

# F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

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## NOTICE

Notice is hereby given that **Extra Ordinary General Meeting** of members of **F MEC International Financial Services Limited** will be held on **Monday, May 04, 2026**, at **12:30 P.M.** through video conferencing (VC)/ other audio-visual means (OAVM) to transact the following business:

**1. To Consider and Approve the Sub-Division / Split of Equity Shares and consequential alteration of Capital Clause of Memorandum of Association of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), including the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) as amended from time to time, to the extent applicable (including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, for the time being in force), and pursuant to the Articles of Association of the Company and subject to such permissions, consents and approvals, if any, required from the concerned statutory authorities as may be required in this respect and based on the recommendation of the Board of Directors (hereinafter referred to as the “Board”, which term shall deem to include any committee constituted or to be constituted by the board, from time to time, to exercise its powers conferred by this resolution), the approval of the Members of the Company be and is hereby accorded for sub-dividing the Equity Shares of the Company, such that each Equity Share having nominal face value of Rs. 10/- (Rupees Ten Only) each, be sub-divided into 5 (Five) Equity Shares having nominal face value of ₹ 2/- (Rupee Two Only) each fully paid-up.

**RESOLVED FURTHER THAT** pursuant to the Sub-division of Equity Shares of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Share Capital of nominal face value of Rs. 10/- (Rupees Ten Only) each, shall stand sub-divided into 5 (Five) Equity Shares of nominal face value of ₹ 2/- (Rupee Two Only) each.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and 61 of the Companies Act, 2013, applicable provisions of the Companies Act, 2013, Clause V of Memorandum of Association of the Company be and is hereby altered and substituted by the following:

*“The Authorised Share Capital of the Company is ₹ 15,00,00,000 /- (Rupees Fifteen Crores Only) divided into 7,50,00,000 (Seven Crore Fifty Lakh) Equity Shares of Face Value of ₹ 2/- (Rupee Two Only) each.”*

**RESOLVED FURTHER THAT** upon sub-division of the Equity Shares as aforesaid, 5 (Five) Equity Shares of the face value of ₹ 2/- each to be allotted in lieu of existing 1 (One) Equity Share of the face value of ₹ 10/- each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank paripassu in all respects with the existing fully paid-up Equity Shares of ₹ 10/- each of the Company and shall be entitled to participate in full after the Sub-divided Equity Shares are allotted.

**RESOLVED FURTHER THAT** pursuant to the sub-division of equity shares as aforesaid and with effect from the Record Date:

- a) The equity shares held in physical form, the existing share certificate(s) in relation to the existing equity shares of face value of ₹ 10/- (Rupees Ten Only) each, fully paid up, shall be deemed to have been cancelled and be of no effect and that the Board/Company's Registrar and Share Transfer Agents ("RTA"), without requiring the Members to surrender their existing share certificate(s), shall issue new share certificate(s) or letter of confirmation(s) in lieu of existing share certificate(s) in compliance with the applicable laws/guidelines in this regard; and
- b) The equity shares held in dematerialized form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the Members held with their Depository Participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s).

**RESOLVED FURTHER THAT** the sub-division of equity shares shall be subject to the terms and conditions contained in Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board including any Committee of the Board or person authorised by the Board, be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit to fix and announce the Record Date, to make appropriate adjustments on account of sub-division of equity shares, to accept and make any alteration(s), modification(s) to terms and to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, to settle any questions, doubts or difficulties that may arise with regard to the sub-division of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations."

## **2. To Issue Bonus Shares**

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 63 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Share Capital and Debentures) Rules, 2014 ("the Rules"), and the rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Foreign Management Act, 1999 and other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, the enabling provisions of the Memorandum and Articles of Association of the Company, and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include a Committee of Directors or officer(s) of the Company duly authorized in this behalf), and subject to such approvals as may be required in this regard, approval of the Members be and is hereby accorded to the Board for capitalization of a sum not exceeding ₹ 88,91,768 (Rupees Eighty-Eight Lakhs Ninety-One Thousand Seven Hundred Sixty Eight Only) from and out of the Company's Free Reserves (Retained Earnings) and/or the securities premium account for the purpose of the issue of bonus equity shares of ₹ 2/- (Rupee Two only) each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board, in the proportion of 1 (One) Equity Share of ₹ 2/-(Rupee Two Only) each for every 10 (Ten) existing Equity Shares of ₹ 2/- (Rupee Two Only) each held by the Members and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

**RESOLVED FURTHER THAT** the Bonus Equity Shares so allotted shall rank pari-passu in all respects with the fully paid-up Equity Shares of the Company as existing on such date as may be fixed in this regard by the Board.

**RESOLVED FURTHER THAT** the bonus shares so allotted shall be subject to the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to the restrictions imposed under Regulation 294 of ICDR Regulations, the Bonus Equity Shares shall be issued in dematerialized form only and accordingly, the same shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and with respect to the members holding equity shares in physical form, the Company shall credit the bonus equity shares to a new demat suspense account till they are credited to the beneficiary accounts of the respective members holding Equity Shares in physical form.

**RESOLVED FURTHER THAT** the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Overseas Citizen of India, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs) and other foreign investors of the Company, if any will be subject to the approval of the RBI, if applicable and as may be necessary.

**RESOLVED FURTHER THAT** in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board of Directors who would hold them in trust for such Members and shall, as soon as possible, sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expense in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board including any Committee of the Board or person authorised by the Board, be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and as it may in its sole and absolute discretion deem necessary, expedient or incidental in regard to issue of bonus shares, filing of any documents with the Securities and Exchange Board of India, Stock Exchanges where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or any concerned authorities, applying and seeking necessary listing approvals from the Stock Exchanges, and to settle any question, difficulty or doubt that may arise in regard thereto.”

**3. To approve the Change in designation of Mr. Kabeer Chaudhary (DIN: 03142141) as Whole Time Director of the Company liable to retire by rotation for a period of 5 (Five) consecutive years**

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 196, 197 and Schedule V and all the 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 thereof for the time being in force), and Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the provisions of the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and subject to the permission of the RBI in accordance with Paragraph 10 titled 'Acquisition/Transfer of Control of NBFCs', under the RBI Master Direction – Non-Banking Financial Company (Scale-Based Regulation) Directions, 2023, updated as of November 28, 2025, consent of the members of the company be and hereby accorded for the change in designation of Mr. Kabeer Chaudhary (DIN: 03142141) from Non-executive director to Whole Time Director of the company for a period of 5 (five) years with effective from April 08, 2026 on the terms and conditions including remuneration as detailed in the explanatory statement attached hereto.”

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee of the Board be and is hereby authorized in consultation with Board of Director to revise from time to time during the tenure of the

appointment of Mr. Kabeer Chaudhary and wherein any financial year during the tenure of his appointment, the Company has incurred loss or its profits are inadequate, the Company shall pay to Kabeer Chaudhary, the remuneration payable to him shall be subject to overall limits laid down in Sections 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) without further approval of Members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.”

**RESOLVED FURTHER THAT** notwithstanding anything hereinabove contained, wherein any financial year during the tenure of his appointment, the Company has incurred loss or its profits are inadequate, the Company shall pay to Kabeer Chaudhary, the remuneration

**RESOLVED FURTHER THAT** Mr. Apoorve Bansal, Managing Director and Ronika Dhall, Company Secretary of the Company, be and are hereby severally authorized to take all such actions, do all such acts, deeds and things as may be deemed necessary, expedient or desirable in connection with the Change in Designation – Management Change, including but not limited to the preparation, execution, and submission of requisite applications, forms, declarations and other documents with the Reserve Bank of India (RBI), the Securities and Exchange Board of India (SEBI), the Ministry of Corporate Affairs (MCA), and any other regulatory or statutory authority, as may be required from time to time in this regard.

**By Order of the Board  
For F MEC International Financial Services  
Limited**

**Date: April 10, 2026  
Place: Delhi**

**Ronika Dhall  
Company Secretary & Compliance Officer**

## NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.fmecinternational.com](http://www.fmecinternational.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Friday, 01.05.2026, at 09:00 A.M. and ends on Sunday, 03.05.2026, 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. 27.04.2026, 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 27.04.2026.

**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. | <ol style="list-style-type: none"><li>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 “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2. If you are 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></li><li>3. 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 “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <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</li></ol> |

|   |  |
|---|--|
|   | <p>remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. 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 style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>  |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol> |

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

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

| Login type   | Helpdesk details   |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000  |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911 |

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

**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 :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:                                |
|--|---|
| a) For Members who hold shares in demat account with NSDL.     | 8 Character DP ID followed by 8 Digit Client ID |

|  |   |
|--|---|
|  | For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.  |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID<br>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<br>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.com](mailto:evoting@nsdl.com) 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 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.com](mailto:evoting@nsdl.com). 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.: 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com).

### **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.](#)**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [fmeinternational@gmail.com](mailto:fmeinternational@gmail.com) . The same will be replied by the company suitably.

**Annexure A**  
**Credit of Bonus Shares of the members holding shares in physical form:**

In compliance with the provisions of Chapter XI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Bonus Shares would be allotted to the shareholders in demat mode only.

Accordingly, the shareholders holding shares in physical mode are requested to provide their demat account number to the Company/ RTA so that their bonus shares are credited to their respective account.

In this connection, the shareholders holding shares in physical mode are requested to submit the following documents –

1. Request letter for credit of Bonus Share in Demat Account.
2. Form ISR-1
3. Self-attested copy of PAN
4. Self-attested copy of Aadhar/ Any other Government Issued Address Proof; and
5. Client Master List duly attested by your Depository Participant.

Above forms can be downloaded from the website of the Company at [www.fmecinternational.com](http://www.fmecinternational.com)

The above details can also be submitted either through in person verification, through post to RTA by way of email to [admin@skylinerta.com](mailto:admin@skylinerta.com) .

The above documents are required to be sent to the Company or RTA before the record date as may be fixed by the Board of Directors for the bonus issue. In case of non-receipt of the above documents to the Company or RTA by the said date, the respective bonus shares shall be dealt with as may be specified by the Stock Exchange or any other relevant authority.

## Explanatory Statement

### Pursuant to Section 102(1) of Companies Act, 2013

As required by Section 102 of the Companies Act, 2013 (the “Act”), the following Explanatory Statement sets out all material acts relating to the aforementioned special businesses:

#### **ITEM: 1&2-**

The Board of Directors of the Company, at its meeting held on April 08, 2026, approved and recommended the following for approval of the Members:

- a) Sub-division of 1 (one) Equity Share of face value of ₹ 10/- (Rupees Ten Only) into 5 (Five) equity shares of face value of ₹ 2/- (Rupee Two Only); and
- b) Issue of 1 (One) bonus Equity Shares of face value of ₹ 2/- (Rupee Two Only) for every 10 (Ten) Equity Share fully paid-up of ₹ 2/- (Rupee Two Only) by capitalising such sums out of Free Reserve and/or Securities Premium Account and/or any other permitted reserves as may be considered appropriate.

In order to improve the liquidity of the Company’s share and make them more affordable, thereby encouraging greater participation from retail investors and broadening the small investor base, the Board of Directors of the Company has recommended to sub-divide (split) Company’s 1 (one) Equity Share of face value of ₹ 10/- (Rupees Ten Only) each into 5 (Five) Equity Shares of face value of ₹ 2/- (Rupee Two Only) each without altering the paid-up capital of the Company, subject to the approval of the members. The Record Date for the aforesaid sub-division of the Equity Shares will be fixed by the Board of Directors.

Further, in view of the proposed sub-division of Equity Shares of face value of ₹ 10/- each to ₹ 2/- each, it is proposed to alter the authorised share capital to ₹ 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 7,50,00,000 equity shares of face value of ₹ 2/- each and to amend the capital clause of the Memorandum of Association as stated in the resolution at item no. 1 of the notice.

In appreciation of continuing support from shareholders of the Company and after considering the available reserves, with the Company and subject to the consent of Shareholders of the Company and all other requisite approvals, permissions, sanctions, the Board had considered, approved and recommended the issue of bonus Equity Shares of ₹ 2/- (Rupee Two Only) each (after considering the sub-division), credited as fully paid-up to existing members of the Company in the proportion of 1:10, by capitalizing such sums standing to the credit of Free Reserve and/or the securities premium account and/or any other permitted reserves, as per the audited financial statements of the Company for the financial year ended March 31, 2025, as may be considered appropriate.

Articles of Association of the Company permits capitalization of any part of the amount for the time being standing to the credit of any of the Company’s reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

The Record Date for the aforesaid sub-division of Equity Shares and issue of bonus shares shall be fixed by the Board (including any Committee thereof) after the approval of the Members is obtained.

Members are requested to note that in terms of the SEBI ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only. Accordingly, members holding shares in physical form are requested to provide such information and details as may be required, relating to his/her/ its demat account with a depository participant, to the Company / its Registrar and Transfer Agent at least one working day before the Record date which shall be intimated in due course, to enable it to issue the bonus equity shares in dematerialised form.

With respect to the bonus equity shares of members holding equity shares in physical form who have not provided their demat account details to the Company, the said bonus equity shares shall be credited in dematerialised form to a new demat suspense account, to hold these shares till they are credited to the beneficiary

accounts of the respective members holding equity shares in physical form. The voting rights on the bonus equity shares held in the demat suspense account / trust account, shall remain frozen.

Pursuant to proviso to Regulation 295 of SEBI ICDR Regulations, the bonus issue shall be implemented within two months from the date of the meeting of Board of Directors wherein, the decision to announce the bonus issue was taken subject to shareholders' approval.

Accordingly, the Company will take the requisite steps for implementing the aforesaid corporate actions on or before June 02, 2026.

The Board of Directors are of the opinion that the above proposals are in the interest of the Company and its existing and potential investors. The Board has therefore, recommended the resolutions set out at Item Nos. 1 and 2 of this Notice of EGM for the approval of the Members of the Company by way of Ordinary Resolutions.

A copy of the Memorandum of Association of the Company containing the proposed alterations is hosted on Company's website during the remote e-voting period at [www.fmecinternational.com](http://www.fmecinternational.com) and would be available for inspection by the Members of the Company during business hours on any working day.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, in this resolution, except to the extent of their respective shareholding, if any, in the Company. Promoter and Promoter group are deemed to be interested to the extent of their respective shareholding, if any, in the Company.

### **ITEM: 3**

On the recommendation of the Nomination and Remuneration Committee and pursuant to Section 161, 196, 197, 203 of the Companies Act, 2013, the Board of Director(s) at its meeting held on April 08, 2026, approved the change in designation of Mr. Kabeer Chaudhary (DIN: 03142141) as Whole Time Director of the company, subject to approval of shareholders in the general meeting.

Mr. Kabeer Chaudhary is graduated from Hansraj College, Delhi University and has also completed MBA from IIM-Kolkata. He is an experienced founder with a demonstrated history of working in the Financial Service Industry. He is skilled in Deal Sourcing, Management & Strategic Leadership. He is a strong Business Development Professional. The Board of Directors are of the view that his knowledge, experience, guidance would be useful for the growth of the Company.

The resolution seeks approval of the members in terms of Sections 149, 196 and 197 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and the applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) for the change in designation of Mr. Kabeer Chaudhary (DIN: 03142141) as Whole Time Director of the company.

Brief resume of Mr. Kabeer Chaudhary, nature of his expertise in specific functional areas, names of Companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and shareholding and relationships between Directors inter-se are provided in Annexure to this Notice.

The Board of Directors are of the opinion that the above proposal is in the interest of the Company and its existing and potential investors. The Board has therefore, recommended the resolution set out at Item No. 3 of this Notice of EGM for the approval of the Members of the Company by way of Special Resolutions.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, in this resolution, except to the extent of their respective shareholding, if any, in the Company. Promoter and Promoter group are deemed to be interested to the extent of their respective shareholding, if any, in the Company.

**By Order of the Board  
For F MEC International Financial Services Limited**

**Date: April 10, 2026  
Place: Delhi**

**Ronika Dhall  
Company Secretary & Compliance Officer**

**Details of Mr. Kabeer Choudhary (DIN: 03142141) seeking re-appointment/ appointment in the 01/2024-25 Extra Ordinary General Meeting pursuant to Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

| <b>Particulars</b>   | <b>Details</b>   |
|--|--|
| <b>Nature of Directorship</b>  | Whole Time Director (w.e.f. 08.04.2026)  |
| <b>Date of Birth</b>   | 20.06.1985   |
| <b>Age</b>   | 40 Years   |
| <b>Original Date of Appointment</b>  | 05.09.2023   |
| <b>Qualification and Expertise in Functional areas</b>   | Mr. Kabeer Chaudhary is graduated from Hansraj College, Delhi University and has also completed MBA from IIM-Kolkata.<br><br>He is an experienced founder with a demonstrated history of working in the Financial Service Industry. He is skilled in Deal Sourcing, Management & Strategic Leadership. He is a strong Business Development Professional. |
| <b>Terms and Condition of Appointment/ Reappointment</b>   | Re-designated as Whole Time Director of the company for the consecutive period of 5 (Five) years from w.e.f. 08.04.2026.   |
| <b>Remuneration/Sitting Fees sought to be paid.</b>  | Rs. 1,00,000 per month   |
| <b>Shareholding in the Company (As on 31.03.2025)</b>  | Nil  |
| <b>Details of Directorship held in other Companies</b>   | Credilab Micro Finance Private Limited (Director) & Vedasisters LLP (Designated Partner)   |
| <b>Details of Membership/Chairmanship of Committee as on 31.03.2025</b>  | Member of Audit Committee, Nomination & Remuneration Committee, Stakeholder Relationship Committee & Executive Committee   |
| <b>No. of board meetings attended during Financial Year 2024-25</b>  | 5 (Five)   |
| <b>Disclosure of Relationship between Directors</b>  | Mr. Kabeer Choudhary is not related to any of the Directors or Key Managerial Personnel of the Company.  |
| <b>Information as required under BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/ 2018/24 both dated June 20, 2018.</b> | Mr. Kabeer Choudhary is not debarred from holding the office Director pursuant to any SEBI Order or any other such authority.  |