

**Board of Directors**

Shri Bimal Aggarwal  
Shri Ramesh Kumar  
Shri Sunil Kataria



**Auditors**

RAJESH RANJIT & CO.  
Chartered Accountants

**Bankers**

Union Bank of India

**Registered Office**

3A, KHAN MARKET,  
New Delhi - 110003.

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# F- MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

CIN NO.L74899DL1993PLC053936  
E-MAIL [b17\\_aggarwal@yahoo.com](mailto:b17_aggarwal@yahoo.com)

CONTACT :9811649777

## NOTICE

NOTICE is hereby given that the 21<sup>st</sup> Annual General Meeting of the members of F- MEC INTERNATIONAL FINANCIAL SERVICES LIMITED will be held on Tuesday, 30<sup>th</sup> day of September, 2014 at 3A, Khan Market, New Delhi-11000 at 11:30 A.M. to consider and transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt :

- (a) the audited financial statement of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon; and
- (b) The audited consolidated financial statement of the Company for the financial year ended March 31, 2014.

2. To appoint a Director in place of Mr. Bimal Aggarwal, (DIN: 00361883) who retires by rotation and being eligible for re-appointment.

3. To appoint Auditors and fix their remuneration and in this regard 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 Rajesh Ranjit & Co., Chartered Accountants ,New Delhi, be and is here by re-appointed as auditors of the Company, to hold office from the conclusion of this Annual General meeting till the conclusion of the next Annual general meeting .

### SPECIAL BUSINESS:

4. To appoint Mr. Ramesh Kumar as Independent Director of Company.

To appoint Ramesh Kumar (DIN: 00339542) as an Independent Director 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 the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ramesh Kumar (DIN: 00339542), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to the conclusion of the Annual General Meeting of the Company in the calendar year 2019.”

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## 5. Appointment of Secretarial Auditor

To appoint M/s A.K.Verma & Co. , Company Secretaries, New Delhi as Secretarial Auditor of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

**“RESOLVED THAT** pursuant provisions of Section 204 of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Other applicable provisions of the Act and pursuant to relevant provisions of Article of Association of the Company, consent of the Company be and hereby accorded to appoint M/s A.K.Verma & Co., Company Secretaries, New Delhi as Secretarial Auditor for Financial Year 2014-2015”

### 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 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.
3. The relevant details of directors seeking appointment/ re-appointment as required by clause 49 of the Listing Agreement entered into with the Stock Exchange are annexed.
4. The Register of Members and Share Transfer Books shall remain closed from 27<sup>th</sup>September, 2014 to 30<sup>th</sup> September, 2014 (both days inclusive).
5. 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.
6. Members are requested to notify the company their change of address, if any, to Registered Office of the Company.
7. Members are requested to bring their copy of the Annual Report with them at the Annual General Meeting.
8. All correspondence relating to shares may be addressed to the Registered office of the company.
9. 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.
10. 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

By order of the Board

For F- MEC INTERNATIONAL FINANCIAL SERVICES LIMITED



Bimal Aggarwal  
CHAIRMAN

Place: New Delhi

Date: 30/06/ 2014

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# F- MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

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

### Item No. 4:

Mr. Ramesh Kumar Independent Directors of the Company and have held the positions as such for more than 5 (five) years. The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

It is proposed to appoint Mr. Ramesh Kumar as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 26<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019.

Mr. Ramesh Kumar is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has also received declarations from Mr. Ramesh Kumar that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Ramesh Kumar fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Mr. Ramesh Kumar is independent of the management.

Brief resume of Mr. Ramesh Kumar nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Copy of the draft letters for respective appointments of Mr. Ramesh Kumar as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mr. Ramesh Kumar is interested in the resolutions set out respectively at Item Nos. 4 of the Notice with regard to their respective appointments.

The relatives of Mr. Ramesh Kumar may be deemed to be interested in the resolutions set out respectively at Item Nos. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

This explanatory statement may also be regarded as a brief profile of the director seeking appointment / reappointment, required in terms of clause 49 of listing agreement. Board recommends to pass the resolution for appointment of independent directors by way of special resolution.

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## Item 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 to appoint M/s A.K.Verma & Co., Company Secretaries, having experience of more than 18 years of Corporate Services in field of Corporate Laws as Secretarial Auditor of Company.

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

The Board commends the Ordinary Resolutions set out at Item No. 05 of the Notice for approval by the shareholders.

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## DIRECTORS' REPORT

To  
the member(s),  
3A Khan Market, New Delhi-110003

Your directors have pleasure in presenting the 21<sup>st</sup> Annual Report together with the audited statement of accounts for the year ending 31st March, 2014.

### 1. FINANCIAL RESULTS

The financial results of the company for the year ended 31st March, 2014 are as follows:- (Rs.)

Sl. No.	PARTICULARS	CURRENT YEAR (2013-14)	PREVIOUS YEAR (2012 -13)
1.	Total Income	3339175.00	48,500.00
2.	Total Expenditure	(41981.00)	37,791.00
3.	Profit Before Tax	33297194.00	10,709.00
4.	Income Tax	231156.00	-
5.	Deferred Tax	-	18,770.00
5.	Profit after Income Tax	3066038.00	(8061.00)
6.	Paid Up Share Capital	31,007,000.00	31,007,000.00
7.	Reserves and Surplus	46923.00	(3,019,115.00)

### 2. Year in retrospect

During the period under review total income of the Company was 3339175.00 as against Rs. 48,500.00 in previous year. The Company was able to earn a Net Profit after tax of Rs. 3066038.00 as against Rs. (8061.00) in previous financial year. Your Directors are putting their best efforts to improve the performance of the Company.

### 3. Listing Information:

The shares of the Company are Listed on Delhi Stock Exchange. There has been no trading since last few years on the floors of the Exchange. Further the shares are held in Physical forms.

### 4. DIVIDEND

Considering the present conditions of business and growth stage of Company, The Board of Directors of the company has decided not to recommend any dividend for the Financial Year 2013-14. The management being optimistic about the return from business activities, has proposed to plough back divisible profit into the main activities of the Company.

### 5. DIRECTORS

There are Three directors on the Board of the company . In Compliance of the Companies Act, 2013 Mr. Bimal Aggarwal is retiring by rotation at the ensuing Annual General Meeting of the company and are eligible for re-appointment. Further Mr. Ramesh Kumar is appointed as Independent Director of

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Company .

## 6. AUDITORS

M/s. PARM & SMRN., Chartered Accountants, Auditors of the company, has resigned as auditor of the company, due to prior commitments and change in limits of maximum number of Audits as per the provisions of the Companies Act,2013.

M/s RAJESH RANJIT & CO Chartered Accountants, New Delhi be and is hereby appointed as Statutory Auditor of the company in place of M/s. PARM & SMRN., Chartered Accountants during the year .

The board after considering the suggestions of Audit Committee regarding appointment of Auditor hereby recommends to appoint M/s RAJESH RANJIT & CO Chartered Accountants, New Delhi as statutory auditor of the company from the conclusion of this Annual General Meeting till the conclusion of the Annual general meeting which is hold for the financial year 2019 (subject to the ratification of their appointment at every AGM).. Certificate to the effect that their re-appointment, if made, will be within the prescribed limit under Section 139 (1) of the Companies Act, 2013.

## 7. SECRETARIAL COMPLIANCE CERTIFICATE

In terms of the provisions of Section 383A of the Companies Act, 1956, read with Companies (Compliance certificate) Rules 2001, the Company has obtained the necessary Compliance certificate from M/s A. K Verma & Co., Company Secretaries, New Delhi. The Compliance Certificate is annexed herewith and forms part of the Director's report.

## 8. FIXED DEPOSITS

The company had neither invited nor accepted any deposits from the public within the meaning of the Companies (Acceptance of Deposits) Rules 1975.

## 9. SUBSIDIARY COMPANIES

There are Two wholly owned subsidiary companies namely **YDS SECURITIES PRIVATE LIMITED & TEXAS ENGINEERS PRIVATE LIMITED**. However, in terms of general circular No. 2/2011 dated February 08, 2011 read with clarification in respect of above circular vide general circular No. 22/2011 dated May 02, 2011, the Board of directors of the company have consented for not attaching the annual accounts of the subsidiary companies and instead has incorporated financial information of subsidiaries in the Notes to the Consolidated Accounts prepared in compliance with the applicable accounting standards and Listing Agreement which have been duly audited by Statutory Auditors.

The Company further undertakes that annual accounts of the subsidiary companies and the related detailed information shall be made available to the shareholders of F- MEC INTERNATIONAL FINANCIAL SERVICES LIMITED, seeking such information at any point of time. The annual accounts of the subsidiary companies are also available for inspection by any shareholder at the registered office of the company.

## 10. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Annual Report also contains a separate section on the 'Management Discussion and Analysis' which is a part of the Directors' Report.



## **F- MEC INTERNATIONAL FINANCIAL SERVICES LIMITED**

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### **11. CORPORATE GOVERNANCE**

As required under clause 49 of the Listing Agreement with the Stock Exchanges, Auditors Certificate regarding compliance of the Code of Corporate Governance is given herewith as Annexure-2.

### **12. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars as required under the provisions of Section 217(1)(e) of the Companies Act, 1956 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the company during the year under review. Further during the year under review, the Company has neither earned nor used any foreign exchange.

### **13. PARTICULARS OF EMPLOYEES**

None of the employees of your Company is drawing remuneration exceeding limits laid down under the provisions of section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Amendment Rules, 2011.

### **14. DISCLOSURE UNDER SECTION 217 OF THE COMPANIES ACT, 1956**

Except as disclosed elsewhere in the Annual Report, there have been no material changes and commitments, which have affect the financial position of the company between the end of financial year and the date of this report.

### **15. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors confirm that:

- (i) In the preparation of annual accounts, applicable accounting standards have been followed by the Company;
- (ii) Such accounting policies have been selected and consistently applied and judgments & estimates made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2014 and of the profit of the company for the year ended on that date;
- (iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) Annual accounts have been prepared on a going concern basis.

### **16. CODE OF CONDUCT AND ETHICS**

The Board of directors of the Company has adopted a Code of Conduct and Ethics for the Directors and Senior Executives of the Company. The object of the Code is to conduct the company's business ethically and with responsibility, integrity, fairness, transparency and honesty. The Code sets out a broad policy for one's conduct in dealing with the Company, fellow directors and with the environment in which the Company operates. The code is available on the Company's website.



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## 17. ACKNOWLEDGEMENTS

Your Directors place on record their gratitude for the continuing support of Shareholders, bankers and Business associates at all levels.

On behalf of the Board of Directors  
For-f-Mec international financial services limited

  
BIMAL KUMAR AGGARWAL  
CHAIRMAN

Place: New Delhi  
Date: 30/06/2014

**REPORT ON CORPORATE GOVERNANCE FORMING PART OF THE DIRECTORS' REPORT**

**1. Company's Philosophy on Code of Governance**

The company firmly believes in good Corporate Governance and has made Corporate Governance a practice and continuous process of development right across the company. The company's philosophy on corporate governance envisages the attainment of the highest levels of transparency, accountability and fairness in the functioning of the company and conduct of business.

The company's corporate philosophy is focused on its people who are the most important assets. The company values its employee's integrity, creativity and ability who in turn demonstrate the highest ethical standard and responsibility towards the shareholders. The company believes that over a period of time all its operations and actions must serve the underlying goal of enhancing overall stakeholder value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers.

Company has strengthened governance practices. These practices define the way business is conducted and value is generated. Stakeholders' interests are taken into account, before making any business decision

Our company is in compliance with the guidelines on Corporate Governance stipulated under various clauses of Listing Agreement with stock exchanges and in this regards, we submit a report on the matters mentioned in the said clauses and practices followed by the company.

**2. Board of Directors**

The company has optimum combination of executive and Non-Executive Directors. The Board consists of Three Directors out of which two are Executive Directors, Two are Non-Executive. Further the composition of board includes Two Independent Directors. None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than five Committees (as specified in the Clause 49 of the Listing Agreement), across all the companies in which they are Director. The necessary disclosures regarding Committee positions have been made by the Directors.

As per the declaration received by the company, none of the director are disqualified under section 274(1)(g) of the companies Act, 1956 read with Companies (Disqualification of Director under 274(1)(g) of the Companies Act,1956) Rules 2003 and pursuant to Section 184 of Companies Act 2013 and rules made thereunder.

**(a) The composition of the Board of Directors as on March 31, 2014 is as under:-**

Sl. No.	Name of Director	Executive/ Non Executive	No. of other Directorship	No. of other Committee Membership
1.	Ramesh Kumar	Non-Executive, Independent	NIL	
2.	Bimal Aggarwal	Executive	2	