

NOTICE

NOTICE is hereby given that the **27th** Annual General Meeting of the members of **F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED** will be held on Wednesday, 23rd day of December, 2020 at 3.30 p.m. IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited (Standalone and Consolidated) Financial Statements as at 31st March, 2020 and Report of the Board of Directors' and Auditors' thereon :**

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

“RESOLVED THAT the Audited Balance Sheet & Statement of Profit and Loss Account and Cash Flow Statement (both Standalone and Consolidated) for the Financial Year ended March 31, 2020 along with the Auditor’s Report and the Directors’ Report as circulated to the shareholders and laid before the meeting, be received, considered and adopted.”

2. **To appoint a Director in place of Mr. Apoorve Bansal (DIN: 08052540) who retires by rotation and, being eligible, offers himself for re-appointment:**

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with applicable Companies (Qualification and Appointment of Directors) Rules, 2014, Mr. Apoorve Bansal (**DIN: 08052540**), who retires by rotation, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. **To appoint Auditor of the Company and fix their remuneration:**

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 provision of section 139, and other application provisions, if any, of Companies Act 2013 and the rules framed there under as mentioned from time to time **M/s. Sanjay K Singhal & Co, Chartered Accountants, New Delhi** be and is hereby appointed as the Statutory Auditors of the Company, to the office from the conclusion of this Annual General meeting till the Conclusion of Annual General Meeting to be held for the Financial Year 2025 at a remuneration to be decided by the Board with mutual consent with the Auditors.”

SPECIAL BUSINESS:

4. TO APPOINT MR. SACHIN JAIN (DIN 02932194) AS AN 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 thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)**Mr. Sachin Jain (DIN 02932194)** who was appointed as an Additional Director in the meeting of the Board of Directors held on 26/06/2020 and whose term expires at the ensuing Annual General Meeting of the Company, and has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and is eligible for re-appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for appointment as a Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director for a term of five years to hold office from June,26,2020 to June 25, 2025.

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.”

5. To re-appoint M/s A. K. Verma & Co., Company Secretaries (Registration No., Unique Code- S1997DE019500) as Secretarial Auditor for the Financial Year 2020-2021

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

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions of the Act and pursuant to relevant provisions of Articles of Association of the Company, consent of the members be and is hereby accorded to re-appoint **“M/s A.K. Verma & Co.”, Company Secretaries (Registration No. , Unique Code- S1997DE019500)**, New Delhi as Secretarial Auditor for Financial Year 2020-2021 at the remuneration as decided by the Board of Directors of the Company”.

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

Sd/-
Apoorve Bansal
Managing Director

DIN:08052540

Add: A-708

Unesco Apartment, 55

I.P. Extension, Patparganj

Delhi -110092

Place: New Delhi

Date: 10.11.2020

NOTES:

- 1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.**
- Proxy form in MGT-11/ Instrument appointing the proxy duly filled up and executed must be received at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
- A person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share Capital of Company carrying voting rights. A member holding more than 10% of the total share capital of the Company and carrying voting rights may appoint a single person as Proxy, who shall not act as a Proxy for any other Member.
- The Statement as required under Section 102 of the Companies Act, 2013 in respect of all items of Special Business as set out in the notice is annexed hereto.
- Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or Depository Participant(s). Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
- The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip at the Registration Counter at the AGM.
- The Auditors of the Company **M/s. Sanjay K Singhal & Co, Chartered Accountants, New Delhi** were appointed as Statutory Auditors of the Company in the Annual General Meeting held on 27th September 2015 for a term of five years. Their term of office expires on the conclusion of ensuing Annual General Meeting. Therefore, their appointment is proposed for the members approval in the ensuing Annual General meeting.

8. Mr. Apoorve Bansal was appointed as Non- Independent Additional Director of the Company on 15th January, 2018 and later his appointment was regularized in the Annual General Meeting held on 22nd September, 2018 in which he was further appointed as Managing Director of the Company. Accordingly, he is liable to retire by rotation in this Annual General Meeting in terms of provisions of Section 152(6) of the Companies Act, 2013 read with the applicable Companies (Appointment and Qualification of Directors) Rules, 2014 and being eligible offers himself for re-appointment, and the said resolution will be duly placed before the members, for their approval in this Annual General Meeting.
9. **Securities and Exchange Board of India (“SEBI”) has mandated that securities of Listed Companies can be transferred only in dematerialized form from w.e.f. April 1, 2019. Accordingly, the Company/ Skyline Financial Services Private Limited (RTA) has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization.**
11. The Register of Members and Share Transfer Books shall remain closed from 17th **December, 2020 to 23rd December, 2020 (both days inclusive).**
12. Members desiring any further information on the business to be transacted at the meeting should write to the Company at least 15 days before the date of the meeting so as to enable the management to keep the information, as far as possible, ready at the meeting.
13. Members are requested to notify the Company about the change of address, if any, to the Registered Office of the Company.
14. Members are requested to bring their Attendance Slip and copy of the Annual Report with them at the Annual General Meeting.
15. All correspondence relating to shares may be addressed to the Registered Office of the Company.
16. The business set out in the Notice can be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No 19.
17. Members desiring any information/clarification on the Accounts are requested to write to the Company in advance at least seven (7) days before the meeting so as to keep the information ready at the time of Annual General Meeting.
18. As per provisions of the Companies Act, 2013 facility for making nominations is available to the shareholders in respect of the shares held by them. Nomination forms can be obtained from the Registered Office of the Company.

19. Voting Through Electronic Means

- a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and

regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting as stated in the Notice by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

b) The facility for voting through Ballot Paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through Ballot Paper.

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

d) The Company is providing facility for voting by electronic means to its members to enable them to cast their votes through such voting. The Company has engaged the services of Central Depository Service Limited ("CDSL") as the Authorized Agency to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting).

e) The Board of Directors of the Company has appointed Mr. **Ashok Kumar Verma, Partner of A.K. Verma & Co, Company Secretaries, New Delhi** as Scrutinizer to scrutinize the voting through Ballot Paper and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

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

Commencement of remote e-voting	9.00 A.M. 20th December, 2020
End of remote e-voting	5.00 P.M. 22nd December, 2020

Please note that remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.

g) The cut-off date for the purpose of voting (including remote e-voting) is **17th December, 2020**.

h) The Scrutinizer, after scrutinizing the votes cast at the meeting (through Ballot Paper) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.fmecinternational.com. The results shall simultaneously be communicated to the Stock Exchanges.

Information and other instructions relating to e-voting are as under:

- (i) The voting period begins on **Sunday, 20th December 2020 from 09:00 A.M** and ends on **Tuesday, 22nd December, 2020 till 05:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 17th December 2020 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

(xxi) The Results shall be declared within three days from the date of AGM of the Company i.e. 27th December, 2020. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.fmecinternational.com and on the website of CDSL and communicated to the Bombay Stock Exchange.

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

Item No. 4:

Mr. Sachin Jain (DIN 02932194)), 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. Sachin Jain** provided his consents and necessary disclosures to continue as an Independent Director of the Company. Further, he 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, on June, 26 2020, had approved his appointment as Independent Director of the Company for a term of five years to hold office from June 26, 2020 to June 25 2025, During his tenure of appointment, he shall not be liable to retire by rotation as provided under Section 152 (6) of the Act.

BRIEF PROFILE OF MR. SACHIN JAIN:

Mr. Sachin Jain, was enrolled as a member of the Institute of Chartered Accountants of India and has twenty years of consultancy experience with expertise in financial growth management. His forte lies in direct as well as indirect taxation, valuations, corporate law, financial modeling, business consultancy, Arbitration, Company Law Matter, Legal matter etc. He has hands on experience in providing total management solutions to non-profit organizations including representative office.

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 Sachin Jain 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, 2020 along with Profit & Loss Account and Auditors' Report thereon of the Company.

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

Item No. 5

As per the provisions of Section 204 of the Companies Act 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company being a Listed Company shall be subject to Secretarial Audit from Practicing Company Secretary.

The Board hereby recommends re-appointing M/s **A.K. Verma & Co., Company Secretaries, (Registration No. , Unique Code- S1997DE019500)** having experience of more than 20 years of Corporate Services in field of Corporate Laws as Secretarial Auditor of Company for the Financial Year 2019- 20.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The copies of the following documents are open for inspection at the Registered Office of the Company between 11:00 A.M. to 01:00 P.M. on any working day except Sundays and Company Holidays and Declared Holidays:

1. Copy of the Board/ Shareholder's Resolution.
2. Notice of the AGM with Explanatory Statement.
3. Balance Sheet as on 31st March, 2019 along with Profit & Loss Account and Auditors' Report thereon of the Company.

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

DETAILS OF INDEPENDENT DIRECTOR SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING

S. No	Particulars	Shri Sachin Jain
1.	DIN	02932194
2.	Date of Birth	18/03/1976
3.	Date of appointment on the Board	June 26, 2020
4.	Qualifications	CHARTERED ACCOUNTANT
5.	Experience	MORE THAN 10 YEARS
6.	Terms and Conditions of reappointment along with details of remuneration and last drawn remuneration, if applicable.	NA
7.	Shareholding in the Company.	NIL
8.	Relationships with the Other Directors, Manager and other KMP(s).	NO RELATION
9.	No. of Board Meetings attended during the financial year 2019-20 and other Directorships.	AS HE WAS APPOINTED ON 10-11-2020 , NO BOARD MEETING WAS ATTENDED BY HIM DURING 2019-2020

F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

Registered office: IInd Floor, Central Bank Building 13-B,
Netaji Subhash Marg, Daryaganj Delhi-110002
CIN: L65100DL1993PLC053936

ADMISSION SLIP

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company/Depositories.

DP ID..... Client

Regd. Folio No.* No. of Shares

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

- 1.
- 2.
- 3.

I/WE HEREBY RECORD MY/OUR PRESENCE AT THE 27th ANNUAL GENERAL MEETING OF THE COMPANY BEING HELD ON WEDNESDAY, 23RD DAY OF DECEMBER, 2020 AT 03:30 P.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT IIND FLOOR, CENTRAL BANK BUILDING, 13-B, NETAJI SUBHASH MARG, DARYAGANJ, DELHI- 110002.

Member

Proxy

_____ Member's/Proxy's Signature**

** Applicable for investors holding shares in physical form.*

*** Please strike out whichever is not Applicable*

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED
IInd Floor, Central Bank Building 13-B, Netaji Subhash Marg, Daryaganj Delhi-110002
CIN : L65100DL1993PLC053936

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

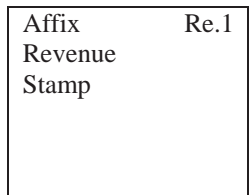
2. Name :
Address:
E-mail Id :
Signature:....., or failing him

3. Name :
Address:
E-mail Id:
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on the Wednesday, 23rd day of December, 2020 at 03:30 P.M and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	For (Approved)	Against (Rejected)
1. To consider and adopt the Audited Financial Statements (Standalone and Consolidated) for the year 31 st March, 2020 together with the Board Report and Auditors' Report thereon.		
2. To appoint a Director in place of Mr. Apoorve Bansal (DIN: 08052540) who retires by rotation and, being eligible, offers himself for re-appointment.		
3. To re-appoint M/s. Sanjay K Singhal & Co, Chartered Accountants, New Delhi the retiring auditors of the Company for a period 5 years i.e. from the conclusion of this Annual General meeting till the Annual General Meeting to be held in the year 2025.		
4 Appointment of Mr. Sachin Jain (DIN 02932194) as independent director		
5. To re-appoint M/s A. K. Verma & Co., Company Secretaries (Registration No., Unique Code-S1997DE019500) as Secretarial Auditor for the Financial Year 2020-2021.		

Signed this day of 2020



Signature of shareholder

Signature of Proxy holder(s)

Notes:

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

* 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 IInd Floor, Central Bank Building 13-B, Netaji Subhash Marg, Daryaganj Delhi-110002 at not later than FORTY-EIGHT HOURS before the commencement of the aforesaid Meeting.

*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.