including the disclosure in Explanatory Statement as required under Companies Act, 2013 & the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the Regulations.
- x. Valuation Report of Independent Registered Valuer for pricing of infrequently traded shares;
- xi. Verified the relevant statutory records of the company to confirm that:

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- a. it has no outstanding dues to the SEBI, the stock exchanges or the depositories except those whose are the subject matter of a pending appeal or proceeding(s), which has been admitted by the relevant Court, Tribunal or Authority.
- b. it is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.

It is the responsibility of the Management to comply with the requirements of the Regulations, including the preparation and maintenance of all accounting and other relevant supporting records, designing, implementing and maintaining internal control relevant to preparation of Notice and explanatory statement, determination of relevant date & minimum price of shares and making estimates that are reasonable in the circumstances.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We are not expressing any opinion on the price computed / calculated and/or the price at which the shares are being issued by the Company.
4. This certificate is solely for the intended purpose of compliance in terms of aforesaid Regulations and for your information and it is not to be used, circulated, quoted or otherwise referred to for any other purpose other than compliance with the aforesaid Regulations.

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Certification:

Based on my/our examination of such information/documents and explanation furnished to me/us by the management and employees of the Company and to the best of my/our knowledge and belief, I/we hereby certify that proposed preferential issue is being made in accordance with the requirements of the Regulations.

For A. K. Verma & Co
Practicing Company Secretaries
FRN: P1997DE091500

Ashok Kumar Verma
Partner
Membership No: FCS394
Certificate of Practice No: 2568
UDIN: F003945E001383501

Date: 19-10-2023
Place: New Delhi