

NOTICE

NOTICE is hereby given that the **29th** Annual General Meeting of the members of **F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED** will be held on **Saturday, 17th September, 2022 at 12:30 P.M.** at the II Floor, 13-B, Central Bank Building, Netaji Subhash Marg, Daryaganj, Delhi-110002, to transact the following business:

ORDINARY BUSINESS:

1. To Receive, Consider and Adopt the Audited Financial Statements as at 31st March, 2022 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 for the Financial Year ended March 31, 2022 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.”

SPECIAL BUSINESS:

3. To Re-Appoint M/s A. K. Verma & Co., Company Secretaries (Registration Unique Code- P1997DE091500) as Secretarial Auditor for the Financial Year 2022-2023:

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 (Unique Code- P1997DE091500)**, New Delhi as Secretarial Auditor for Financial Year 2022-2023 at the remuneration as decided by the Board of Directors of the Company”.

4. To Appoint Ms. Renuka Chouhan (DIN: 09547785) as a Non-Executive Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 152 and 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) Ms. Renuka Chouhan (DIN: 09547785) who was appointed as an Additional Director in the meeting of the Board of Directors held on 28.03.2022 and whose term expires at the ensuing Annual General Meeting of the Company, 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 her candidature for appointment as a Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as a Non-Executive Director for a term of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2027.

RESOLVED FURTHER THAT Mr. Apoorve Bansal, Managing Director of the Company be and is 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 consider and approve the change of name of the company from F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED to DHVIJA FINANCE LIMITED:

To change the name of the Company subject to the approval of all the applicable regulatory authorities and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to section 13 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) along with the RBI norms for Non-Banking Financial Companies and all other applicable provisions, if any, of the Companies Act, 2013 read along with Companies (Incorporation) Rules, 2014, as amended from time to time, subject to approval of the Central Government (power delegated to Registrar of Companies), Reserve Bank of India and any other Regulatory Authorities as may be necessary, consent of the members be and is hereby accorded to change the name of the Company from **“F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED”** to **“DHVIJA FINANCE LIMITED”**

“RESOLVED FURTHER THAT the Name Clause being Clause I in the Memorandum of Association of the Company be and is hereby altered accordingly and substituted by the following clause:

*The Name of the Company is **“DHVIJA FINANCE LIMITED”***

“RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

“RESOLVED FURTHER THAT Mr. Apoorve Bansal, Managing Director of the Company are hereby authorized to perform all such act, deeds and do such filings as are required to bring the above resolution into effect”

6. To Consider and Approve the Alteration of Capital Clause of the Memorandum of Association 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 section 61 and section 64 and other applicable provisions of the Companies Act, 2013 read with relevant rules made thereunder, including statutory modifications and re-enactment, enabling provisions of the Memorandum and Article of Association of F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED (“the company”), all the notifications, regulations and circulars, as maybe applicable, the Authorized Share Capital of the Company be and is hereby increased from **Rs. 3,50,00,000/- (Rupees Three Crore Fifty Lacs only)** divided into **35,00,000 (Thirty Five Lakhs Only)** Equity Shares of Rs.10/- (Rupees Ten) each To **Rs. 10,00,00,000/- (Rupees Ten Crore only)** divided into **1,00,00,000 (One Crore only)** Equity Shares of Rs.10/- (Rupees Ten) each by creation of **65,00,000 (Sixty Five Lakhs Only)** Equity Shares of Rs.10/- (Rupees Ten) each ranking pari passu in all respects with the existing equity shares of the Company.

“FURTHER RESOLVED THAT in terms of Section 13, 61, 64 of the Companies Act, 2013, the consent of the members be and is hereby accorded for substituting the existing clause V of the memorandum of association of the company relating to Authorised share capital of the company with the following clause:

*“V. The Authorized Share Capital of the Company is **Rs. 10,00,00,000/- (Rupees Ten Crore only)** divided into **1,00,00,000 (One Crore only)** Equity Shares of Rs.10/- (Rupees Ten) each”*

“FURTHER RESOLVED THAT Mr. Apoorve Bansal, Managing Director of the Company are be and hereby severally authorized to perform all such acts, things and file and sign all such documents as maybe necessary and incidental to give effect to the above resolution.

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

Sd/-

Apoorve Bansal

Chairman/Managing Director

(DIN: 08052540)

Add: A-708 Unesco Apartment, 55
I.P. Extension, Patparganj, Delhi -110092

Place: New Delhi

Date: 19.07.2022

NOTES:

- 1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.**
2. Proxy form in MGT-11/ Instrument appointing the proxy duly filled up and executed must be received at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
3. A person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share Capital of Company carrying voting rights. A member holding more than 10% of the total share capital of the Company and carrying voting rights may appoint a single person as Proxy, who shall not act as a Proxy for any other Member.

4. The Statement as required under Section 102 of the Companies Act, 2013 in respect of all items of Special Business as set out in the notice is annexed hereto.
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or Depository Participant(s). Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
6. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip at the Registration Counter at the AGM.
7. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide Notification dated 7th May 2018 issued by the Ministry of Corporate Affairs (MCA), New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on 23rd December 2020 for a term of five years.
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.**
10. The Register of Members and Share Transfer Books shall remain closed from 10th September, 2022 to 17th September, 2022 (**both days inclusive**).
11. 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.

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

18. 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 National Securities Depository Limited ("NSDL") 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. 14th September, 2022
End of remote e-voting	5.00 P.M. 16th September, 2022

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 **10th September, 2022.**

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 <https://fmecinternational.com/investor.html>. The results shall simultaneously be communicated to the Stock Exchanges.

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

- (i) The remote e-voting period begins on **Wednesday, 14th September, 2022 at 09:00 A.M.** and ends on **Friday, 16th September, 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. **10th September, 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 10th September, 2022.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) **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 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.	<p>1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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.</p> <p>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 not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>2. 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. 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. 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> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> 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

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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at

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 :

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 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

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.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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 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.
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 with a copy marked to 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at 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

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 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.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.
- (iv) The Results shall be declared within two working days of conclusion of its General Meeting AGM of the Company i.e 17th September, 2022. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://fmecinternational.com/investor.html> and on the website of NSDL and communicated to the Bombay Stock Exchange.

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

Item No. 3

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 Unique Code- P1997DE091500)** having experience of more than 20 years of Corporate Services in field of Corporate Laws as Secretarial Auditor of Company for the Financial Year 2022- 23.

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

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

Item No.4

As per the provisions of section 152 and Companies (Appointment and qualifications) Rules,2014, the board recommends the appointment of Ms. Renuka Chouhan (DIN: 09547785) who was approved as an Additional Director in the meeting of the Board of Directors held on 28.03.2022 and whose term expires at the ensuing Annual General Meeting of the Company, 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 her candidature for appointment as a Director.

Considering the rich experience of Ms. Renuka Chouhan, the Nomination & Remuneration Committee along with the Board recommends her appointment as Non-Executive Director. The Company benefit from her insights and perspective.

It is proposed to seek Member's approval for the appointment of Ms. Renuka Chouhan (DIN: 09547785) as a Non-Executive Director 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

It is proposed to change the name of the Company in order to broaden the scope of its business and to ensure prosperity; it was decided by the Board to change the name of the Company, in compliance with the provisions of the Companies Act, 2013 along with the RBI norms for NBFCs, from **"F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED"** to **"DHVIJA FINANCE LIMITED"** which means '*Borne for performing the great things*'.

The Board of Directors of the Company had, at its meeting held on Tuesday, 19th day of July 2022, resolved that, the name of the Company be changed from **"FMEC INTERNATIONAL FINANCIAL SERVICES LIMITED"** to **"DHVIJA FINANCE LIMITED"**, and accordingly Clause I (Name Clause) in the Memorandum of Association of the Company is to be altered by substituting the same with New Clause I i.e.

Clause I – The name of the Company is **DHVIJA FINANCE LIMITED**.

Therefore, the Board of Directors recommends passing the Special Resolution for the purpose of change of name of the Company.

None of the Directors are in any way concerned/interested or concerned in any way in the proposed Resolution.

Item No. 6

The present Authorised Share Capital of the Company is **Rs. 3,50,00,000/-**(Rupees Three Crore Fifty Lacs) divided into 35,00,000 (Thirty Five Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten) each. Considering the increased fund requirements of the Company, the Board at its Meeting held on Tuesday, 19th day of July 2022, had accorded its approval for increasing the Authorised Share Capital from **Rs. 3,50,00,000/-**(**Rupees Three Crore Fifty Lacs only**) divided into **35,00,000 (Thirty Five Lakhs Only) Equity Shares of Rs.10/-**

(Rupees Ten) each to Rs.10,00,00,000/-(Rupees Ten Crore only) divided into 1,00,00,000 (One Crore only) Equity Shares of Rs.10/- (Rupees Ten) each, subject to shareholders approval.

It is therefore proposed to increase the Authorised Share Capital of the Company **from Rs.3,50,00,000/-(Rupees Three Crore Fifty Lacs) to Rs.10,00,00,000/-(Rupees Ten Crore)** divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10/- (Rupees Ten) each. Each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as a Special Resolution.

Annexure A

DETAILS OF 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. 4
1.	Name of Director	Ms. Renuka Chouhan
2.	DIN	09547785
3.	Date of Birth	26/11/1989
4.	Date of Appointment	28/03/2022
5.	Qualification	Commerce Graduate
6.	Expertise in specific functional Area	Accounts, Administration and Corporate Management
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)	0

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
.....

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 29th ANNUAL GENERAL MEETING OF THE COMPANY BEING HELD ON SATURDAY, 17th DAY OF SEPTEMBER, 2022 AT 12:30 P.M. AT II 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]

CIN: L65100DL1993PLC053936

**Name of the 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:

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:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **29TH Annual General Meeting** of the company, to be held on **Saturday, 17th day of September, 2022 at 12:30 P.M** at II Floor, 13-B, Central Bank Building, Netaji Subhash Marg, Daryaganj, Delhi-110002 and at an 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 for the year 31 st March, 2022 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 A. K. Verma & Co., Company Secretaries (Registration Unique Code-S1997DE019500) as Secretarial Auditor for the Financial Year 2022-2023.		
4. To Appoint Ms. Renuka Chouhan (DIN: 09547785) as a Non-Executive Director of the Company.		
5. To consider and approve the change of name of the company from F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED to DHVIJA FINANCE LIMITED		
6. To Consider and Approve the Alteration of Capital Clause of the Memorandum of Association of the Company		

Signed this day of 2022

Affix Revenue Stamp	Re.1
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Signature of shareholder

Signature of Proxy holder(s)

Notes:

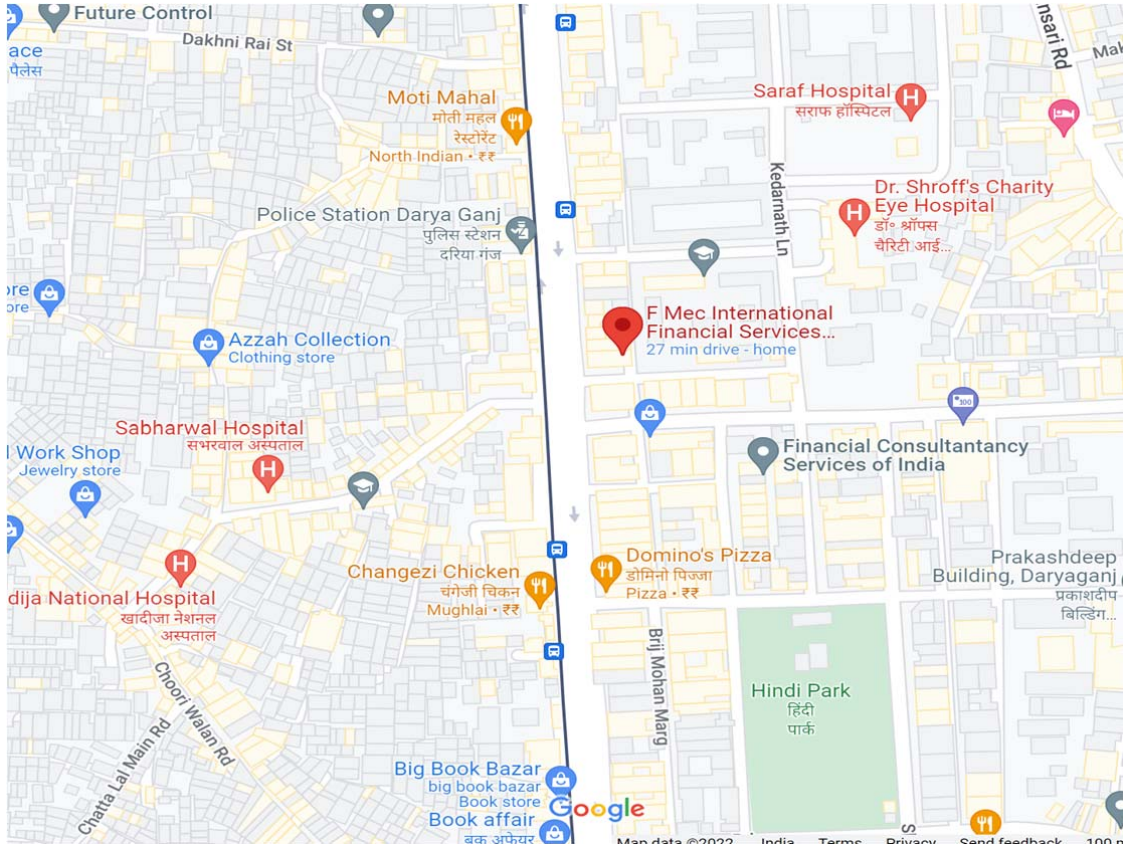
* Please put an 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

* 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 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.

ROAD MAP FOR AGM



AGM ADDRESS:

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

CIN: L65100DL1993PLC053936

Email: fmecinternational@gmail.com

Tel: 011-43680407