

# F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

CIN : L65100DL1993PLC053936

Website: [www.fmecinternational.com](http://www.fmecinternational.com)

Email: [finance@fmecinternational.com](mailto:finance@fmecinternational.com)

[fmecinternational@gmail.com](mailto:fmecinternational@gmail.com)

Tel: 01149954225

Date: 02.09.2025

To  
Listing Department  
BSE Limited  
Floor 25, P J Towers,  
Dalal Street, Mumbai-400001

Dear Sir/Ma'am

Scrip Code: 539552

**Subject: Annual Report of the Company for the Financial Year 2024-25 along with the Notice of 32<sup>nd</sup> Annual General Meeting**

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the Financial Year 2024-2025 along with the Notice of 32<sup>nd</sup> Annual General Meeting to be held on Friday, 26<sup>th</sup> September, 2025 at 12:30 p.m. through video conference (VC) or other audio visual means (OAVM) for which purpose the registered office of the company situated at 908, 9th Floor, Mercantile House, 15 K.G. Marg, New Delhi, India-110001 shall be deemed as the venue for the meeting.

This is for your kind information and records. You are requested to record and acknowledge the same.

Thanking You

For F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

  
Ronika Dhall  
Company Secretary & Compliance officer  
ACS 39463



# ANNUAL REPORT

FMECINTERNATIONAL  
FINANCIALSERVICES  
LIMITED

2025

EMAIL ID:

<https://fmecinternational.com/fmecinternational@gmail.com>

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# ABOUT Company

**F Mec International Financial Services Limited** is one of the emerging Non-Deposit taking Non-Banking Finance Company (NBFC) registered with Reserve Bank of India, New Delhi, bearing Registration No. B-14.01129. In addition of this, the Company is a listed entity and trading its equity shares at Bombay Stock Exchange (BSE Limited). The BSE Scrip Code of the Company is 539552 and the ISIN of Securities of the Company is INE108T01013.

The Company has over the years, followed is financial stability of the customers making cutting edge services accessible to prepare people for long term financial independence so they can reach their goals.

Our aim is to bridge the gap between dreams and reality by offering accessible financial solutions. We strive to facilitate growth for individuals and micro enterprises, ensuring a streamlined and efficient borrowing experience.

# OUR PRODUCTS

## Retail Loan via



Retail loans are diversified, supporting a variety of objectives and demands. Retail Loans meet the financial needs of individuals and small businesses. The terms and conditions depend on the borrower's creditworthiness, repayment capabilities, and income.

## Advance Against Salary via



An advance salary aims at providing quick access to funds for salaried individuals confronting financial emergencies or urgent cash requirements with funds disbursed to their bank account after meeting eligibility criteria and submitting necessary documents.

## Electric Vehicle Loans via



The main objective is 'financial inclusion' of the underserved segments using technology and propriety rule engine. It offers financing solutions and empower customers to generate income.

Our Electric Financing solutions cater to both personal and corporate requirements, offering competitive interest rates and flexible repayment terms to facilitate the seamless transition to sustainable transportation.

## Credit Facilities to Corporates & MSMES



The credit facilities cover both term loans and working capital facility to corporates to provide corporations with the capital required to expand operations, undertake strategic initiatives, or address working capital requirements. Our corporate lending solutions serve as a dynamic catalyst for businesses striving to achieve their strategic objectives.



# CHAIRMAN'S MESSAGE

Non-Banking Financial Companies (NBFCs) in India have made great progress financially over the previous five years, as seen in improved profitability, increased asset quality and better capital adequacy. Yet, although the growth is impressive, we need to realize that NBFCs still work in a complex space, facing competition from banks and fintech companies, changing economic conditions and new rules that always require more and better ways of working. While NBFCs are growing faster in terms of assets and revenues, they are not as strong financially in some respects, so there is a continuing need for effort to make them stronger.

Another area of focus for NBFCs is the lending model, with a particular emphasis on First Loss Default Guarantee (FLDG) and co-lending models. The guidelines for FLDG have been a major catalyst for growth in this segment, while co-lending requires further initiatives to scale up this model. Amidst these challenges, India overtook Japan to become the world's 4th largest economy, behind only the United States, China and Germany. India's real GDP grew by 6.5% in FY 2024–25 to INR 188 trillion, supported by government-led infrastructure investments, resilient services exports, and accommodative monetary policy.

With the growth witnessed in the NBFC sector and India reaching an estimate of USD 7 trillion GDP by 2030, India's financial need will rise, creating ample opportunities for NBFCs. Furthermore, digitisation has been a game-changer for the Non-Banking Financial Company (NBFC) sector, enabling faster and more efficient processes, as well as a superior customer experience. NBFCs are increasingly focusing on digitisation as a key differentiator, with a particular emphasis on the use of super apps to source and partner with customers. This trend is set to continue, as the demand for digital services continues to grow.

Our Company is well-positioned to capitalise on this momentum and is strategically poised for growth and innovation centered around customer need. Its unwavering focus on risk management and commercial viability ensures that it continues to create sustainable impact at the grassroots level, while building an agile, future-ready organization.

During the Financial Year 2024-25, the Company's Assets under management stands at INR 2742.00 Lacs. The total Income for the financial year is INR 664.25 Lacs and the Profit After Tax stands at INR 161.85 Lacs. The Company had the Earnings Per Share for the year at INR 1.8203 Lacs.

I take this opportunity to thank all our esteemed shareholders and our promoters for their valuable contribution. My sincere thanks go out to the Reserve Bank of India, Securities & Exchange Board of India, BSE Ltd., Registrar & Share Transfer Agent for their continuous support and guidance from time to time. I am also grateful to the Members on the Board for their contribution towards steering the Company to a path of sustainable growth.

I hereby express my gratitude to the Management Team, Staff and other Business Associates for their dedication and assistance in the journey so far.

***Thank you for your support.***

***With my best wishes,***

***Yours sincerely***

***Sd/-***

***Mr. Apoorve Bansal***

***Chairman & Managing Director***

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

<b>Mr. Apoorve Bansal</b>	<b>Managing Director</b>
<b>Ms. Renuka Chouhan</b>	<b>Non-Executive Women Director</b>
<b>Mr. Kabeer Chaudhary</b>	<b>Non-Executive Independent Director</b>
<b>Mr. Rohit Dugar</b>	<b>Non-Executive Independent Director</b>
<b>Mr. Somesh Kumar</b>	<b>Non-Executive Independent Director</b>

## KEY MANAGERIAL PERSONNEL

<b>Ms. Mahima Jain</b>	<b>Chief Financial Officer</b>
<b>Mrs. Ronika Dhall</b>	<b>Company Secretary &amp; Compliance Officer</b>

<b>STATUTORY AUDITOR</b>	<b>INTERNAL AUDITOR</b>	<b>SECRETARIAL AUDITOR</b>
<b>M/s KSJ &amp; Co. Chartered Accountants New Delhi</b>	<b>M/s. Rajeev Shankar &amp; Co., Chartered Accountants</b>	<b>M/s A.K. Verma &amp; Co. Company Secretaries New Delhi</b>

<b>REGISTERED OFFICE</b>	<b>Chief Financial Officer</b>
<b>908, 9th Floor, Mercantile House 15, K.G. Marg, New Delhi-110001</b> <b>CIN: L65100DL1993PLC053936</b> <b>Tel: 011-43680407</b> <b>Website: www.fmecinternational.com,</b> <b>Email: fmecinternational@gmail.com;</b> <b>finance@f-mecinternational.com</b>	<b>Skyline Financial Services Private Limited</b> <b>D-153A, 1st Floor, Okhla Industrial Area,</b> <b>Phase- I New Delhi-110020</b> <b>Tel: +91-11-40450193-97</b> <b>Email: info@skylinerta.com</b>



## BOARD COMMITTEES AND ITS COMPOSITION

AUDIT COMMITTEE		NOMINATION & REMUNERATION COMMITTEE	
Mr.Apoorve Bansal	Chairman	Mr.Somesh Kumar	Chairman
Mr.Somesh Kumar	Member	Mr.Kabeer Chaudhary	Member
Mr.Rohit Dugar	Member	Mr.Rohit Dugar	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE		EXECUTIVE COMMITTEE	
Mr.Somesh Kumar	Chairman	Mr.Apoorve Bansal	Chairman
Mr.Apoorve Bansal	Member	Mr.Somesh Kumar	Member
Mr.Rohit Dugar	Member	Mr.Kabeer Chaudhary	Member
Mr.Renuka Chouhan	Member	Mr.Rohit Dugar	Member
		Mr.Renuka Chouhan	Member

BANKERS	STOCK EXCHANGE
ICICI Bank Ltd	BSE Ltd.
Yes Bank Ltd.	-

# INVITATION

**Date: 26th September, 2025**

**Dear Members/Directors/Auditor,**

**You are cordially invited to attend the 32<sup>nd</sup> Annual General Meeting (the 'AGM') of the members of F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED to be held on Friday, 26th September, 2025 at 12:30 P.M. through video conference (VC) or other audio visual means (OAVM) for which purpose the registered office of the company situated at 908,9th Floor Mercantile House, 15 K.G. Marg, New Delhi, India-110001.**

**The Notice of the Meeting, containing the business to be transacted thereat, is enclosed.**

**Thanking You**

**For and on behalf of the Board  
F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED**

**Sd/-**

**Apoorve Bansal  
Managing Director  
DIN: 08052540**

**Enclosures:**

**1. Notice of the AGM**

## NOTICE

**Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting of the members of F Mec International Financial Services Limited will be held on Friday , 26<sup>th</sup> September, 2025 at 12:30 p.m. through video conference (VC) or other audio visual means (OAVM) for which purpose the registered office of the company situated at 908 ,9th Floor, Mercantile House,15 K.G. Marg, New Delhi, India-110001, shall be deemed as the venue for the meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business:**

### **ORDINARY BUSINESS:**

#### **1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2025 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, 2025 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 MS. RENUKA CHOUHAN (DIN: 09547785) WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HERSELF 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, Ms. Renuka Chouhan (DIN: 09547785), who retires by rotation, and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

**3. TO APPOINT M/S. KSJ & Co., CHARTERED ACCOUNTANTS (FRN:016024N) AS STATUTORY AUDITORS OF THE COMPANY FOR A TERM OF FIVE YEARS IN PLACE OF M/S. SANJAY K SINGHAL & CO.**

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

“RESOLVED THAT pursuant to the provisions of Section 139(2) of the Companies Act, 2013 read with rule 6 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any, including any statutory modifications, amendments or re-enactments thereof, consent of the members of the company, be and is hereby, accorded to appoint M/s. KSJ & Co., Chartered Accountants (FRN:016024N) as statutory auditors of the company in place of M/s. Sanjay K Singhal & Co., Chartered Accountants, whose period of office is liable to expire from the conclusion of the ensuing Annual General Meeting, for a period of five years starting from the conclusion of this annual general meeting, i.e. 32<sup>nd</sup> annual general meeting, to the conclusion of thirty seventh annual general meeting (37<sup>th</sup> AGM).

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby, authorized to fix remuneration of the newly appointed statutory auditors and decide such terms and conditions as they deem fit.”

“RESOLVED FURTHER THAT Mr. Apoorve Bansal, Managing Director and Mrs. Ronika Dhall Company Secretary 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.”

**SPECIAL BUSINESS:**

**4. TO APPOINT MR. SOMESH KUMAR (DIN: 03142141 ) AS A NON-EXECUTIVE 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 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) Mr. Somesh Kumar (DIN: 03142141 ) who was appointed as an Additional Non-Executive Director in the meeting of the Executive Management Committee of Board of Directors held on 29.03.2025 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 Independent 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 2030.

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 APPOINTMENT OF SECRETARIAL AUDITORS:**

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 Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) read with applicable provisions of the Companies Act, 2013, each as amended, and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company (‘Board’), M/s. A.K. Verma & Co., Practicing Company Secretaries having firm registration number P1997DE091500, be and is hereby, appointed as the Secretarial Auditors of the Company for a period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 44th

Annual General Meeting of the Company to be held in the year 2030, to conduct Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations, for the period beginning from the Financial Year 2025-26 through the Financial Year 2029-30, at such remuneration as may be mutually agreed upon between the Board, based on the recommendation(s) of the Audit Committee, and the Secretarial Auditors of the Company.”

**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: 30th August, 2025**

**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 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 AGM through VC/OAVM.

2. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on their behalf and the proxy need not be a member of the company.

Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.



3. 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 AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

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 and Annual Report 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 and Annual Report are being sent to those Members who have not registered their email address with the Company or Depository Participant(s).

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. Relevant documents referred to in the Notice shall also be available for inspection without any fee by the Members from the date of circulation of this Notice up to the date of the AGM. Members seeking inspection of such documents can send an e-mail to [fmecinternational@gmail.com](mailto:fmecinternational@gmail.com).

9. The Register of Members and Share Transfer Books shall remain closed from 20th September 2025 to 26th September 2025 (both days inclusive).

10. Shareholders who have not registered their email address with the company/ Depository Participant, please follow these instructions:

a) Members holding shares in physical mode are requested to register/update their details in the prescribed form ISR 1 and other relevant forms, with our registrar and share transfer agent (RTA) for registering/updating their details, Email-Id, Folio Number, Name of the Shareholder, Mobile Number, and Self Attested scan copy of Permanent Account Number (PAN), addressed to Skyline Financial Services Pvt. Ltd, D-153 A, 1st Floor, Okhla Industrial Area, Phase- I, New Delhi, Delhi, 110002. Formats of form ISR 1 and other related forms are available on the website of the company at <https://fmecinternational.com/>.

b) Members holding shares in electronic mode are requested to notify any change in address or bank account details and or register /update their email -id with their respective Depository participants (DPs) for receiving all communications from the Company electronically.

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 to enable the management to keep the information, as far as possible, ready at the meeting.

12. Members holding shares in more than one folio in identical order of names are requested to write to Registrar and Share Transfer Agent enclosing their share certificates to enable them to consolidate the holdings in one folio to facilitate better service.

13. 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 to keep the information ready at the time of Annual General Meeting.

14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal /

exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR- 4, the format of which is available on the Company's website at <https://fmecinternational.com/investor.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

15. Members are requested to notify the Company about the change of address, if any, to the Registered Office of the Company.

16. All correspondence relating to shares may be addressed to the Registered Office of the Company.

17. 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. 23.

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. Members can contact the Company for assistance in this regard.

19. SEBI vide its notification dated January 24, 2022 also read with regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as amended from time to time all requests for transfer of securities including transmission and transposition will be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or registrar and share transfer agent (RTA), for assistance in this regard.

20. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 and other documents in accordance with the provisions of Companies Act, 2013 will be available electronically for inspection by members during the AGM.

21. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers,

Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to Registrar & Transfer Agent of the Company i.e. Skyline Financial Services Pvt. Ltd if the shares are held by them in physical form.

## 22. Meting through Video Conference or Other Audio-Visual Means

i. Pursuant to the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.

In accordance with the aforesaid circulars and circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD1/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 07, 2023, the notice of the Annual General Meeting along with the integrated Annual Report 2023-24 is being sent by electronic mode to those members whose email addresses are registered with the Company/ National Securities Depository Limited (NSDL), and Central Depository Services (India) Limited (CDSL) collectively referred to as “Depositories”.

ii. Body Corporates as members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Institutional/corporate shareholders (i.e. other than individuals, HUF, NRI, etc.), are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorisation etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution/Authorisation shall be sent by e-mail on Scrutinizer’s e-mail address at [fcsvermaashok@gmail.com](mailto:fcsvermaashok@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). In the case of joint holders, the member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.

iii. The Members can join the 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 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 AGM without restriction on account of first come first served basis.

iv. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

v. 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 the 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 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 AGM will be provided by NSDL.

vi. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://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) and the AGM 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).

vii. AGM is being 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.

### 23. 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 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.

c) 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).

d) 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 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.

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

Commencement of remote e-voting	9.00 A.M. 23rd September, 2025
End of remote e-voting	5.00 P.M. 25th September, 2025

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.



f) The cut-off date for the purpose of voting (including remote e-voting) is 19<sup>th</sup> September, 2025.

g) The Scrutinizer, after scrutinizing the votes cast at the meeting 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://fmecininternational.com/investor.html>. The results shall simultaneously be communicated to the Stock Exchanges.

### **How to 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.	1. Existing IDeAS 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 “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. 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 or joining virtual meeting & voting during the meeting.

2. 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>

3. 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 or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

	
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p>

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 22 55 33

## **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 :**

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 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 to Ms. Pallavi Mhatre, Senior Manager 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) and AADHAR (self-attested scanned copy of Aadhar Card) by email to <https://fmecinternational.com/investor.html>.
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 <https://fmecinternational.com/investor.html>. 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 AGM ARE AS UNDER:-**

1.The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2.Only those Members/ shareholders, who will be present in the 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 AGM.

3.Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for Remote e-voting.

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

1.Member will be provided with a facility to attend the 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 [fmecinternational@gmail.com](mailto:fmecinternational@gmail.com). The same will be replied by the company suitably.

6. Registration of Speaker related point needs to be added by company.

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

### **Item No. 4**

As per the provisions of section 152 and Companies (Appointment and qualifications) Rules, 2014, the board recommends the appointment of Mr. Somesh Kumar (DIN: 03142141) who was approved as an Additional Non-Executive Director in the meeting of the Executive Management Committee of the Board of Directors held on 28<sup>th</sup> March 2025 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 his candidature for appointment as a Non -Executive Independent Director.

Considering the rich experience of Mr. Somesh Kumar, the Nomination & Remuneration Committee along with the Board recommends her appointment as Non-Executive Independent Director. The Company benefit from his insights and perspective.

It is proposed to seek Member's approval for the appointment of Mr. Somesh Kumar (DIN: 03142141 as a Non-Executive Independent Director of the Company.

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

### **Item No. 5 - Appointment of Secretarial Auditors**

In terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and other applicable provisions of the Companies Act, 2013, each as amended, the Company is required to appoint Secretarial Auditors for a period of 5 years commencing FY 2025-26, to conduct the Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations read with applicable SEBI Circulars.

It is in terms of the above requirements that it is proposed to appoint M/s. A.K. Verma & Co. through Mr. Ashok Kumar Verma as the Secretarial Auditor of the Company for the financial year 2025-26. Mr. Ashok Kumar Verma, who is a member of the Institute of Company Secretaries of India (ICSI) having membership no. F-3945. He has been our Secretarial Auditor from the financial year 2015-16 onwards. Further, Mr. Ashok Kumar Verma has given his assent to act as secretarial auditor for the year 2025-26 also. The Board, at its meeting held on October 30, 2025, considered the recommendation of the Audit Committee with respect to the appointment of M/s. A.K. Verma & Co. as the Secretarial Auditors. After due consideration and review, the Board recommends for approval of the Members the appointment of A.K. Verma & Co. as the Secretarial Auditors of the Company for a period of five years commencing from the conclusion of the ensuing 32<sup>nd</sup> Annual General Meeting scheduled to be held on September 26, 2025, till the conclusion of 37<sup>th</sup> Annual General Meeting of the Company to be held in the year 2030, for conducting secretarial audit of the Company for the period beginning from FY2025-26 till the FY 2029-30.

M/s. A.K. Verma & Co. has given their consent to act as secretarial auditors of the company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India. Furthermore, in terms of the amended regulations, M/s. A.K. Verma & Co. has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. The remuneration for secretarial audit shall be decided by the Board of Directors from time to time, for the period of above appointment.

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, 2025 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.**

**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**



## **DIRECTORS REPORT**

To,  
The Member(s) of  
F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

Your Directors have pleasure in presenting the 32<sup>nd</sup> Annual Report together with the audited financial statement of the Company for the year ended on 31st March 2025.

### **COMPANY OVERVIEW**

**F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED (CIN: L65100DL1993PLC053936)** is a BSE Listed Company (**Scrip Code: 539552**) having Registered Office at **908, 9th Floor Mercantile House, 15 K.G. Marg, Delhi-110001** working as a Non-Banking Finance Company. The Company has obtained registration as a Non- Banking Financial Company (“NBFC”) from Reserve Bank of India and is bearing Registration Number- **B-14.01129 dated 11th September, 1998.**

The performance highlights and summarized financial results of the Company are given below:

### **PERFORMANCE HIGHLIGHTS**

- o The income for the FY 2024-2025 increased by 177.71 % to **Rs. 663.58 Lakhs** as compared to **Rs. 373.39 Lakhs** in FY 2023-2024.
- o The Profit before Tax for the FY 2024-2025 increased by 208.84 % to **Rs 216.72 Lakhs** as compared to **Rs 103.77 Lakhs** in FY 2023-2024.
- o The Profit after Tax for the FY 2024-2025 increased by 208.56 % to **Rs. 161.85 Lakhs** as compared to **Rs. 77.60 Lakhs** in FY 2023-2024.
- o The Earning per Share (EPS) of the Company for the FY 2024-2025 also witnessed an increase of 161.07 % to **Rs 1.8203 per share** as compared to **Rs 1.1302 per share** in FY 2023-2024.

## **FINANCIAL RESULTS**

Your company has managed to book good amount of profits during the period under review as compare to the previous year and your management is optimistic to back on track in near future and register good volumes with profitability.

The Financial Results of the Company for the year ended 31st March, 2025 are as follows:-

(Amount in Lakhs)

<b>PARTICULARS</b>	<b>2024-2025</b>	<b>2023-2024</b>
Gross Income	664.25	375.06
Profit before Interest and Depreciation	308.11	106.04
Less: Finance Charges	(83.12)	(10.09)
Gross Profit	224.99	95.95
Less: Provision for Depreciation	8.26	(2.27)
Net Profit Before Tax	216.72	93.68
Less: Current Tax	(55.36)	(26.47)
Less: Deferred Tax	0.49	0.3
Net Profit After Tax	161.85	67.51
<u>Appropriations:</u> · Transfer to/roll back from Reserves for Bad and Doubtful Debts	2.42	2.18

· Special Reserves and (As per RBI Act, 1934 – applicable for NBFC)	32.37	15.52
· Reserves and Surplus	127.06	59.9
Proposed Dividend on Equity Shares	-	-
Tax on proposed Dividend	-	-
Earning per Equity Share (EPS)	1.8203	1.1302
Earning per Equity Share (Diluted)	1.8203	1.1302

Your Company has prepared the Financial Statements for the Financial Year ended March 31, 2025 under Section 133 of the Companies Act, 2013 and in accordance with Division III of the Schedule III of the Companies Act, 2013 and has recast the Financial Statements relating to the previous Financial Year ended March 31, 2024 in order to make the comparable.

### **SHARE CAPITAL**

The **Authorized Share Capital** of the Company as on 31st March, 2025 was **Rs. 10,00,00,000 (Rupees Ten Crore Only) comprising of 1,00,00,000 Equity Shares of face value of Rs. 10/- each** and Paid- Up Equity Share Capital of the Company as on 31st March, 2025 was **Rs. 8,89,17,680 (Rupees Eight Crore Eighty Nine Lacs and Seventeen Thousand Six Hundred Eighty Only) comprising of 88,91,680 Equity Shares of face value of Rs. 10/- each**. There was no change in the Authorized or the Paid-up Capital/Subscribed Capital during the Financial Year 2024-25.

### **a. Buy Back of Securities**

The Company has not bought back any of its securities during the year under review as per the provisions of Section 68 of the Companies Act, 2013 read with the Rule 17 of the Companies (Share Capital and Debenture) Rules, 2014.

### **b. Sweat Equity**

The Company has not issued any Sweat Equity Shares during the year under review as per the provisions of Section 54 of the Companies Act, 2013 read with Rule 8 of the Companies (Share Capital and Debenture) Rules, 2014.

### **c. Bonus Shares**

No Bonus Shares were issued during the year under review as per the provisions of Section 63 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debenture) Rules, 2014.

### **d. Employees Stock Option Plan**

The Company has not provided any Stock Option Scheme to the employees pursuant to Section 62 (1) (b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014.

### **e. Shares With Differential Rights**

The Company has not issue any Equity shares with Differential Rights pursuant to the provisions of Rule 4 of the Companies (Share Capital and Debenture) Rules, 2014.

### **Transfer to reserve**

**Under section 45-IC (1) of Reserve Bank of India ('RBI') Act, 1934**, non-banking financial companies ('NBFCs') are required to transfer a sum not less than 20% of its net profit every year to reserve fund before declaration of any dividend. Accordingly, the Company has transferred a sum of **Rs. 32.37 Lakhs** to its reserve fund specifically made for the purpose named "**Special Reserve as per RBI Act**" from the Profit earned by the Company during the year.

Also, the company has pursuant to Notification of Reserve Bank of India dated January 17, 2011 vide Notification No. DNBS.PD.CC. No. 207/03.02.002/2010-11 for making the “**Provision of 0.25% for Standard Assets of NBFCs**”, the Company has transferred a sum of **Rs. 2.42 Lakhs** i.e., 0.25% on the Standard Assets of the Company under the Other Non-Financial Liabilities named “**Provision for Bad and Doubtful Debts**”.

Further the company is complying with all the Reserve Bank of India guidelines as issued from time to time related to provisioning and reserves.

### **DIVIDENDS**

Considering the present conditions of business and growth stage of Company and plans for business expansion, the Board of Directors of the Company has decided not to recommend any dividend for the Financial Year 2025-26.

The Management being optimistic about the return from business activities has proposed to plough back divisible profit into the main activities of the Company.

### **DEPOSITS**

Every Non- Banking Finance Company registered with the Reserve Bank of India has to comply with all the terms and conditions as stipulated by the Certificate of Registration with RBI.

**F-Mec International Financial Services Limited** has been registered as a Non-Banking Finance Company- Not accepting deposits. Hence, pursuant to Section 45- IA of the Reserve Bank of India Act 1934, the Company cannot accept deposits from public, in compliance of which the Company has not accepted any Deposits during the period under review.

Further, the Directors of the Company assured to carry on the practice of not accepting the same in order to comply with RBI norms and guidelines in the coming year and the same has been proposed and passed in the meeting of Board of Directors dated 30th August, 2025.,

## **RBI GUIDELINES**

During the Financial Year under review, the Company had complied with the provisions of all regulations/guidelines/Master Directions, issued by the Reserve Bank of India and as applicable to the Company including filing of various returns.

## **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY.**

No material changes and/or commitments affecting the Financial Position of the Company occurred between the end of the Financial Year to which these Financial Statements relate and the Date of issue of this Report.

## **Extract of Annual Return**

The Annual Return pursuant to the provisions of **Section 134(3)(a) and Section 92(3)** read with **Rule 12 of the Companies (Management and Administration) Rules, 2014** of your Company for the financial year under review which will be filed with the Registrar of companies/ MCA shall be hosted on your company's website and can be accessed at the following link: <https://fmecinternational.com/investor.html> > Financial Reports > Annual Returns.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis of the financial conditions, future outlook and results of the operations of the Company for the year under the review, as stipulated under **Regulation 34(2)(e) of SEBI (LODR) Regulations, 2015** is given under separate section of this Annual Report and forms part of this Annual Report, as an “**Annexure-I**”.

## **CORPORATE GOVERNANCE REPORT**

The Company believes in adhering to the best corporate governance practices and its philosophy emphasizes on fair and transparent governance and disclosure practices which helps your Company to follow the path of its vision and mission.



TAs per the provisions of **Regulation 15(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015**, provision of Regulation 27 and paras C, D and E of Schedule V of SEBI regulations shall not be applicable to the Company as the paid up equity share capital of the Company and Net worth of the Company is not exceeding Rs. 10 Crore and Rs. 25 Crore respectively, as on the last day of the previous financial year. As a good corporate practice and for more transparency, the Company has provided the information in Corporate Governance Report on a suo-moto basis under the provisions of paras C, D and E of Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015.

A detailed report on Corporate Governance pursuant to Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 forms part of the Annual Report as “**Annexure-II**”.

### **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

The Company, being an NBFC registered with the RBI and engaged in the business of giving loans in the ordinary course of its business, is exempt from complying with the provisions of **Section 186** of the Act by virtue of notification issued under Companies (Amendment) Act, 2017, w.e.f. 7 May 2018, with respect to loans, guarantees and investments. Accordingly, the Company is exempted from complying with the provisions of Section 186(4) of the Act and hence complying with the requirements to disclose in the financial statement the full particulars of the loans given, investment made, guarantee given, or security provided.

Accordingly, the disclosures of the loans given as required under the aforesaid section have not been made in this Report. However, the particulars of loans and investments are provided in Note No. 6 to Financial Statements.

Particulars of other Loan, Guarantee and Investment are given in “**Annexure-III**”.

### **WHISTLE BLOWER POLICY AND VIGIL MECHANISM**

In terms of provisions of **section 177 of the Companies Act, 2013 and rules framed thereunder read with Regulation 22 of the Listing Regulations**, your Company has a vigil mechanism in place for the

Directors and Employees of the Company through which genuine concerns regarding various issues relating to inappropriate functioning of the organization can be communicated. For this reason, your Board has formulated a Whistle Blower Policy and uploaded on the website of the Company at <https://fmecinternational.com/investor.html>

Protected disclosures can be made by a whistle blower through an **e-mail or dedicated telephone line or a letter to the Task Force** or to the Chairperson of the Audit Committee i.e. Mr. Kabeer Chaudhary either personally or through e-mail at [fmecinternational@gmail.com](mailto:fmecinternational@gmail.com) or call at **011-49954225**.

During the year under review, there has been no incidence reported which requires action by the Board or Committee.

## **BOARD OF DIRECTORS**

### **A. DIRECTORS**

The Company's Board of Directors comprises of Five Directors comprising of one Executive Director and Four Non-Executive Directors, Three of which are Independent Directors.

Following changes took place in the composition of Board of Directors:

S. NO.	DIN	NAME	DESIGNATION	CHANGE
<i>Incoming Director(s)</i>				
1	7862102	Mr. Somesh Kumar	Independent Director	Appointment (w.e.f., 29 <sup>th</sup> March, 2025)

**During the financial year under review, Mr. Somesh Kumar (DIN: 07862102) was appointed as an Additional Non-Executive Independent Director of the company in the board meeting held on 29<sup>th</sup> March 2025, who has given his consent for appointment and has also submitted a declaration that he meets the criteria for independence under Section 149 of the Act and was regularized by the members in Annual General Meeting held on 26<sup>th</sup> September, 2025.**

The latest Composition of Directors as on the date of report is set out in table below:

SR. NO.	NAME	CATEGORY OF DIRECTORSHIP
1	Mr. Apoorve Bansal (DIN: 08052540)	Managing Director
2	Mr. Rohit Dugar (DIN: 07988480)	Independent Director
3	Mr. Kabeer Chaudhary (DIN: 03142141)	Independent Director
4	Ms. Renuka Chouhan (DIN: 09547785)	Non- Executive Woman Director
5	Mr. Somesh Kumar (DIN: 07862102)	Independent Director

\*An application dated 30.04.2025 for prior permission of the Reserve Bank of India (“RBI”) in accordance with Paragraph 42 titled 'Acquisition/Transfer of Control of NBFCs' under the RBI Master Direction – Non-Banking Financial Company (Scale-Based Regulation) Directions, 2023, (as updated on November 10, 2023), (hereinafter referred to as the 'RBI Change in Management Directives') is made for change in the designation of Mr. Kabeer Chaudhary from Independent Non-Executive director to Professional Non-Executive director of the Company.

## **B. KEY MANAGERIAL PERSONNEL OF THE COMPANY**

Change in Directors during the year

### **A. Appointments**

1. On the recommendation of NRC, the Board at its meeting held on 29.03.2025 appointment of Mr. Somesh Kumar (DIN: 07862102) as Independent, Non-Executive Director. Regularisation of Mr. Somesh Kumar as Independent Non-Executive Director is proposed at forthcoming Annual General Meeting.

Board is of the opinion that Mr. Somesh Kumar is a person of integrity, expertise, and competent experience and proficiency to serve the company as an independent director that can strengthen the overall composition of the Board.

Mr. Somesh Kumar has successfully passed the online proficiency self-assessment test as required under the provisions of rule 6(4) of the Companies (Appointment and Qualifications of Directors) Rules, 2014

2. **Ms. Ronika Dhall (ACS 39463)**, on the recommendation of NRC, was appointed as **Company Secretary and Compliance Officer** of the Company by the Executive Committee, on 01-05-2024.

### **B. Directors liable to retire by rotation**

Ms. Renuka Chouhan (DIN: 09547785) retires by rotation at the ensuing Annual General Meeting, being eligible, offers herself for re-appointment.

### **C. Other changes in the Board**

Mr. Kabeer Chaudhary, (DIN: 03142141), presently independent director wish to serve the company under the designation Non-Executive, Non-Independent Director. In this regard the company has made necessary application to RBI, seeking its prior approval for the said change. After RBI approval necessary changes will be done in the Board of the Company.

### **DECLARATION BY INDEPENDENT DIRECTORS**

All the Independent Directors have submitted a declaration of independence, stating that they meet the criteria of independence provided under Section 149(6) of the Act read with regulation 16 of the SEBI Listing Regulations, as amended. They also confirmed compliance with the provisions of rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended, relating to inclusion of their name in the databank of Independent Directors.

The Board took on record the declaration and confirmation submitted by the independent directors regarding them meeting the prescribed criteria of independence, after undertaking due assessment of the veracity of the same in terms of the requirements of regulation 25 of the SEBI Listing Regulations.

In the opinion of the Board, the independent directors fulfil the conditions specified in the Act, read with rules made thereunder and have complied with the code for independent directors prescribed in Schedule IV to the Act.

None of the Directors disqualifies for appointment under Section 164 of the Companies Act, 2013.

### **Board diversity, their appointment and remuneration**

The Company's Board of Directors constitute of Five Directors comprising of one Executive Director and Four Non-Executive Directors, Three of which are Independent Directors. Appointment of Independent Directors of the Company shall be governed by the Terms & Conditions of Appointment of Independent Director and Appointment of Non Independent Directors of the Company shall be governed by the Policy of Nomination and Remuneration of the Company. The detailed policy on appointment of Directors is available on the Company's website at <https://fmecinternational.com/investor.html>.

### **DISCLOSURES ON REMUNERATION OF DIRECTORS AND EMPLOYEES OF THE COMPANY**

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Director(s) of the Company has drawn remuneration during the year under review which is in compliance of the applicable provisions of Companies Act, 2013 and no employee(s) of the Company has drawn remuneration in excess of the limits set out in the said rules.

### **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

During the year under review, there were no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

### **INVESTOR RELATIONS**

Your Company has been continuously interacting and endeavours to further improve its engagement with investors/analysts through participation either in-person meetings or through use of technology i.e. telephone meetings.

## **SECRETARIAL STANDARDS**

Pursuant to Section 118(10) of the Companies Act, 2013, the Board of Directors of the have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively. The applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to “Meetings of the Board of Directors” and “General Meetings”, respectively, have been complied by your Company.

## **SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES**

As on 31st March, 2025 the Company neither has any Associate, Subsidiary Company nor any Joint Venture Company.

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014, Consolidated Financial Statements of the Company not required to be annexed to the Annual Report to reflect the Performance and Financial Position of the Subsidiary/Associate.

## **CORPORATE SOCIAL RESPONSIBILITY**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions of Section 135 of the Companies Act, 2013 and other relevant Rules are not applicable to the Company during the year under review.

## **DISCLOSURE REGARDING MAINTENANCE OF COST RECORDS**

Since the Company is engaged in the business of Non- Banking Financial Company, therefore the provisions of Section 148 of the Companies Act, 2013 regarding maintenance of Cost Records and Cost Audit is not applicable to the Company as required to be disclosed under Clause (ix) of sub-rule 5 of Rule 8 of the Companies (Accounts) Rules, 2014 (inserted by MCA Notification dated 31.07.2018).



## **FRAUD MONITORING AND REPORTING**

RBI vide Master Directions on Fraud Risk Management in Non-Banking Financial Companies (NBFCs) dated 15 July 2024, has amended the fraud monitoring framework NBFCs. However, as per the provision of Clause 1.2.1 of the said Master Directions are not applicable to the Company.

## **MEETINGS**

The calendar of the Board/ Committee Meetings and the Annual General Meeting is circulated to the Directors in advance to enable them to plan their schedule for effective participation at the respective meetings. At times certain decisions are taken by the Board/ Committee through circular resolutions. All the decisions and urgent matters approved by way of circular resolutions are placed and noted at the subsequent Board/ Committee Meeting.

### **A. BOARD MEETINGS**

As per Section 173(1) of the Companies Act, 2013 and applicable rules the Board meets at least once a quarter to review the quarterly results and other items of the Agenda. During the financial year ended on March 31, 2025, Five (5) Board Meetings were held and the gap between the two consecutive meetings was within the statutory limit. Details of the Board meetings are given in the Corporate Governance Report annexed herewith for the financial year ended March 31, 2025.

### **B. DISCLOSURE OF VARIOUS COMMITTEES OF BOARD OF DIRECTORS**

#### **I. AUDIT COMMITTEE**

The Board of Directors of your Company has a duly constituted Audit Committee in terms of the provisions of Section 177 of the Companies Act, 2013 read with rules framed thereunder and Regulation 18 of the Listing Regulations. The terms of reference of the Audit Committee has been approved by the Board of Directors.

The Audit Committee met **four (4) times** during the financial year. The composition of the Audit Committee, number of meetings held during the year under review, brief terms of reference and other details have been

provided in the Corporate Governance Report which forms part of this Annual Report. Recommendations made by the Audit Committee are generally accepted by your Board.

## **II. STAKEHOLDER'S RELATIONSHIP COMMITTEE**

The composition of the Stakeholders Relationship Committee is in compliance with the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulations, 2015.

The Stakeholders' Relationship Committee met **four (4) times** during the financial year. The details about the composition of the said committee of the Board of Directors along with attendance thereof have been provided in the Corporate Governance Report which forms part of this Report.

## **III. NOMINATION & REMUNERATION COMMITTEE**

In terms of section 178 of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014 and regulation 19 of the Listing Regulations, your Company has in place duly constituted Nomination and Remuneration Committee of the Board of Directors.

The Nomination & Remuneration Committee met **Two (2) times** during the financial year. The details of the composition of the committee along with other details are available in the Corporate Governance Report which forms part of this Report.

## **C. EXTRA-ORDINARY GENERAL MEETING**

No Extra-ordinary meeting (EGM) was convened during the financial year ended March 31, 2025.

## **AUDITORS AND AUDITORS' REPORT**

### **(i) Statutory Auditors**

M/s. Sanjay K Singhal & Co., Chartered Accountant(s), being the retiring auditors have completed their term of 10 years and shall hold the office as the Statutory Auditor(s) of the Company until the conclusion of the ensuing Annual

General Meeting of the Company. Thus, on the recommendation of Audit Committee, the Board in its meeting held on 24th June, 2025 recommended the appointment of M/s. KSJ & Co., Chartered Accountants (FRN:016024N) in place of the retiring auditor for a period of 5 years commencing from the Financial Year 2025-26 in terms of Section 139 141 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rule, 2014. Further the said appointment shall be subject to the consent of the shareholders to be taken at the ensuing Annual General Meeting.

The Report given by the retiring Auditors M/s. Sanjay K Singhal & Co., Chartered Accountant(s) on the Financial Statements of the Company for the Financial Year 2024-25 is a part of the Annual Report.

### **(ii) Secretarial Auditors**

M/s A.K. Verma & Co, Practicing Company Secretaries (Registration No./ Unique Code- P1997DE091500) was appointed to conduct the Secretarial Audit of the Company for the Financial Year 2024-2025, as required under Section 204 of the Companies Act, 2013 and rules framed there under.

The Secretarial Audit Report for the Financial Year 2024-2025 forms part of the Annual Report as **“Annexure-IV”** to the Board’s report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

The Board has re-appointed M/s A.K. Verma & Co, Practicing Company Secretaries, as the Secretarial Auditor of the Company for the Five years commencing from 2025 till the financial year 2030.

### **(iii) Internal Auditors**

M/s. Rajeev Shankar & Co., Chartered Accountants (FRN: 014006N) were appointed to conduct the Internal Audit of the Company for the Financial Year 2024-2025, as required under Section 138 of the Companies Act, 2013 and rules framed there under.

The scope, functioning, periodicity and methodology for conducting the Internal Audit of the Company is formulated by the Audit Committee of the Company, in consultation with the Internal Auditors.

The Board proposes to re-appoint M/s. Rajeev Shankar & Co., Chartered Accountants (FRN: 014006N) as Internal Auditor of the Company for the Financial Year 2025-2026 after obtaining their consent to act in such capacity.

### **QUALIFICATION, RESERVATION OR ADVERSE REMARK IN THE AUDITOR'S REPORTS AND SECRETARIAL AUDIT REPORT**

#### **• Statutory Auditor**

There is no qualification, reservation or adverse remark made by the Statutory Auditor in their Auditor's Report to the Financial Statements

#### **• Secretarial Auditor**

There is no qualification, reservation or adverse remark made by the Secretarial Auditor in their Auditor's Report to the Financial Statements

#### **• Internal Auditor**

There is no qualification, reservation or adverse remark made by the Internal Auditor in their Auditor's Report to the Financial Statements

### **REPORTING OF FRAUDS BY AUDITORS**

During the year under review, the Statutory Auditors has not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Companies Act, 2013, details of which need to be mentioned in this Report.

### **INTERNAL FINANCIAL CONTROL SYSTEM AND ITS ADEQUACY**

The Board is responsible for establishing and maintaining adequate internal financial control as per Section 134 of the Act.

Internal Financial Controls laid down by the Company is a systematic set of controls and procedures to ensure orderly and efficient conduct of its business including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information. Internal financial controls not only require the system to be designed effectively but also to be tested for operating effectiveness periodically.

The Board is of the opinion that internal financial controls with reference to the financial statements are adequate and operating effectively. The internal financial controls are commensurate with the size, scale, and complexity of operations.

### **ANNUAL BOARD EVALUATION AND FAMILIARISATION PROGRAMME FOR BOARD MEMBERS**

A note on familiarization program adopted by the Company for orientation and training of its Directors and Board Evaluation Process undertaken in compliance with the provisions of the Companies Act, 2013 and the same forms part of the Corporate Governance, which forms part of this Report.

The Report generated after evaluation of the Board will be considered by the Board for the purpose of optimizing their effectiveness.

A note indicating the policy of Annual Evaluation of the entire Board of Directors and the Independent Directors forms part of this Report and has been attached as **"Annexure-V"**.

### **RISK MANAGEMENT**

The Board of Directors has adopted a risk management policy for the Company which provides for identification of key events/risks impacting the business objectives of the Company and attempts to develop risk policies and strategies to ensure timely evaluation, reporting and monitoring of key business risks.

This framework, inter alia, provides a set of components that provide the foundations and organisational arrangements for designing,

implementing, monitoring, reviewing and continually improving Risk Management throughout the organisation. It covers principles of risk management, risk governance with roles and responsibilities, business control measures, principle risks and business continuity plan. The Management identifies and controls risks through a defined framework in terms of the aforesaid policy.

The Board is of the opinion that there are no elements of risk that may threaten the existence of the Company.

### **Borrowings**

The total borrowing as on 31 March 2025 is Rs. 12,34,92 000 (Rupees Twelve Crore Thirty Four Lakhs Ninety Two Thousands).

The total borrowing limit approved by the shareholders stands at Rs. 80,00,00,000 (Rupees Eighty Crores)\*

\*Note: in the EGM held on 21<sup>st</sup> August 2025.

### **PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE**

The Board has made a Committee of Board presided by Ms. Renuka Chouhan, Director of the Company for the purpose of prevention of Sexual Harassment of Women at workplace. Every individual has right to treat his/her colleagues with respect and dignity. This is enshrined in values and in the code of Ethics & Conduct of the Company.

The Company has in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 made various provisions to safeguard the interest of the female employees (whether permanent, contractual, temporary and trainees) under this policy. The policy governs the misconduct with respect to discrimination or sexual harassment.

Further, the Company has complied with the provisions regarding the constitution of Internal Complaints Committee under the Sexual Harassment of Women as Workplace (Prevention, Prohibition and Redressal) Act, 2013 as required to be disclosed under Clause (x) of sub-rule 5 of Rule 8 of the Companies (Accounts) Rules, 2014 (inserted by MCA Notification dated 31.07.2018).

The following is a summary of sexual harassment complaints received and disposed off during the Financial Year ended March 31, 2025:



- No. of complaints received: NIL
- No. of complaints disposed off : Not Applicable

### **MATERNITY BENEFIT**

The Company affirms that it has duly complied with all provisions of the Maternity Benefit Act, 1961, and has extended all statutory benefits to eligible women employees during the year.

### **PARTICULARS OF RELATED PARTY TRANSACTION**

There were no contracts or arrangements entered into by the Company in accordance with provisions of section 188 of the Companies Act, 2013. Further, all The Related Party Transactions in terms of the Provisions of Companies Act 2013 were entered in the ordinary course of business during the Financial Year 2024-2025 and were also at arm's length basis. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other Designated Person which may have a potential conflict with the interest of Company at large.

The Company has however, given/received Loans and Advances from related parties, in accordance with the provisions of Section 188 of the Act, 2013. Details of such Loans/Advances forms part of this Report and has been attached as “**Annexure-....**”. in Form AOC-2.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

The financial statements are prepared in accordance with the Indian Accounting Standards ('Ind AS') under historical cost convention on accrual basis except for certain financial instruments, which are measured at fair value pursuant to the provisions of the Act and guidelines issued by SEBI/RBI. Accounting policies have been consistently applied except where revision to an existing Accounting Standard requires a change in the accounting policy.

In accordance with the provisions of Section 134(5) of the Act and based on the information provided by the Management, the Directors state that:

- In the preparation of the annual accounts for the year ended 31st March 2025, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;

ii. They have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for FY2025;

iii. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv. They have prepared the annual accounts on a going concern basis;

v. They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

vi. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating effectively.

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

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 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.

### **TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND**

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

### **DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016**

During the year under review, there were no application made or

proceedings pending in the name of the company under the Insolvency Bankruptcy Code, 2016.  
, 2016.

### **DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS**

Company is engaged in the business of non-banking finance company and haven't availed any such loan; hence, this clause is not applicable.

### **ACKNOWLEDGEMENT**

Your Board is grateful for the unstinted support and trust reposed by our shareholders and places on record its deep appreciation of the Independent Directors and the Non-Executive Directors of your Company for their immense contribution by way of strategic guidance, sharing of knowledge, experience and wisdom, which help your Company take right decisions in achieving its business goals.

Your Board appreciates the relentless efforts of the employees and staff including the Management Team headed by the Managing Director, who always leads from the front in achieving a very commendable business performance year-on-year despite a challenging business environment.

The Board expresses their gratitude to its all stakeholder's i.e. members, customers, Government agencies and their departments, Bankers of the Company for their continued support and faith. The Director places on record their sincere appreciation to all the employees of the company for their contribution in the growth of the company.

**For and on behalf of the Board of Directors  
F MEC INRENATIONAL FINANCIAL SERVICES LIMITED  
Sd/-**

**Place : New Delhi  
Date : 30.08.2025**

**Apoorve Bansal  
Chairman Cum Managing Director  
DIN : 08052540**

## ANNEXURES TO DIRECTORS REPORT

ANNEXURE- I	Management Discussion and Analysis Report
ANNEXURE- II	Corporate Governance Report
ANNEXURE- III	Particulars of Loan, Guarantees and Investments
ANNEXURE- IV	Secretarial Audit Report (MR-3)
ANNEXURE- V	Annual Evaluation of Board

**ANNEXURE- I****THE MANAGEMENT DISCUSSION AND ANALYSIS REPORT ("MDAR")**

F Mec International Financial Services Limited (or the Company) is a Non-Deposit-taking Non-Banking Financial Company (NBFC-ND) registered with the Reserve Bank of India (RBI) and is engaged in the business of lending. The Company has a diversified lending portfolio across retail, SMEs and commercial customers with significant presence in urban and rural India.

**1. Global Economy**

Global Growth is projected at global growth at 3.0% for 2025 and 3.1% for 2026, an upward revision from the April forecast. This increase reflects factors like stronger front-loaded trade ahead of potential tariffs, lower effective tariff rates, improved financial conditions, and fiscal expansion in some economies. However, the IMF notes that risks remain tilted to the downside, and overall growth is still below pre-April 2025 forecasts due to the ongoing impact of trade tensions. Inflation rates are expected to decline but at a slower pace than anticipated, and downside risks remain, particularly from trade tensions and volatile financial markets.

The average age of the world's population is projected to increase by 11 years between 2020 and the end of the century. However, improvements in health and longevity have significantly enhanced the quality of life in older age. Healthy aging is projected to add 0.4% to global GDP growth between 2025 and 2050.

\*Source: IMF World Economic Outlook, 2025

**2. Indian-Economy**

India's economy continues to grow at a steady and confident pace, standing out as the fastest growing major economy in the world. In 2024-25, real GDP growth was estimated at 6.5 per cent. The Reserve Bank of India expects the same rate to continue in 2025-26. Growth next year will be even stronger, and the momentum over the next two years is set to lift GDP beyond its pre-COVID trend. The pandemic-induced gap will not just be closed, it will be decisively surpassed.

India's resilient economic growth, driven by robust private consumption, structural reforms, and strategic investments, positions it as a global leader amidst economic uncertainties. With demographics supporting its trajectory, India's outlook remains positive. The country's ability to leverage these factors ensures it will continue to play a pivotal role in shaping the global economic landscape.

**India is projected to reach a GDP of Rs. 4,26,45,000 crore (US\$ 5 trillion) by 2027 and is on course to surpass Germany by 2028. By 2030, India is set to become the world's third-largest economy with a projected GDP of \$7.3 trillion.**

### 3. Industry Overview

The NBFC sector in India has witnessed remarkable transformations since its emergence, with segments such as housing finance, microfinance and consumer finance contributing to its expansion. This growth is driven by various factors, such as a rising middle class, enhanced financial inclusion and positive policy interventions. NBFCs have emerged as the crucial source of finance for a large segment of the population, including SMEs and economically unserved and underserved people. They have managed to cater to the diverse needs of the borrowers in the fastest and most efficient manner, considering their vast geographical scope, understanding of the various financial requirements of the people and extremely fast turnaround times.

One of the key drivers for the expansion of the NBFC sector is the escalating demand for credit from the MSMEs. The collaborative efforts of NBFCs and digital lenders are contributing to the sector's overall dynamism and its ability to serve as a vital source of financial support for diverse economic entities, especially the MSMEs facing obstacles in accessing traditional bank loans.

Also, the regulatory landscape for NBFCs has witnessed significant changes, particularly with the Reserve Bank of India (RBI) tightening rules for consumer lending. The new rules mandate regulated entities to establish board-approved limits for consumer credit exposure, emphasizing strict adherence and continuous monitoring by the Risk Management Committee.

Looking ahead to 2026, the NBFC sector in India is poised for continued growth, driven by several factors. The government's commitment to



financial inclusion, coupled with the sector's digital transformation, is expected to contribute to sustained demand for NBFC services.

#### 4. Business review

F Mec International Finance Limited- Non-Deposit taking Non-Systemically Important ("NBFC"), is a professionally managed Company. It focuses on four broad categories: (i) consumer lending, (ii) SME lending, (iii) commercial lending, (iv) rural lending

The financial performance of your Company during the financial year ended March 31, 2025, remained healthy with the Total Net Revenue (Net Interest Income Plus Other Income) to Rs. 664.25 Lakhs as compared to Rs. 375.06 Lakhs in FY 2023-2024.

The profit after tax (PAT') for the FY 2024-2025 increased to Rs. 161.85 Lakhs as compared to Rs. 77.60 Lakhs in FY 2023-2024. However, reflecting on steady growth in the balance sheet, Total Liabilities (including capital and reserves) increased to 27.40 crore as on March 31, 2025 to 14.95 crore as on March 31, 2024 whereas Total Advances (Net) stood at Rs. 23.77 crore a growth in FY 2024-25 over 13.41 FY 2023-24.

The Earning per Share (EPS) of the Company for the FY 2024-2025 also increased to Rs 1.8203 per share as compared to Rs. 1.1302 per share in FY 2023-2024.

#### 5. RESPONSIBILITY FOR THE MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Board of Directors have reviewed the Management Discussion and Analysis prepared by the Management, and the Independent Auditors have noted its contents. Statement in this report of the Company's objective, projections, estimates, exceptions, and predictions are forward looking statements subject to the applicable laws and regulations. The statements may be subjected to certain risks and uncertainties. Company's operations are affected by many external and internal factors which are beyond the control of the management. Thus, the actual situation may differ from those expressed or implied. The Company assumes no responsibility in respect of forward looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

## ANNEXURE- II

## CORPORATE GOVERNANCE REPORT

Corporate governance is about promoting fairness, transparency, accountability, commitment to values, ethical business conduct and about considering all stakeholders' interest while conducting business. It is more than just a set of practices and procedures; it is the spirit of employee towards the organization to achieve its goals in an ethical way and in such a manner that can contribute to the growth of whole nation. It is one of the key elements in improving the economic efficiency of the enterprise.

This Report is prepared in accordance with the provisions of the **Regulation 34(3) & 53(f) read with the Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')** as amended from time to time (to the extent possible), and the report contains the details of Corporate Governance systems.

The Company recognizes its role as a corporate citizen and endeavors to adopt the best practices and the highest standards of corporate governance through transparency in business ethics, accountability to its customers, Government and others. The Company's activities are carried out in accordance with good corporate practices and the Company is constantly striving to better them by adopting best practices.

This report outlines compliance with requirements of the Companies Act, 2013, as amended (the 'Act'), the SEBI Listing Regulations and the Regulations of RBI for Non-Banking Financial Companies (the 'NBFC Regulations'), as applicable to the Company.

### (1) Company's Philosophy on Code of Governance

Company's Philosophy of Corporate Governance is always aimed at value creation, keeping interest of all stakeholders protected in most inclusive way. F MEC International continues to be committed to good Corporate Governance aligned with best practices. We believe that good Corporate Governance emerges from the application of best and sound management practices and compliance with the laws coupled with adherence to the highest standards of transparency and business ethics.

The Company places great emphasis on values such as empowerment and integrity of its employees, safety of the **employees & communities, transparency in decision making process, fair & ethical dealings with all and accountability to all the stakeholders**. The Corporate governance practices implemented by the Company seek to protect, recognize and facilitate shareholders rights and ensure timely and accurate disclosure to them.

The Company will continue to focus its resources, strengths and strategies to achieve its vision of becoming a leading financial services company in India, while upholding the core values of **transparency, integrity, honesty and accountability**, which are fundamental to the Company.

#### **Corporate Governance reporting under Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Our Company is in compliance with the guidelines on Corporate Governance stipulated under various Regulation of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Listing Agreement with stock exchanges and in this regards, we submit a report on the matters mentioned in the said Regulations and practices followed by the Company.

But as per the provisions of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended from time to time, the Regulations of Corporate Governance specified in Regulation 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation 46 and para C, D and E of Schedule V are not applicable to our Company but Company has continued to comply with the guidelines of Corporate Governance to the extent possible.

It is also to be noted that since Para C of Schedule V of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 is not applicable on the Company by virtue of Regulation 15(2) of SEBI LODR, therefore Matrix setting out the skills/expertise/competence of the Board of Directors has not been provided as specified under sub- clause h of clause 2 of Part C of the said Schedule V. The Company has put in place an internal governance structure with defined roles and responsibilities of every constituent of the system. The Board of Directors of the Company are duly appointed in compliance with the applicable

provisions of the Companies Act, 2013 and applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which in turn governs the Company.

The Board has established Four Committees to discharge its responsibilities in an effective manner. The Managing Director (MD) provides overall direction and guidance to the Board. In the operations and functioning of the Company, the MD is assisted by three Independent Directors, and a core group of senior level executives. The MD is responsible for corporate strategy, brand equity, planning, external contacts and all management matters.

## **(2) BOARD OF DIRECTORS**

The Company has optimum combination of Executive, Non-Executive Independent Directors and Woman Director. The Board consists of Five Directors out of which one is Executive Director and three are Non-Executive Directors, of which three are Independent Directors. The composition of the Board is in conformity with Regulation 17 and 17A of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013.

None of the Directors on the Board is a member of more than 10 Committees and Chairperson of more than 5 Committees as specified in the Regulation 26 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, across all the listed entities in which they are directors. The necessary disclosures regarding Committee positions occupied in other listed entities and changes thereof have been made by the Directors.

As per the declaration received by the Company, none of the Directors is disqualified under section 164(2) of the Companies Act, 2013.

### **THE COMPOSITION OF THE BOARD OF DIRECTORS AS ON MARCH 31<sup>st</sup>, 2025 IS AS UNDER:-**

S.no.	Name of Director	Executive/ Non-Executive	No. of other Directorship
1	Mr. Apoorve Bansal (DIN: 08052540)	Executive Director	1
2	Mr. Rohit Dugar (DIN: 07988480)	Non-Executive & Independent Director	2

3	Ms Renuka Chouhan (DIN: 09547785)	Non-Executive Woman Director	0
4	Mr. Somesh Kumar (DIN: 07682102)*	Non-Executive & Independent Director	2
5	Mr. Kabeer Chaudhary (DIN: 03142141)**	Non-Executive & Independent Director	1

**Notes:** None of the other directors are related to any other director on the Board.

\* Appointed as an Independent Director w.e.f. 29.03.2025

\*\*An application dated 30.04.2025 for prior permission of the Reserve Bank of India (“RBI”) is made for change in the designation of Mr. Kabeer Chaudhary from Independent Non-Executive director to Professional Non-Executive director of the Company.

Mr. Apoorve Bansal is the Managing Director of the Company. Ms Mahima Jain acting as a Chief Financial Officer, serving the Company with her wide expertise in Accounts and Financial Management. Ms. Ronika Dhall, the Company Secretary of the Company has also been acting as the Compliance officer of the Company.

## **NUMBER OF BOARD MEETINGS**

The Board of Directors is the apex body constituted for overseeing the company’s overall functioning. The Board provides and evaluates the company’s strategic direction, management policies and their effectiveness, and ensures that shareholders’ long term interests are being served. Meetings of the Board and its Committee(s) are held in New Delhi and scheduled well in advance.

Minimum four pre-scheduled Board Meeting are held every year. For the purpose of some specific approval of the Board of Directors, operation vide Executive Committee of the Board has been done.

**During the year ending 31<sup>st</sup> March, 2025, the Board of Directors met five (5) times during the year on 29.05.2024, 12.08.2024, 29.08.2024, 13.11.2024 and 13.02.2025.** The maximum gap between any two meetings was one hundred and twenty days, as stipulated under Section 173(1) of Companies Act, 2013 and Regulation 17(2) of the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard as issued by the Institute of Company Secretaries of India applicable to the Company.

### **DIRECTORS' ATTENDANCE RECORD AND THEIR OTHER DIRECTORSHIPS / COMMITTEE MEMBERSHIP**

The following is the attendance sheet of all Directors present in the meeting of the Board, its committees and Annual General Meeting held during the year ending on 31<sup>st</sup> March, 2025.

Name of the Director	Category	Attendance Particulars			No. of other Directorship and Committee Membership		
		No. of Board meeting		Last AGM held on 23.09.2024	Other Directorship	Committee Membership^	Committee Chairmanship^
		Held	Attended				
Mr. Apoorve Bansal	MD/ Executive	5	5	Present	1	0	0
Mr. Rohit Dugar	Independent Director	5	5	Present	2	0	0
Ms. Renuka Chouhan	Non-Executive Director	5	5	Not Present	0	0	0
Mr. Kabeer Chaudhary	Independent Director	5	5	Present	1	0	0
Mr. Somesh Kumar	Additional Independent Director	5	-	N.A.	2	0	0

^ Only Audit Committee and Stakeholders Relationship Committee membership and Chairmanship were counted.

### **LIMIT ON NUMBER OF DIRECTORSHIP**

In compliance with the Regulation 17A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Directors of the



Company do not serve as Independent Director in more than seven Listed Companies or in case he/she is serving as a Whole- Time Director in any Listed Company, does not hold position of Independent Director in more than three Listed Companies.

### **SHAREHOLDING OF NON-EXECUTIVE DIRECTORS**

None of the Non - Executive Director holds any shares in the Company.

Further, the Company has not issued any convertible instruments hence disclosure in this respect is not applicable.

### **INDEPENDENT DIRECTORS**

As mandated by Regulation clause (b) of Sub- Regulation 1 of Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors on the Board of the Company:

- a. are persons of integrity and possess relevant expertise and experience, in the opinion of the Board of Directors;
- b. are or were not promoters of the listed entity or its holding, subsidiary or associate company or member of the promoter group of the listed entity;
- c. are not related to promoters or directors in the listed entity, it's holding, subsidiary or associate company;
- d. apart from receiving Director's remuneration, have or had no material pecuniary relationship with the Company, its holding, subsidiary or associate Company, or their Promoters or Directors, during the two immediately preceding financial years or during the current financial year;
- e. have no relative, who has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate Company, or their Promoters, or Directors, amounting to two per cent or more of its gross turnover or total income or Fifty Lakh rupees or such higher amount as may be prescribed from time to time, whichever is lower, during the two immediately preceding financial years or during the current financial year;

f. neither themselves nor any of their relatives –

i. hold or have held the position of a Key Managerial Personnel or are or have been employee of the Company or its holding, subsidiary or associate Company in any of the three financial years immediately preceding the Financial Year in which they were proposed to be appointed;

ii. are or have been an employee or proprietor or a partner, in any of the three financial years immediately preceding the Financial Year in which they were proposed to be appointed, of –

- a firm of Auditors or Company Secretaries in practice or Cost Auditors of the Company or its holding, subsidiary or associate Company; or

- any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate Company amounting to ten per cent or more of the gross turnover of such firm;

- hold together with their relatives two percent or more of the total voting power of the Company; or

- is a Chief Executive or Director, by whatever name called, of any Non-Profit Organization that receives twenty-five percent or more of its receipts or corpus from the Company, any of its Promoters, Directors or its holding, subsidiary or associate Company or that holds two percent or more of the total voting power of the Company;

- is a material supplier, service provider or customer or a lessor or lessee of the Company;

- is not less than 21 years of age.

Are not Non- Independent Director of any other Company on the Board of which any Non-Independent Director of the Company is an Independent Director.

Further, pursuant to the provisions Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Independent Directors have confirmed that they meet the criteria of Independence laid down under the Companies Act, 2013 and the Listing Regulations and they are not aware of any circumstance or situation,

which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective judgment and without any external influence.

### **MAXIMUM TENURE OF INDEPENDENT DIRECTORS**

In accordance with Section 149(11) of the Companies Act, 2013, the current tenure of **Mr. Kabeer Chaudhary** and **Mr. Rohit Dugar**, Independent Directors of the Company is for a term of 5 consecutive years from the date of appointment in the year 2023 and 2022 respectively.

### **TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS**

The terms and conditions of appointment of Independent Directors have been disclosed on the website of the Company at <https://fmecinternational.com/investor.html>

### **PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS**

The Board of Directors upon recommendation of Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Board of the Company, its Committees and the individual Board Members, including Independent Directors.

The evaluation of Independent Directors was done by the entire Board which included evaluation of performance of the Directors and fulfillment of the Independence Criteria as specified in the Listing Regulations and their independence from the Management. The Director who was subject to evaluation did not participate. On the basis of performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, as and when their respective term expires.

### **SEPARATE MEETING OF THE INDEPENDENT DIRECTORS**

All Independent Directors of the Company met separately on **29.05.2024** and on **13.02.2025** without the presence of Non- Independent Directors and Members of Management. In accordance with the Listing Regulations, following matters were, inter-alia, reviewed and discussed

in the meeting:

- Performance of Non-Independent Directors and the Board of Directors as a whole.
- Performance of the Chairperson of the Company taking into consideration the views of Executive and Non- Executive Directors.
- Assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

### **FAMILIARISATION PROGRAMME**

The Company has adopted a structured programme for orientation of Independent Directors at the time of their joining so as to familiarize them with the Company – its operations, business, industry and environment in which it functions and the regulatory environment applicable to it. The Company updates the Board Members on a continuing basis on any significant changes therein and provides them an insight to their expected roles and responsibilities so as to be in a position to take well-informed and timely decisions and contribute significantly to the Company.

Pursuant to Regulation 46 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the policy of familiarization programme is available on the website of the Company at the web-link: <https://fmecinternational.com/investor.html> Policies and Code of Conduct.

### **(3) COMMITTEES OF THE BOARD**

The Board has constituted Committees for carrying out designated functions assigned under Companies Act, 2013 and Listing Regulations and delegated powers suited to their respective roles.

The Committees constituted by the Board of Directors of the Company are as under:

- A. Audit Committee
- B. Nomination and Remuneration Committee
- C. Stakeholders' Relationship Committee

Following are the Committee of the Board formed by the Company for the purpose of General working of the Company:

- D. Executive Committee of Board
- E. Internal Complaints Committee
- F. Risk Management Committee

The Composition of various Committees of the Board of Directors is available on the website of the Company at <https://fmecinternational.com/>. The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference of various Committees. Details on the role and composition of these Committees, including the number of meetings held during the Financial Year and the related attendance are provided below.

### **A. AUDIT COMMITTEE**

The Board of Directors of the Company has constituted an Audit Committee of the Board in terms of the requirements of Section 177 of the Companies Act, 2013 and Rules framed thereunder read with Regulation 18 of the Listing Regulations. The Audit Committee of the Company meet at least four times in a year, at least once in every quarter and not more the one hundred twenty days shall elapse between two meetings, inter alia, to review the financial results for the previous quarter before the same are approved at Board Meetings, pursuant to Regulation 33 of the Listing Regulations. The Audit Committee may also meet from time to time, if required.

The Audit Committee has been vested with, inter alia, the following powers:

- i. to investigate any activity within its terms of reference;
- ii. to seek information from any employee;
- iii. to obtain outside legal or other professional advice;
- iv. to secure attendance of outsiders with relevant expertise, if it considers necessary.

### **Terms of reference**

The Audit Committee reviews the Reports of the Statutory Auditors periodically and discusses their findings. The role of the Audit Committee is as follows:

a. Oversight of the Company's Financial Reporting Process and the Disclosure of its Financial Information to ensure that the financial statement is correct, sufficient and credible.

b. Approval of payment to Statutory Auditors for any other services rendered by the statutory auditors.

c. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

- Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
- Changes, if any, in accounting policies and practices and reasons for the same.
- Major accounting entries involving estimates based on the exercise of judgment by management.
- Significant adjustments made in the financial statements arising out of audit findings.
- Compliance with listing and other legal requirements relating to financial statements.
- Disclosure of any related party transactions.
- Qualifications in the draft audit report.

### **COMPOSITION OF THE COMMITTEE, DETAILS OF MEETINGS AND ITS ATTENDANCE**

The Audit Committee consists of Two Independent Directors and One Executive Director. Mr. Somesh Kumar, Independent Director is appointed as the Chairperson of the Committee w.e.f 29.05.2025.

The Audit Committee met four times during the financial year ended March 31, 2025 i.e., on **29.05.2024, 12.08.2024, 13.11.2024 and 13.02.2025**. The time gap between any two meetings was less than 120 days. Category of Directors as Audit Committee Members and their attendance at the aforesaid Audit Committee Meetings are detailed below:



Sl. No	Name	Category	Number of Meetings Held (During the tenure of director)	Number of Meetings Attended
1	Mr. Apoorve Bansal	Executive Director	4	4
2	Mr. Kabeer Chaudhary*	Independent Director	4	4
3	Mr. Rohit Dugar	Independent Director	4	4
4	Mr. Somesh Kumar**	Independent Director	0	0

\*Ceased to be Member of the Committee w.e.f. 29.05.2025

\*\*Inducted as the Member of the Committee w.e.f. 29.05.2025

The person responsible for the Finance Function, Chief Financial Officer Ms Mahima Jain, Mr. Sanjay K. Singhal & Co, Statutory Auditors, and Ms. Ronika Dhall, the Company Secretary of the Company are the permanent invitee to the Audit Committee Meeting.

## **B. NOMINATION AND REMUNERATION COMMITTEE**

The Board of Directors of the Company has constituted a Nomination and Remuneration Committee of the Board in terms of the requirements of Section 178 of the Companies Act, 2013 and rules framed thereunder read with Regulation 19 of the SEBI (LODR) Regulations, 2015. All the directors of the Committee shall be Non-executive Director and at least Fifty percent must be independent Director, Chairperson must be an independent Director. The Policy provides for criteria and qualifications for appointment of Director, Key Managerial Personnel (KMPs) and Senior Management Personnel (SMPs), remuneration to them, Board diversity etc. The said policy is available on the Company's website.

### **Terms of reference**

The terms of reference of the Committee include the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

### **COMPOSITION OF THE COMMITTEE, DETAILS OF MEETINGS AND ITS ATTENDANCE**

The composition of the committee is in conformity with the SEBI (LODR) Regulations, 2015. The Nomination and Remuneration Committee consists of Two Independent Directors and One Non-Executive Director. Mr. Somesh Kumar, Independent Director is appointed as the Chairperson of the Committee w.e.f 29.05.2025.

The Nomination and Remuneration Committee met two times during the financial year ended March 31, 2025, i.e., on **01.05.2024 and 29.03.2025**. Category of Directors as Nomination and Remuneration Committee Members and their attendance at the aforesaid Meetings are detailed below:

Sl. No.	Name	Category	Number of Meetings Held (During the tenure of director)	Number of Meetings Attended
1	Mr. Kabeer Chaudhary*	Independent Director	2	2
2	Ms. Renuka Chouhan	Non-Executive Director	2	2
3	Mr. Rohit Dugar	Independent Director	2	2
4	Mr. Somesh Kumar **	Independent Director	0	0

\*Ceased to be Member of the Committee w.e.f. 29.05.2025

\*\*Inducted as the Member of the Committee w.e.f. 29.05.2025

The Managing Director is the permanent invitee to the Nomination and Remuneration Committee Meetings. The Company Secretary acts as the Secretary to the Committee and she is in attendance at the Nomination and Remuneration Committee Meetings.

### **C. STAKEHOLDER RELATIONSHIP COMMITTEE**

The Board of Directors of the Company has constituted a Stakeholders Grievance Committee of the Board in terms of the requirements of Section 178 of the Companies Act, 2013 and Rules framed thereunder read with Regulation 20 of the Listing Regulations. The Stakeholders Grievance Committee consists of one Executive Director and two Independent Directors. Mr. Somesh Kumar, Independent Director is appointed as the Chairperson of the Committee w.e.f 29.05.2025.

The Committee ensures cordial investor relations and oversees the mechanism for Redressal of investors' grievances. The Committee specifically looks into redressing shareholders'/ investors' complaints/ grievances pertaining to share transfers, non-receipts of annual reports, non-receipt of declared dividend and other allied complaints.

The Committee performs the following functions:

- Transfer/ transmission of shares.
- Split up/ sub-division and consolidation of shares.
- Dematerialization/ Re-materialization of shares.
- Issue of new and duplicate share certificates.
- Registration of Power of Attorneys, probate, letters of transmission or similar other documents.
- To open/ close bank account(s) of the Company for depositing share/ debenture applications, allotment and call monies, authorize operation of such account(s) and issue instructions to the Bank from time to time in this regard.

All the functions pertaining to Committee meeting has been completed within the prescribed time period as also certified by a Practicing Company Secretary named Mr. Ashok Kumar Verma and duly filed with the Stock Exchanges under Regulation 40(10) on each half of the Financial Year.

The Committee met Four times during the financial year ended March 31, 2025, i.e., on **29.05.2024, 12.08.2024, 13.11.2024 and 13.02.2025**. Directors as Stakeholders Grievance Committee Members and their attendance at the aforesaid Meetings are detailed below:

Sl. No.	Name	Category	Number of Meetings Held (During the tenure of director)	Number of Meetings Attended
1	Mr. Apoorve Bansal	Executive Director	4	4
2	Mr. Kabeer Chaudhary*	Independent Director	4	4
3	Mr. Rohit Dugar	Independent Director	4	4
4	Mr. Somesh Kumar**	Independent Director	0	0

\*Ceased to be Member of the Committee w.e.f. 29.05.2025

\*\*Inducted as the Member of the Committee w.e.f. 29.05.2025

Company Secretary cum Compliance Officer of the Company has been the permanent invitee to the Stakeholder Relationship Committee Meetings.

**Compliance Officer and Grievance Redressal Officer:**

Ms. Ronika Dhall  
 Company Secretary  
 F Mec International Financial Services Limited  
 908, 9th Floor Mercantile House, 15 K.G. Marg, Delhi-110001  
 Email ID: [fmecinternational@gmail.com](mailto:fmecinternational@gmail.com)

As per the Year ending March 31<sup>st</sup>, 2025 there was no investor complaints received or pending on the Company and its RTA. The same has been provided in the certificate filed with the Stock Exchange at the end of each Quarter.

## **D. EXECUTIVE COMMITTEE**

Executive Committee, being an extension of the Board of Directors of the

Company, is constituted to perform the functions of the Board whenever it is not feasible and possible for the Board of Directors to meet frequently in order to execute major functions and take strategically important Decisions. In other words, the Committee is an extension of the Board of Directors of the Company and possess equivalent authority, responsibility and accountability as the Board of Directors of the Company.

As on March 31<sup>st</sup> 2025, the Executive Committee comprise of Members as stated below. During the Financial Year 2024-25, the Executive Committee met **one time on 28<sup>th</sup> March, 2024.**

S.No.	Name	Category	Number of Meetings Held (During the tenure of director)	Number of Meetings Attended
1	Mr. Apoorve Bansal	Executive Director	9	9
2	Mr. Kabeer Chaudhary	Independent Director	9	9
3	Mr. Rohit Dugar	Independent Director	9	9
4	Ms. Renuka Chouhan	Non-Executive Director	9	9
5	Mr. Somesh Kumar*	Independent Director	0	0

\*Inducted as the member of the committee w.e.f. 29.05.2025

All the functions pertaining to Committee meeting has been completed within the prescribed time period as also certified by a Practicing Company Secretary named Mr. Ashok Kumar Verma and duly filed with the Stock Exchanges under Regulation 40(10) on each half of the Financial Year.

#### **(4) REMUNERATION TO DIRECTORS**

The remuneration paid to Executive Director of the Company has been approved by the Board of Directors on the recommendations of the Nomination and Remuneration Committee. Any remuneration to be paid in future shall be in accordance with the Remuneration Policy of the Company as embarked on the website of the Company duly approved by the Nomination and Remuneration Committee of the Company.

#### **I. Remuneration paid to Executive Directors and sitting fees to the Non-Executive Directors**

Details of remuneration paid to Managing Director of the Company is mentioned in the below table, however the Company had not paid any sitting fees has been to the Non-Executive Directors, as the Company is on the stage of growth and ploughs back the profit of the Company in the growth of the Company. The Directors have voluntarily waived off the fees payable, if any in the best interest of the Company.

**(Rupees in lakhs)**

Sl. No.	Name	Designation	Salaries & Allowances	Commission	Total
1	Apoorve Bansal	Managing Director	6	Nil	6
2	Rohit Dugar	Independent Director	0.5	Nil	0.5

#### **II. Independent Director's Remuneration**

Considering the scale of operations of the company, no remuneration was paid to Independent Directors during 2024-2025.

#### **III. Disclosure in terms of Section II Part B of Schedule V to the Companies Act, 2013**

i. All elements of remuneration package of all directors of the company:



(Rupees in lakhs)

Sl. No.	Name & Designation	Salaries	Benefits	Bonus	Stock Option	Pension
1	Apoorve Bansal Managing Director	6	Nil	Nil	Nil	Nil
2	Renuka Chouhan Non-Executive Director	Nil	Nil	Nil	Nil	Nil
3	Kabeer Chaudhary Non-Executive Director *	Nil	Nil	Nil	Nil	Nil
4	Rohit Dugar Independent Director	Nil	Nil	Nil	Nil	Nil
5	Somesh Kumar Independent Director**	Nil	Nil	Nil	Nil	Nil

\* An application dated 30.04.2025 for prior permission of the Reserve Bank of India (“RBI”) is made for change in the designation of Mr. Kabeer Chaudhary from Independent Non-Executive director to Professional Non-Executive director of the Company.

\*\*Appointed as an Independent Director w.e.f. 29.03.2025

ii. Details of fixed component and performance linked incentives along with performance criteria:

The fixed component of salary is the same as mentioned in above table. There is no performance linked incentive payable to any director.

iii. Stock option details of every director: No stock option was given to any director.

#### iv. Shareholding of Directors in the Company as on March 31, 2025

Sl. No.	Name of Director	No. of Shares	% of Total Shareholding
1	Apoorve Bansal Managing Director	77,800	2.51
2	Renuka Chouhan Non-Executive Director	0	0
3	Kabeer Chaudhary Non-Executive Director *	0	0
4	Rohit Dugar Independent Director	0	0
5	Somesh Kumar Independent Director**	0	0

\*An application dated 30.04.2025 for prior permission of the Reserve Bank of India (“RBI”) is made for change in the designation of Mr. Kabeer Chaudhary from Independent Non-Executive director to Professional Non-Executive director of the Company.

\*\*Appointed as an Independent Director w.e.f. 29.03.2025

### (5) GENERAL BODY MEETINGS

Details of General Body Meetings held in the last three Years are given below:-

Financial Year	Category	Venue of the Meeting	Date of the Meeting	Time of the Meeting
2023-2024	Annual General Meeting	908, 9th Floor, Mercantile House, 15 K.G.	23rd September 2024	12:30 P.M.
2022-2023	Annual General Meeting	IIInd Floor, Central Bank Building, 13-B, Netaji Subhash	30th September 2023	12:30 P.M.
2021-2022	Annual General Meeting	IIInd Floor, Central Bank Building, 13-B, Netaji Subhash	17th September 2022	12:30 P.M.

The following Special Resolutions passed in the General Meetings of the Company held in last three Financial Years with the requisite consent of the members present in the meeting:

### 17.09.2022 (Annual General Meeting for the FY 2021-2022)

1. Approval of Change of name of the Company from F mec International Financial Services Limited to Dhvija Finance Limited
2. Approval of Alteration of Capital Clause of the Memorandum of Association of the Company.

### 30.09.2023 (Annual General Meeting for the FY 2022-2023)

1. Appointment of Mr. Kabeer Chaudhary (DIN: 03142141) as a Non-Executive Independent

Director of the company.

2. Appointment of Apoorve Bansal (DIN: 08052540) as a Managing Director of the Company.

### 23.09.2024 (Annual General Meeting for the FY 2023-2024)

No Special Resolution passed in the Annual General Meeting of the members dated 23<sup>rd</sup> September, 2024.

## **(6) MEANS OF COMMUNICATION**

a) Website: Information like Quarterly/Half yearly/Annual Financial Results, Full Annual Report, Shareholding Pattern, and press releases / corporate announcements on significant developments in the Company are made available through website of the Company [www.fmecinternational.com](http://www.fmecinternational.com)

b) Annual Report: Annual Report containing inter-alia, Audited Accounts, Financial Statements, Board's Report, Management Discussion and Analysis (MD&A) Report, Corporate Governance Report, Auditors' Report, including Information for the Shareholders and other important information is circulated to the members and others entitled thereto.

c)Quarterly/ Annual Results: The Company regularly intimates un-audited as well as audited financial results to the Stock Exchanges, immediately after approval of Board. These financial results are normally published in the leading English newspaper namely, Financial Express and also in a regional newspaper namely, Haribhoomi, in Hindi Language. The results are also displayed on the website of the Company [www.fmecinternational.com](http://www.fmecinternational.com)

## **(7)GENERAL SHAREHOLDER INFORMATION**

Annual General Meeting (Through Video Conferencing)

Day & Date: Friday, 26<sup>th</sup> September, 2025

Time: 12:30 PM

Venue: 908, 9th Floor Mercantile House, 15 K.G. Marg, Delhi-110001

Cut-off date (e-voting): 19<sup>th</sup> September, 2025

### **Financial Year**

The Financial Year of the Company starts from 1<sup>st</sup> Day of April and ends on 31<sup>st</sup> Day of March of next year. The results for the financial year ended March 31, 2025 were announced on:

First Quarter (April-June)	: 12 <sup>th</sup> August, 2024
Half Yearly (July-Sep)	: 13 <sup>th</sup> November, 2024
Third Quarter (Oct-Dec)	: 13 <sup>th</sup> February, 2025

Fourth Quarter & Annual (Jan-Mar) : 29<sup>th</sup> May, 2025

### **Dividend Payment Date**

The Company has not paid or declared any dividend during the Financial Year ending March 31<sup>st</sup>, 2025. Hence, no amount by the Company was required to be transferred to the Investors Education and Protection Fund (IEPF).

### **Book Closure**

The dates of Book Closure are from the 20<sup>th</sup> September, 2025 to the 26<sup>th</sup> September, 2025 inclusive of both days for the purpose of Annual General Meeting of the Company.

**Name and Stock Exchange where securities of the company are listed**  
**At present, the equity shares of the Company are listed at:**

**Bombay Stock Exchange Ltd. (BSE)**

**Address: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001**

**ISIN: INE108T01013**

**Scrip Code: 539552**

**BSE ID: F MEC**

**Registrar to Issue & Share Transfer Agent**

Our Company had appointed Skyline Financial Services Private Limited as its RTA in 2015 for both segments, physical and electronic. As required under Regulation 7(3) of the Listing Regulations, the Company has filed a certificate issued by RTA and the Compliance Officer of the Company certifying that all activities in relation to both physical and electronic share transfer facility are maintained by RTA registered with SEBI i.e. Skyline Financial Services Private Limited as a SEBI Registered Category- 1, Registrars and Share Transfer Agent.

Details of RTA are as given below:

**Skyline Financial Services Private Limited**

**D-153A, 1<sup>st</sup> Floor, Okhla Industrial Area,**

**Phase- I, New Delhi- 110 020**

**Tel: 011- 40450193-97**

**Website: [www.skylinerta.com](http://www.skylinerta.com)**

**Email: [info@skylinerta.com](mailto:info@skylinerta.com)**

**Share Transfer System**

Effective from April 1, 2019, transfer of shares in physical form is not permissible under Listing Regulation. Shareholders are thus advised to convert their shares in dematerialization/ Electronic form no transfer or allotment of shares will be approved in physical form.

Transfer of Equity shares is done through depositories with no involvement of the company.

**Distribution of shareholding as on March 31, 2025**

Details of distribution of shareholding of the equity shares of the Company by size and by ownership class on March 31, 2025 along with the top 10 shareholders of the Company is given below:

## SHAREHOLDING PATTERN BY SIZE AS ON MARCH 31<sup>st</sup>, 2025

Share or Debenture holding	Number of Shareholders	% to Total Numbers	Share or Debenture holding	% to Total Amount
Up To 5,000	594	60.99	911720	1.03
5001 To 10,000	226	23.2	2068330	2.33
10001 To 20,000	23	2.36	339550	0.38
20001 To 30,000	18	1.85	471380	0.53
30001 To 40,000	6	0.62	207100	0.23
40001 To 50,000	3	0.31	136600	0.15
50001 To 1,00,000	17	1.75	1156710	1.3
1,00,000 and Above	87	8.93	83626290	94.05
<b>Total</b>	<b>974</b>	<b>100</b>	<b>88917680</b>	<b>100</b>

## SHAREHOLDING PATTERN BY OWNERSHIP

Particulars	As on March 2025		
	No. of Share holders	No. of Shares held	% of Share holding
<b>Promoters Shareholding</b>			
Promoter & Promoter Group	9	3281739	36.91
<b>Total Promoter Shareholding (A)</b>	<b>9</b>	<b>3281739</b>	<b>36.91</b>
<b>Public Shareholding(B)</b>			
Individual Shareholders holding Nominal Share Capital Up to 2 Lacs	880	678410	7.63



Individual Shareholders holding Nominal Share Capital Above 2 Lacs	50	3820622	42.97
Non Resident Indians (NRIs)	1	102	0
Bodies Corporate	12	834795	9.39
Resident Indian HUF	21	275100	3.09
Firms	1	1000	0.01
<b>Total Public Shareholding (B)</b>	<b>965</b>	<b>5610029</b>	<b>63.09</b>
<b>Total (A) + (B)</b>	<b>974</b>	<b>88917680</b>	<b>100</b>

### TOP TEN SHAREHOLDERS AS ON MARCH 31<sup>st</sup> 2025

Name of the Shareholders	No. of Shares held	% of Share holding
<b>VEENA GUPTA</b>	306833	3.45
<b>SUNIL KUMAR BHANSALI</b>	211232	2.38
<b>GARIMA BOTHRA</b>	208333	2.34
<b>VARUNA BOTHRA</b>	208333	2.34
<b>MAMTA BHANSALI</b>	205333	2.31
<b>NISHA DUGAR</b>	163679	1.84
<b>NITASHA ARORA</b>	149666	1.68
<b>KANHAIYA DUGAR</b>	143630	1.62
<b>MUNISH KUMAR ARORA</b>	140666	1.58
<b>RAJESH KUMAR MADAN</b>	125000	1.41
<b>TOTAL</b>	<b>1862705</b>	<b>20.95</b>

## Dematerialization of Shares

Trading in equity shares of the Company in dematerialized form became mandatory from May 31, 1999. To facilitate trading in Demat form, in India, there are two depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Company has entered into agreement with both these depositories. Shareholders can open their accounts with any of the Depository Participant registered with these depositories.

As on March 31, 2025, 93.84% shares of the Company were held in dematerialized form.

Reconciliation of Share Capital as on March 31, 2025.

Particulars	No. of Shares	% of Total Issued Capital
CDSL	2824076	31.76
NSDL	5520567	62.09
PHYSICAL	547,125	6.15
<b>TOTAL</b>	<b>8,891,768</b>	<b>100</b>

The Company is facilitating the shareholders with the services of Dematerialization and also encouraging the shareholders to convert their physical shares into demat.

## Outstanding GDR/ADR

The Company has no outstanding GDR/ ADR or warrants or any convertible instruments which is likely to impact the equity of the Company.

The Company does not indulge into hedging activities so there shall be no gain or loss arises from foreign exchange fluctuation.

## Commodity Risk or Foreign exchange Risk and Hedging Activities

The company has not undertaken any forex or hedging transactions during the year under review.

### **Plant Location**

The Company has no manufacturing unit so there is no plant set up for the business of the Company. The Company has indulges into financial activities via its registered

Address for correspondence

Registered Office: 908, 9th Floor Mercantile House, 15 K.G. Marg, Delhi-110001

Telephone: 011- 49954225

Email: [fmecinternational@gmail.com](mailto:fmecinternational@gmail.com)

Website: [www.fmecinternational.com](http://www.fmecinternational.com)

### **(8)Other Disclosures**

**RELATED PARTY TRANSACTIONS:** There was no materially significant related party transaction taken place during the previous financial year that may have potential conflict with the interests of listed entity's at large.

**VIGIL MECHANISM/WHISTLE BLOWER POLICY:** The Company has not only made policy on Vigil mechanism and/or Whistle blower Policy but also following it very strictly.

And every person of the Company has access to the members of Audit Committee in case of any suspicious event.

**STATUTORY PENALTIES:** There are no penalties imposed on the company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to capital markets.

### **Reconciliation of Share Capital Audit**

The Reconciliation of Share Capital Audit is conducted by the Company Secretary in practice to reconcile the total admitted capital with National Securities Depository Limited and Central depository Services (India) Limited ("Depositories"), the total issued and listed capital. The audit confirms that the total issued /paid up capital is in agreement with the aggregate of the total number of shares in physical form and total number of shares in dematerialized form (held with depositories) and that the request for dematerialization of shares are processed by the R & T Agent within the stipulated period of 21 (Twenty-One) days and uploaded with the concerned depositories.

### **Information on Deviation from Accounting Standards, if any**

The Company has adopted Indian Accounting Standards (IND AS) in preparation of annual accounts for the Financial Year 2024-25.

### **Disclosure of Compliance with the Corporate Governance requirements**

Pursuant to Regulation 15(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015, the compliance with the corporate governance provisions as specified in Regulation 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and paras C, D and E of Schedule V of SEBI LODR Regulations is not applicable to the Company as the paid-up equity share capital of the Company and Net worth of the Company does not exceeds Rs. 10 Crore and Rs. 25 Crore respectively as on the close of the Financial Year i.e., March 31, 2025.

However, as a good corporate practice, the Company has voluntarily provided the information in Corporate Governance Report on a suo-moto basis under the provisions of paras C, D of Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015, which is forming part of this Report (but no certificate was obtained for confirming compliance with the conditions of the Corporate Governance in terms of the Listing Regulations, as the same is nor mandatorily required.)

Further, with reference to SEBI Circular-SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018 regarding Fund Raising by Issuance of Debt Securities by Large Corporate (LC) and Disclosure Compliance thereof by Large Corporate (LC), it is hereby informed that the is not a “Large Corporate” as the Company does not fall under the Criteria of being a Large Corporate as defined in Para 2.2 of the said Circular

Accordingly, the Company is not required to submit Disclosures as required under Para 4.1 of the abovementioned SEBI Circular. A confirmation in this regard has already been filed by the Company with BSE on 24th April, 2025.

### **CEO/CFO Certification**

The Regulation 17(8) of SEBI (LODR) Regulations is not applicable to the company as the paid up equity share capital of the Company and Net

worth of the Company is not exceeding Rs. 10 Crore and Rs. 25 Crore respectively as on the close of the Financial Year i.e., March 31, 2025

However, as a good corporate practice, voluntarily to comply with the Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the certification by Managing Director and Chief Financial Officer has been obtained and is attached as part of this Annual Report.

### **Code of Conduct**

The Code is intended to serve as a basis for ethical decision-making in conduct of professional work. The Code of Conduct enjoins that each individual in the organization must know and respect existing laws, accept and provide appropriate professional views, and be upright in his conduct and observe corporate discipline. The duties of Directors including duties as an Independent Director as laid down in the Companies Act, 2013 also forms part of the Code of Conduct.

The Code of Conduct is available on the website of the Company <https://fmecinternational.com/investor.html>. All Board Members and Senior Management personnel affirm compliances with the Code of Conduct annually. The Managing Director of the company has given a declaration that all the Board members and senior management have affirmed compliance with the code of conduct for the current year.

## **CERTIFICATION BY PRACTICING COMPANY SECRETARY**

**F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED  
FOR THE YEAR ENDING 31<sup>ST</sup> MARCH 2025**

**[Pursuant to Regulation 34(3) and Schedule V Para C Clause 10 (i) of  
the SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015]**

We have examined the relevant registers, records and disclosures received from the Management of M/s F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED (hereinafter referred to as 'the Company'), bearing CIN : L65100DL1993PLC053936 and having Registered Office at 908, 9th Floor Mercantile House, 15 K.G. Marg, Delhi-110001 produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-CSub- clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and according to the verifications (including Directors Identification Number (DIN) status at the portal ([www.mca.gov.in](http://www.mca.gov.in))) as considered necessary and information/Declaration furnished to us by the Company & its Officers, We hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India (SEBI)/ Ministry of Corporate Affairs and any such Statutory Authority.

**For A. K. VERMA & CO  
(Practicing Company Secretaries)  
FRN: P1997DE091500**

**ASHOK KUMAR VERMA  
Senior Partner**

**Date: 30.08.2025  
Place: New Delhi**

**FCS: 3945  
CP No: 2568  
PR No: 2099/2022  
UDIN: F003945G001118399**



# MANAGING DIRECTOR AND CFO CERTIFICATION

30<sup>th</sup> August, 2025

To,  
The Board of Directors  
**F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED**  
908, 9th Floor Mercantile House, 15 K.G. Marg,  
Delhi-110001

**I, Apoorve Bansal, Managing Director** of the Company along with **Ms, Mahima Jain** Chief Financial Officer of the Company, do hereby solemnly affirm and certify to the Board that:

a. We have reviewed Financial Statements and the Cash Flow Statement of the Company for the year ended 31<sup>st</sup> March 2025 and we certify the following, to the best of our knowledge and belief:

i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. That to the best of our knowledge and belief, there are no transactions that have been entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.

c. We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to Financial Reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d. We have indicated to the Auditors and the Audit committee:

i. significant changes in internal control over financial reporting during the year;

- i. significant changes in accounting policies during the year, if there is any, and that the same have been disclosed in the notes to the financial statements; and
- ii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**Sd/  
Apoorve Bansal  
(Managing Director)  
DIN: 08052540**

**Sd/-  
Mahima Jain  
(Chief Financial Officer)  
PAN: APJPJ2796N**

## CERTIFICATION BY MANAGING DIRECTOR

30<sup>th</sup> August, 2025

To,  
The Board of Directors  
**F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED**  
908, 9th Floor Mercantile House, 15 K.G. Marg,  
Delhi-110001

### Sub: Declaration of Compliance of Code of Conduct

I, Apoorve Bansal (DIN: 08052540), Managing Director of the Company declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended 31st March, 2025.

**For F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED**

Sd/-  
**Apoorve Bansal**  
**(Managing Director)**  
**DIN: 0805254**

### ANNEXURE- III

## PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS AS REQUIRED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

(Rupees in Lakhs)

S no	Particulars	31/03/2025	31/03/2024
Loans And Advances			
	Alok Kumar Goel	-	31.25
	Aggarwal Auto World	3.13	3
	Amrit Devtech Pvt Ltd.	-	1.02
	Clarion Dealing Private Limited	-	15.02
	Dhruva Sharma	121.65	150
	Dada Ogad Industries	-	22.26
	Ganesh Kirana Co.	159.76	241.88
	Invision Entertainment Pvt Ltd	-	7.98
	Joydeep Nayar	12.5	12.73
	JJ Tradelinks Private limited	40.75	-
	Himanshu Agrawal	4.62	-

(Rupees in Lakhs)

	Brajendra Singh Tomar	4.81	-
	JTJ Retail Outlet Chain Pvt Ltd	110	19.6
	Mukesh Sharma	9.51	19.61
	Manoj Agrawal	4.77	1.02
	Peeyush Jain	-	6.5
	Ragini Rawat	0.5	1.55
	Shivam Online Education and Calibre Testing Lab Pvt Ltd	-	6.26
	Shivani Realbuild Pvt Ltd	52.27	53.23
	Shivani Soni	-	0.36
	Srinivasa Prasad Bulusu	-	1.03
	Shri Ganesh Kirana Pvt. Ltd.	54.42	107.42
	Shri Trupati Balaji Exim	0.29	51.47
	S.S.K Construction	-	91.72
	Sunrise Structures and Developers Private Limited	79.2	25
	Suresh Pal Singh	-	24.85

(Rupees in Lakhs)

	Suvi Global Engineering LLP	-	16.18
	Vandana Nayar	7.5	7.65
	Sanjeev Sabherwal	-	20.55
	SBF Ispat Pvt Ltd.	-	10.72
	Alpana Impex LLP	26.56	-
	Ritu Jain	107	-
	Tushar Sharma	1.5	-
	Shubham Vipra Associates	47.48	55.27
	Digital Lending	1529.36	343.33



## ANNEXURE- IV

## Form No. MR-3

# SECRETARIAL AUDIT REPORT

**For the Period 01st April, 2024 to 31st March, 2025**  
**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9**  
**of the Companies (Appointment and Remuneration of Managerial**  
**Personnel) Rules, 2014]**

To,  
The Board of Directors  
**F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED**  
908, 9th Floor Mercantile House, 15 K.G. Marg,  
Delhi-110001

We have conducted the Secretarial Audit of the compliance of applicable Statutory Provisions and the adherence to good corporate practices by F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED (hereinafter called as the (“Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s records, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and Departmental Heads during the conduct of Secretarial Audit, We hereby report that in our opinion, the company has, during the audit covering the period from 01<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2025 (hereinafter referred to as “the audit period”) complied with the statutory provisions listed hereunder and that the company has proper Board processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I. The Company is a “Loan Company” engaged in the business of Non - Banking Financial Institution as defined in Section 45 I (a) of the Reserve Bank of India Act, 1934 and carrying a Certificate of Registration issued by Reserve Bank of India, New Delhi bearing certificate number - B-14.01129.

**II.** We have examined the records, papers, minute books, forms and returns filed and other records maintained by F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED (“the Company”) for the financial year ended on 31<sup>st</sup> March, 2025 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under as duly amended till date;

(ii) Secretarial Standards issued by Institute of Company Secretaries of India.

(iii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder; (Not applicable for the given audit period)

(iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(v) Master Direction – Non-Banking Financial Company Returns (Reserve Bank) Directions duly amended.

(vi) Prudential Norms Issued by the Reserve Banks for NBFC Companies.

(vii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) viz.:-

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time; (To the extent applicable to the Company during the audit Period);

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;

c) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (applicable w.e.f. 1st December, 2015) as amended from time to time;

d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ;

e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not applicable to the Company during the audit period);

f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the audit period);

g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable to the Company during the audit period); and

i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the audit period);

We further report that, having regard to the compliance system and mechanism prevailing in the Company and representation made by its officers for the same and our examination of relevant documents /records in pursuant thereof on our test check basis, the Company has adequate system for the compliances of the following applicable laws :

- a) The RBI Act 1934 and amendment came into force from time to time;
- b) Prudential Norms Issued by the Reserve Banks for NBFC- ND Companies.
- c) Indian Contract Act, 1872
- d) Negotiable Instruments Act, 1881
- e) Indian Stamp Act, 1899
- f) Information Technology Act, 2000.

We report that:

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Composition of Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive, Woman Director, and Independent Directors as per the provisions of Companies Act, 2013 and SEBI Regulations. The changes in the composition of the Board of Directors that took place during the period under review were

carried out in compliance with the provisions of the Act and SEBI Regulations.

Adequate notices were given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the chairman and the decision of the board were unanimous and no dissenting views have been recorded.

We further report that the compliance by the company of applicable financial laws like Direct and Indirect Tax Laws and maintenance of financial records, books of accounts and internal financial control has not been reviewed in this audit since the same have been subject to review by statutory financial audit and other designated professionals.

We further report that pursuant to compliance of section 134(3)(p) and other applicable provisions of the Companies Act, 2013 read with applicable rules as amended from time to time, a formal annual performance evaluation of all the Directors of the Company including the Independent Directors, its Committees and Board was carried out.

We further report that the Company was not required to submit Annual Secretarial Compliance Report to the Stock Exchange as mandated under Regulation 24 A of SEBI (Listing Obligations and Disclosure Requirement) (Amendment) Regulations, 2018 as the Company falls under the criteria specified under Regulation 15 (2) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 due to the fact that the paid-up Equity Share Capital and Net Worth of the Company was below Rs. 10 Crores and Rs. 25 Crores, respectively as on the close of the previous Financial Year i.e. 31<sup>st</sup> March, 2025. The said exemption available to the Companies falling under this criterion was clarified by Bombay Stock Exchange (BSE) vide its Circular Nos. LIST/COMP/10/2019-20 and LIST/COMP/12/2019-20 dated 9<sup>th</sup> May, 2019 and 14<sup>th</sup> May, 2019, respectively.

We further report that during the period under review there were specific events/actions occurred those have a major impact on the company's affairs as intimated by the company. These are as follows:

1. The Company had appointed M/s Rajeev Shankar & Co. (Chartered Accountants) as an Internal Auditor of the company for the financial year 2024-25 in the Board Meeting held on 29th August 2024.

We further report that

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines:

As informed, the Company has responded appropriately to all notices received from various statutory/regulatory authorities including initiating actions for corrective measures, wherever found necessary.

**For A. K. VERMA & CO**  
**(Practicing Company Secretaries)**  
**FRN: P1997DE091500**

**ASHOK KUMAR VERMA**  
**Partner**  
**FCS: 3945**  
**CP No: 2568**  
**PR No: 2099/2022**  
**UDIN: F003945G001117926**

**Date: 30.08.2025**  
**Place: New Delhi**

**This Report is to be read with our letter of even date which is Annexed as (Annexure –A) and forms an integral part of this Report**

## **‘Annexure -A’**

To,  
The Members  
F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED  
908, 9th Floor,  
Mercantile House, 15 K.G. Marg, New Delhi- 110001

**Subject: Our report of even date is to be read along with this letter**

1.Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2.We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3.We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4.Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5.The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.



6.The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For A. K. VERMA & CO**  
**(Practicing Company Secretaries)**  
**FRN: P1997DE091500**

**ASHOK KUMAR VERMA**  
**Senior Partner**

**Date: 30.08.2025**  
**Place: New Delhi**

**FCS: 3945**  
**CP No: 2568**  
**PR No: 2099/2022**  
**UDIN: F003945G001118399**

**ANNEXURE- V****ANNUAL BOARD EVALUATION**

The Board performs three major roles in a company + it provides direction (i.e. sets the strategic direction of the company), it controls (i.e. monitors the management) and provides support and advice (advisory role). Board evaluation typically examines these roles of the Board and the entailing responsibilities, and assesses how effectively these are fulfilled by the Board.

The evaluation of the performance of the Board is essentially an assessment of how the Board has performed on all these parameters. The evaluation framework for assessing the performance of Directors comprises of various key areas such as attendance at Board and Committee Meetings, quality of contribution to Board discussions and decisions, strategic insights or inputs regarding future growth of the Company and its performance, ability to challenge views in a constructive manner, knowledge acquired with regard to the Company's business/ activities, understanding of industry and global trends, etc.

The performance of the Board as a whole, of its committee, and of its members, shall be evaluated at the end of the year keeping in view the objectives of the Company as per the provisions of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. It will be the responsibility of the Chairperson who shall be supported by Company Secretary (if any) to organize the evaluation process and act on its outcome.

The evaluation of Independent Directors shall be done by the entire Board which shall include evaluation of performance of the Directors and fulfillment of the Independence Criteria as specified in the Listing Regulations and their independence from the Management. The Director who is subject to evaluation shall not participate. On the basis of performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, as and when their respective term expires.

The results of the annual evaluation shall remain confidential between the Chairperson, Directors concerned and the Company Secretary (if any). The evaluation process will be used constructively as a mechanism to improve Board effectiveness, maximize strengths and tackle weaknesses.

**INDEPENDENT AUDITOR'S REPORT****TO THE MEMBERS OF F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED****Report on the Audit of the Financial Statements****Opinion**

We have audited the accompanying Financial Statements of **F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED** (the "Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and notes to the Financial Statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

**Key Audit Matters**

We have determined that there are no key audit matters to communicate in our report.

**Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the Financial Statements and our auditor's report thereon.



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Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and Board of Directors for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, management and Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors is also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those





risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the



adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid Financial Statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2025 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Financial Statements.
- g) With respect to the other matter to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/ provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or





any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether, recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under clause (i) and (ii) of Rule 11 (e), as provided under (a) and (b) above, contain any material misstatement.

- v. The Company has not declared or paid any dividend during the year.
- vi. Based on our examination which included test checks, the company has used an accounting software (Tally Prime Edit Log Gold) for maintaining its books of account the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

2. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For SANJAY K SINGHAL & CO**

**Chartered Accountants**

**FRN:024807**



**(Sanjay Kumar Singhal)**

**Partner**

**M. No. 503475**

**UDIN: 25503475BMJNWW7218**

**Place: Delhi**

**Date: 29<sup>th</sup> May, 2025**

## **ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of F Mec International Financial Services Limited on even date)

### **Report on the Internal Financial Controls with reference to Financial Statements under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls with reference to Financial Statements of **F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED** (the "Company") as of March 31, 2025 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

#### **Managements and Board of Directors' Responsibilities for Internal Financial Controls**

The Company's Management is responsible for establishing and maintaining internal financial controls with reference to Financial Statements based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Financial Statements included obtaining an understanding of internal financial controls with reference to Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.



We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to Financial Statements.

### **Meaning of Internal Financial Controls with reference to Financial Statements**

A company's internal financial control with reference to Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Financial Statements.

### **Inherent Limitations of Internal Financial Controls with reference to Financial Statements**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Financial Statements to future periods are subject to the risk that the internal financial control with reference to Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to Financial Statements and such internal financial controls with reference to Financial Statements were operating effectively as at March 31, 2025, based on the criteria for internal financial control with reference to Financial Statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**For SANJAY K SINGHAL & CO**

**Chartered Accountants**

**FRN: 024807**

  
(Sanjay Kumar Singh)

**Partner**

**M. No. 503475**

**UDIN: 25503475BM.INWW7218**

**Place: Delhi**

**Date: 29<sup>th</sup> May, 2025**



## **Annexure 'B' TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of F Mec International Financial Services Limited of even date)**

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
  - a. A. The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.  
B. As of the balance sheet date, our company does not hold any intangible assets.
  - b. The Property, Plant and Equipment have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification;
  - c. The company does not own any immovable property as on the Balance Sheet date.
  - d. The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
  - e. No proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii.
  - a. The Company does not have any inventory and hence reporting under clause 3 (ii) (a) of the Order is not applicable.
  - b. The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii) (b) of the Order is not applicable.
- iii. The Company has neither made investments nor provided guarantees nor given security to companies, firms, Limited Liability Partnerships or any other parties. The Company has granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties:
  - a. The Company is a Non- Banking Financial Company, whose principal business is to give loans, and hence reporting under clause 3(iii) (a) of the Order is not applicable.
  - b. In our opinion, the terms and conditions of the grant of loans, during the year are, prima facie, not prejudicial to the Company's interest.
  - c. In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are generally been regular as per stipulation.
  - d. The total amount overdue for more than ninety days, in respect of loans and advances in the nature of loans, as at the year-end is Rs. 68.25 Lacs. Reasonable steps are being taken by the Company for recovery of the principal and interest.



- e. The Company is a Non- Banking Financial Company, whose principal business is to give loans, and hence reporting under clause 3(iii) (e) of the Order is not applicable.
- f. The Company has granted loans or advances in the nature of loans either repayable on demand during the year aggregating to Rs. 848.22 Lacs, which is 35.68% to total loans granted.
- iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- vii. In respect of statutory dues:
- (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
- There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.
- (b) There were no undisputed amounts payable in respect of statutory dues referred to in sub-clause (a).
- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. a. The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b. The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- c. In our opinion, term loans availed by the Company during the year, were applied by the Company for the purposes for which the loans were obtained.
- d. In our opinion, funds raised by the Company during the year on short term basis have not been utilised for long term purposes and hence, reporting under clause 3(ix) (d) of the Order is not applicable.



made by the Reserve Bank of India and hence reporting under clause (xvi) (c) and (d) of the Order is not applicable.

- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the Financial Statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. The provisions of section 135 of the Companies Act does not applicable to the company and hence reporting under clause (xx) (a) and (b) of the Order is not applicable.
- xxi. The Company does not have any subsidiaries, associates or joint ventures, therefore not prepared consolidated Financial Statements and hence reporting under clause (xxi) of the Order is not applicable.

**For SANJAY K SINGHAL & CO**  
**Chartered Accountants**  
**FRN:024807N**



**(Sanjay Kumar Singhal)**  
**Partner**

**M. No. 503475**

**UDIN: 25503475BM.INWW7218**

**Place: Delhi**

**Date: 29<sup>th</sup> May, 2025**

## BALANCE SHEET AS AT MARCH 31ST, 2025

(All amounts in Indian Rupees '000, unless stated otherwise)

Particulars	Note No.	As at 31st March, 2025	As at 31st March, 2024
<b>Assets</b>			
(1) <b>Assets</b>			
(a) <b>Financial Assets</b>			
-Cash in Hand	3	701	556
-Bank Balance	4	14,911	11,357
(b) Bank Balance other than (a) above		-	-
(c) Derivative financial instruments		-	-
(d) Receivables			1,178
(i) Trade Receivables	5	-	-
(ii) Other Receivables		-	-
(e) Loans	6	2,37,759	1,34,151
(f) Investments	7	-	-
(g) Other Financial assets	8	10,792	2,133
<b>Total</b>		<b>2,64,163</b>	<b>1,49,376</b>
<b>(2) Non-Financial Assets</b>			
(a) Inventories		-	-
(b) Current tax assets (Net)		-	-
(c) Deferred tax Assets (Net)	9	121	72
(d) Investment Property		-	-
(e) Biological assets other than bearer plants		-	-
(f) Property, Plant and Equipment	10	6,640	149
(g) Capital work-in-progress		-	-
(h) Intangible assets under development		-	-
(i) Goodwill		-	-
(j) Other Intangible assets		-	-
(k) Other non-financial assets	11	3,130	-
<b>Total</b>		<b>9,891</b>	<b>221</b>
<b>Total Assets</b>		<b>2,74,055</b>	<b>1,49,597</b>
<b>Liabilities and Equity</b>			
<b>Liabilities</b>			
(1) <b>Financial Liabilities</b>			
(a) Derivative financial instruments		-	-
(b) Payables			
(i) Trade Payables			
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	12	1,642	525
(ii) Other Payables			
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
(c) Debt Securities			
(d) Borrowings (Other than Debt Securities)	13	1,23,492	21,019
(e) Deposits		-	-
(f) Subordinated Liabilities			
(g) Other financial liabilities	14	4,028	2,439
<b>Total</b>		<b>1,29,163</b>	<b>23,983</b>
<b>(2) Non-Financial Liabilities</b>			
(a) Current tax liabilities (Net)	15	5,536	2,647
(b) Provisions		-	-
(c) Deferred tax liabilities (Net)		-	-
(d) Other non-financial liabilities	16	452	248
<b>Total</b>		<b>5,988</b>	<b>2,895</b>
<b>(3) Equity</b>			
(a) Equity Share Capital	17	88,918	88,918
(b) Other Equity	18	49,986	33,801
<b>Total</b>		<b>1,38,904</b>	<b>1,22,719</b>
<b>Total Liabilities and Equity</b>		<b>2,74,055</b>	<b>1,49,597</b>

Significant Accounting Policies &amp; Notes to Accounts

1&amp;2

Accompanying notes from 1 to 39 are integral part of the financial statements

As per our report of even date attached

For Saujay K Singh  
(Chartered Accountant)  
Firm Regn. No. 034977 FLHI

(Sanjay Kumar Singh)  
Partner  
M No: 503475

Place: Delhi  
Date: 29/05/2025

For F Mec International Financial Services Limited  
F Mec International Financial Services Limited

(Apoorve Bansal)  
Managing Director  
DIN-08052540

(Mahima Jain)  
Chief Financial Officer  
PAN: APJPJ2796N

(Kabeer Singh)  
Independent Director  
DIN-03142141

(Rönika Dhali)  
Company Secretary  
& Compliance Officer  
Membership No: A39463



## STATEMENT OF PROFIT &amp; LOSS FOR THE YEAR ENDED MARCH 31ST, 2025

(All amounts in Indian Rupees '000, unless stated otherwise)


Particulars	Note No.	Year ended 31st March 2025	Year ended 31st March 2024
Revenue from operations			
Interest Income		45,543	16,125
Dividend Income		-	4
Sale of Services		2,665	2,400
Others-			
-Sales of Stock-in-trade (Shares)		3,767	13,477
-Processing Fees		14,118	4,991
-CKYC Income		265	342
<b>Total Revenue from operations</b>		<b>66,358</b>	<b>37,339</b>
Other Income	19	67	167
<b>Total Income</b>		<b>66,425</b>	<b>37,506</b>
Expenses			
Finance costs	20	8,312	1,009
Fees and commission expense		-	-
Net loss on fair value changes		-	-
Net loss on derecognition of financial instruments under amortised cost category		-	-
Impairment on financial instruments		-	-
Cost of materials consumed		-	-
Purchases of Stock-in-Trade	21	3,693	13,415
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	22	-	-
Employee Benefit Expense	23	11,321	3,620
Depreciation, amortization and impairment	10	826	227
Other Expenses	24	20,600	8,858
<b>Total Expenses</b>		<b>44,753</b>	<b>27,129</b>
<b>Profit / (Loss) before exceptional items and tax</b>		<b>21,672</b>	<b>10,377</b>
Exceptional items		-	-
<b>Profit/(loss) before tax</b>		<b>21,672</b>	<b>10,377</b>
Tax expense			
(1) Current tax		5,536	2,647
(2) Deferred tax		(49)	(30)
<b>Total Tax Expense</b>		<b>5,487</b>	<b>2,617</b>
<b>Profit/ (Loss) for the period</b>		<b>16,185</b>	<b>7,760</b>
Other Comprehensive Income			
(A) (i) Items that will not be reclassified to profit or loss (specify items and amounts)		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
<b>Subtotal (A)</b>		<b>-</b>	<b>-</b>
(B) (i) Items that will be reclassified to profit or loss (specify items and amounts)		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>Subtotal (B)</b>		<b>-</b>	<b>-</b>
<b>Other Comprehensive Income (A + B)</b>		<b>-</b>	<b>-</b>
<b>Total Comprehensive Income for the period (Comprising Profit (Loss) and other Comprehensive Income for the period)</b>		<b>16,185</b>	<b>7,760</b>
Transfer to reserve for Bad and Doubtful debts		242	218
Transfer to Special Reserve (as per Sec 45- IC of the RBI Act, 1934)		3,237	1,552
Transfer to Reserve & Surplus		12,706	5,990
Earnings per equity share			
(1) Basic (Rs.)		1.8203	1.1302
(2) Diluted (Rs.)		1.8203	1.1302

Significant Accounting Policies &amp; Notes to Accounts

1&amp;2

Accompanying notes from 1 to 39 are integral part of the financial statements

As per our report of even date attached

For Sanjay K Singh & Co  
(Chartered Accountants)  
Firm Regn. No: 027997N  
  
(Sanjay Kumar Singh)  
Partner  
M. No: 503475

Place: Delhi  
Date: 29/05/2025

For F Mec International Financial Services Limited

For and on behalf of the Board  
F Mec International Financial Services Limited

(Apoorve Bansal)  
Managing Director  
DIN-08052540

(Rishika Jain)  
Chief Financial Officer  
PAN:APJPJ2796N

(Kaheer Chaudhary)  
Independent Director  
DIN-03142141

(Ronika Dhall)  
Company Secretary  
& Compliance Officer  
Membership No A39463

**F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED**

**Statement of Changes in Equity for the year ended 31st March, 2025**

(All amounts in Indian Rupees '000, unless stated otherwise)

**A. Equity Share Capital**

As at 1st April, 2023	31,007
Changes in equity share capital during the year	57,911
Changes in Equity Share Capital due to prior period errors	-
<b>As at 31st March, 2024</b>	<b>88,918</b>
Changes in equity share capital during the year	-
Changes in Equity Share Capital due to prior period errors	-
<b>As at 31st March, 2025</b>	<b>88,918</b>

**B. Other Equity**

Particulars	Reserves and Surplus				Total
	Special Reserve (1) as per Sec 45-IC RBI ACT, 1934	Reserve for Bad and Doubtful debts	Retained Earnings	Securities Premium	
<b>As at 1st April, 2023</b>	1,138	117	4,489	-	<b>5,744</b>
Profits for the year	1,552	218	5,990	-	<b>7,760</b>
Excess Provision for Income	-	-	28	-	<b>28</b>
Tax written back					
Other comprehensive income for the year	-	-	-	-	-
Changes in accounting policy or prior period errors	-	-	-	-	-
Received on account of preferential allotment made by company during the year	-	-	-	20,269	<b>20,269</b>
<b>Total comprehensive income for the year</b>	<b>1,552</b>	<b>218</b>	<b>6,019</b>	<b>20,269</b>	<b>28,058</b>
<b>As at 31st March, 2024</b>	<b>2,690</b>	<b>335</b>	<b>10,508</b>	<b>20,269</b>	<b>33,801</b>
Profits for the year	3,237	242	12,706	-	<b>16,185</b>
Excess Provision for Income	-	-	-	-	-
Tax written back					
Other comprehensive income for the year	-	-	-	-	-
Changes in accounting policy or prior period errors	-	-	-	-	-
Any other change (to be specified)	-	-	-	-	-
<b>Total comprehensive income for the year</b>	<b>3,237</b>	<b>242</b>	<b>12,706</b>	<b>-</b>	<b>16,185</b>
<b>As at 31st March, 2025</b>	<b>5,927</b>	<b>577</b>	<b>23,214</b>	<b>20,269</b>	<b>49,986</b>

Significant Accounting Policies & Notes to Accounts 1&2

Accompanying notes from 1 to 39 are integral part of the financial statements

As per our report of even date attached

**For Sanjay K Singhal & Co**

(Chartered Accountants)

Firm Regn. No. 027807N

(Sanjay Kumar Singhal)

Partner

M. No: 503475

Place: Delhi

Date: 29/05/2025

For and on behalf of the Board

**F Mec International Financial Services Limited**

**F Mec International Financial Services Limited**

(Apoorve Bansal)

Managing Director

DIN-08052540

(Mahima Jain)

Chief Financial Officer

PAN:APJPJ2796N

(Kabeer Chaudhary)

Independent Director

DIN-03142141

Auth. Signatory/Director

(Ronika Dhall)

Company Secretary

& Compliance Officer

Membership No:A39463

## Statement of Cash Flows for the year ended 31st March 2025

(All amounts in Indian Rupees '000, unless stated otherwise)

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
<b>A Cash Flow from Operating Activities</b>		
Net Profit before tax (as per Statement of Profit and Loss)	21,672	10,377
Adjustments to reconcile net profit to net cash provided by operating activities		
Depreciation and Amortisation Expense	826	227
Interest Income	(45,543)	(16,125)
Interest Paid	8,274	1,000
Excess Provision for Income Tax written back	-	28
Property, Plant and Equipment & CWIP written off	-	-
Changes in assets and liabilities		
Increase/(Decrease) in Trade Payables	1,117	175
Increase/(Decrease) in Other financial liabilities	1,589	1,956
Increase/(Decrease) in Current tax liabilities	2,888	1,757
Increase/(Decrease) in Other non-financial liabilities	204	42
Increase/(Decrease) in Provisions	-	-
(Increase)/Decrease in Inventories	-	-
(Increase)/Decrease in Trade Receivables	1,178	722
(Increase)/Decrease in Loans	(1,03,607)	(87,190)
(Increase)/Decrease in Other Financial Assets	(8,659)	(1,032)
(Increase)/Decrease in Other non-Financial Assets	(3,130)	-
Direct Taxes Paid	(5,536)	(2,647)
<b>Net Cash Flow from Operating Activities (A)</b>	<b>(1,28,725)</b>	<b>(90,710)</b>
<b>B Cash Flow from Investing Activities</b>		
Purchases of Property, Plant and Equipment	(7,317)	-
Proceeds from Sale of Property, Plant and Equipment & CWIP	-	-
Investment in Subsidiary	-	-
Investment in Watch	-	-
Proceeds from Sale of Investment	-	-
Payment for Purchase of Investment	-	-
Loans Given to Subsidiary Company	-	-
Proceeds from Sale of Shares in Subsidiary Company	-	-
Interest Income	45,543	16,125
<b>Net Cash Flow from Investing Activities (B)</b>	<b>38,226</b>	<b>16,125</b>
<b>C Cash Flow from Financing Activities</b>		
Proceeds from Long Term Borrowings	1,02,473	4,887
Repayments of Long Term Borrowings	-	-
Proceeds from Short Term Borrowing	-	-
Proceeds from Issue of Shares	-	78,179
Repayments of Short Term Borrowings	-	-
Interest Paid	(8,274)	(1,000)
<b>Net Cash Flow from Financing Activities (C)</b>	<b>94,199</b>	<b>82,066</b>
<b>Net Increase in Cash and Cash Equivalents (A+B+C)</b>	<b>3,699</b>	<b>7,482</b>
Cash and Cash Equivalent at the beginning of the year	11,914	4,432
Cash and Cash Equivalent at the end of the year	15,614	11,914
<b>Net Increase in Cash and Cash Equivalents</b>	<b>3,699</b>	<b>7,482</b>

Note: The statement of cash flows has been prepared by following indirect method as per Indian Accounting Standard (Ind AS)-7 "Statement of Cash Flows". There were no material differences between the Statement of Cash Flows presented under Ind AS and the Previous GAAP.

Accompanying notes from 1 to 39 are integral part of the financial statements

As per our report of even date attached

For Sanjay K Singh & Co  
(Chartered Accountants)

Firm Regn. No: 0248074

(Sanjay Kumar Singh)  
Partner

M. No: 503475

Place: Delhi

Date: 29/05/2025

For and on behalf of the Board

F Mec International Financial Services Limited

(Apoorve Bansal)  
Managing Director  
DIN-08052540

(Kabeer Chaudhary)  
Independent Director  
DIN-03142141

(Ronika Dhali)  
Company Secretary  
& Compliance Officer  
Membership No: A39463

(Ronika Dhali)  
Company Secretary  
& Compliance Officer  
Membership No: A39463

(Ronika Dhali)  
Company Secretary  
& Compliance Officer  
Membership No: A39463

(Ronika Dhali)  
Company Secretary  
& Compliance Officer  
Membership No: A39463



**1 Corporate Information**

F MEC International Financial Services Limited ("FMEC" or "Company") is a public limited company domiciled in India and incorporated under provision of Companies Act, 1956 as on 7th June 1993 and the Company's shares are listed on Bombay Stock Exchange Limited (BSE) w.e.f 15.01.2016. The registered office of the company is at 908, 9th Floor, Mercantile House, 15, K.G. Marg, Delhi-110001. The Company got its registration as NBFC from Reserve Bank of India on 11.09.1998 vide Registration No. 14.01129. The Company have more than 27 years of working experience as a Non Banking Financial Company (non accepting deposit from the public). The main objective of the company is to carry on the non banking financial and other allied activities.

**2 Significant Accounting Policies****2.1 Basis of Preparation**

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 along with other relevant provisions of the Act and the Master Direction – Non-Banking Financial Company – Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 ('the NBFC Master Directions') issued by RBI.

**Historical Cost Convention**

The financial statements have been prepared on a historical cost basis, except for the following:

- 1) certain financial assets and liabilities that are measured at fair value;
- 2) defined benefit plans - plan assets measured at fair value.

**Current and non-current classification**

The financial statements have been prepared on accrual and going concern basis. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria as set out in the Division III of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

**2.2 Use of estimates and judgements**

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/ materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

**2.3 Revenue Recognition****(a) Interest income**

The Company recognises interest income using Effective Interest Rate (EIR) on all financial assets subsequently measured at amortised cost or fair value through other comprehensive income (FVOCI). EIR is calculated by considering all costs and incomes attributable to acquisition of a financial asset or assumption of a financial liability and it represents a rate that exactly discounts estimated future cash payments/receipts through the expected life of the financial asset/financial liability to the gross carrying amount of a financial asset or to the amortised cost of a financial liability.

The Company recognises interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets. In case of credit-impaired financial assets [as set out in note no. 2.17(a)] regarded as 'stage 3', the Company recognises interest income on the amortised cost net of impairment loss of the financial asset at EIR. If the financial asset is no longer credit-impaired [as outlined in note no. 2.17(a)], the Company reverts to calculating interest income on a gross basis.

Delayed payment interest (penal interest) levied on customers for delay in repayments/non payment of contractual cashflows is recognised on realisation.

Interest on financial assets subsequently measured at fair value through profit or loss (FVTPL) is recognised at the contractual rate of interest.

**(b) Other revenue from operations**

The Company recognises revenue from contracts with customers (other than financial assets to which Ind AS 109 'Financial Instruments' is applicable) based on a comprehensive assessment model as set out in Ind AS 115 'Revenue from contracts with customers'. The Company identifies contract(s) with a customer and its performance obligations under the contract, determines the transaction price and its allocation to the performance obligations in the contract and recognises revenue only on satisfactory completion of performance obligations. Revenue is measured at fair value of the consideration received or receivable.



#### **Fees and commission**

The Company recognises service and administration charges towards rendering of additional services to its loan customers on satisfactory completion of service delivery.

Fees on value added services and products are recognised on rendering of services and products to the customer.

Distribution income is earned by selling of services and products of other entities under distribution arrangements. The income so earned is recognised on successful sales on behalf of other entities subject to there being no significant uncertainty of its recovery. Foreclosure charges are collected from loan customers for early payment/closure of loan and are recognised on realisation.

#### **Net gain on fair value changes**

Financial assets are subsequently measured at fair value through profit or loss (FVTPL) or fair value through other comprehensive income (FVOCI), as applicable. The Company recognises gains/losses on fair value change of financial assets measured as FVTPL and realised gains/losses on derecognition of financial asset measured at FVTPL and FVOCI.

#### **Sale of services**

The Company, on de-recognition of financial assets where a right to service the derecognised financial assets for a fee is retained, recognises the fair value of future service fee income over service obligations cost on net basis as service fee income in the statement of profit or loss and, correspondingly creates a service asset in Balance Sheet. Any subsequent increase in the fair value of service assets is recognised as service income and any decrease is recognised as an expense in the period in which it occurs. The embedded interest component in the service asset is recognised as interest income in line with Ind AS 109 'Financial instruments'.

Other revenues on sale of services are recognised as per Ind AS 115 'Revenue From Contracts with Customers' as articulated above in 'other revenue from operations'.

#### **Recoveries of financial assets written off**

The Company recognises income on recoveries of financial assets written off on realisation or when the right to receive the same without any uncertainties of recovery is established.

### **2.4 Property, Plant and Equipment**

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

Gains or losses arising on retirement or disposal of property, plant and equipment are recognised in the Statement of Profit and Loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

Depreciation is provided on a pro-rata basis on the written down value method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013 with the exception of the following:

- Depreciation on assets costing ₹ 5,000 or less is provided @100% over a period of one year.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

### **2.5 Intangible Assets**

Separately purchased intangible assets are initially measured at cost. Intangible assets acquired in a business combination are recognised at fair value at the acquisition date. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives.

The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate.

### **2.6 Borrowing Costs**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of Assets. Qualifying Asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are treated as period cost and charged to the statement of profit and loss in the year in which it was incurred.

### **2.7 Impairment of non-financial assets**

The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.





## 2.8 Investments in subsidiaries

Investment in subsidiaries is recognised at cost and are not adjusted to fair value at the end of each reporting period. Cost of investment represents amount paid for acquisition of the said investment.

The Company assesses at the end of each reporting period, if there are any indications that the said investment may be impaired. If so, the Company estimates the recoverable value/amount of the investment and provides for impairment, if any i.e. the deficit in the recoverable value over cost.

## 2.9 Foreign Exchange Transaction

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transactions.

Monetary items denominated in foreign currencies at the year end are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognized as exchange difference and the premium paid on forward contracts is recognized over the life of the contract. Any profit or loss arising on cancellation or renewal of forward exchange contracts are recognized as income.

Non-monetary items are carried at cost.

Any income or expense on account of exchange difference either on settlement or on translation is recognized and is reflected separately in the Statement of Profit & Loss.

In respect of foreign branch, the company has adopted integral foreign operation approach as per Ind AS 21 and accordingly revenue items have been converted at date of transaction date. Monetary Assets and Liabilities are converted at the year-end exchange rate. Exchange gain or loss arising out of above is charged to Statement of Profit & Loss.

## 2.10 Tax expenses

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

### Current Tax:

Provision for Taxation is ascertained on the basis of assessable profit computed in accordance with the provisions of Income Tax Act, 1961.

### Minimum Alternate Tax (MAT) Credit:

Minimum Alternate Tax credit is recognized, as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Profit and Loss Account and shown as MAT Credit Entitlement under Loans & Advances. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

### Deferred Tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

## 2.11 Employee benefits

### Short Term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and the undiscounted amount of such employee benefits are recognised in Statement of Profit and Loss in the period in which the employee renders the related services. These benefits include salaries, wages, bonus, performance incentives etc.

### Defined Benefit Plan

Gratuity and long-term compensated absences are provided for based on actuarial valuation carried out at the close of each period. The actuarial valuation is done by an Independent Actuary as per projected unit credit method.

For defined benefit plans, the amount recognised as 'Employee benefit expenses' in the Statement of Profit and Loss is the cost of accruing employee benefits promised to employees over the year and the costs of individual events such as past/future service benefit changes and settlements (such events are recognised immediately in the Statement of Profit and Loss). The amount of net interest expense calculated by applying the liability discount rate to the net defined benefit liability or asset is charged to 'Employee benefits expense' in the Statement of Profit and Loss. Any differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised immediately in 'Other comprehensive income' and subsequently not reclassified to the Statement of Profit and Loss.



### **Defined Contribution Plan**

Contributions to defined contribution schemes such as employee provident fund, superannuation scheme, employee pension scheme etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Company's provident fund contribution, in respect of certain employees, is made to a government administered fund and charged as an expense to the Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Company has no further defined obligations beyond the monthly contributions.

## **2.12 Segment reporting**

### **Identification of segments**

As defined in Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments. The accounting principles used in the preparation of financial statements are consistently applied to record revenue and expenditure in individual segment and are as set out in the significant accounting policies.

### **Allocation of common costs**

Common allocable costs are allocated to each segment on reasonable basis.

### **Unallocated items**

Include general corporate income and expense items which are not allocable to any business segment

### **Segment policies**

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

## **2.13 Cash Flow Statement**

Cash flows are reported using the indirect method in accordance with Ind AS 7, whereby a profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, financing and investing activities of the Company are segregated.

## **2.14 Earning Per Share**

Earning Per Share (EPS) is calculated by dividing the Net Profit or Loss for the period attributable to equity shareholders by the Weighted Average Number of equity shares outstanding during the period.

For the purpose of calculating Diluted Earning Per share, the Net Profit or Loss for the period attributable to equity shareholders is divided by the Weighted Average Number of shares outstanding during the period after adjusting for the effects of all dilutive potential equity shares.

## **2.15 Miscellaneous Expenditure**

Share issue expenses are adjusted from Securities Premium Account at the time of issue of respective Shares.

## **2.16 Provisions and Contingent Liabilities**

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

## **2.17 Financial Instruments**

### **a). Financial Assets**

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument. On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset. Financial assets are subsequently classified and measured at

- amortised cost
- fair value through profit and loss (FVTPL).





### Other equity investments

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

### Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Financial assets where no significant increase in credit risk has been observed are considered to be in 'stage 1' and for which a 12 month ECL is recognised. Financial assets that are considered to have significant increase in credit risk are considered to be in 'stage 2' and those which are in default or for which there is an objective evidence of impairment are considered to be in 'stage 3'. Lifetime ECL is recognised for stage 2 and stage 3 financial assets.

At initial recognition, allowance (or provision in the case of loan commitments) is required for ECL towards default events that are possible in the next 12 months, or less, where the remaining life is less than 12 months.

In the event of a significant increase in credit risk, allowance (or provision) is required for ECL towards all possible default events over the expected life of the financial instrument ('lifetime ECL').

Financial assets (and the related impairment loss allowances) are written off in full, when there is no realistic prospect of recovery.

#### Treatment of the different stages of financial assets and the methodology of determination of ECL.

##### (i) Credit impaired (stage 3)

The Company recognises a financial asset to be credit impaired and in stage 3 by considering relevant objective evidence, primarily whether:

- Contractual payments of either principal or interest are past due for more than 90 days;
- The loan is otherwise considered to be in default.

Restructured loans, where repayment terms are renegotiated as compared to the original contracted terms due to significant credit distress of the borrower, are classified as credit impaired. Such loans continue to be in stage 3 until they exhibit regular payment of renegotiated principal and interest over a minimum observation period, typically 12 months— post renegotiation, and there are no other indicators of impairment. Having satisfied the conditions of timely payment over the observation period these loans could be transferred to stage 1 or 2 and a fresh assessment of the risk of default be done for such loans.

Interest income is recognised by applying the EIR to the net amortised cost amount i.e. gross carrying amount less ECL allowance.

##### (ii) 'Significant increase in credit risk (stage 2)

An assessment of whether credit risk has increased significantly since initial recognition is performed at each reporting period by considering the change in the risk of default of the loan exposure. However, unless identified at an earlier stage, 30 days past due is considered as an indication of financial assets to have suffered a significant increase in credit risk. Based on other indications such as borrower's frequently delaying payments beyond due dates though not 30 days past due are included in stage 2 for mortgage loans.

The measurement of risk of defaults under stage 2 is computed on homogenous portfolios, generally by nature of loans, tenors, underlying collateral, geographies and borrower profiles. The default risk is assessed using PD (probability of default) derived from past behavioural trends of default across the identified homogenous portfolios. These past trends factor in the past customer behavioural trends, credit transition probabilities and macroeconomic conditions. The assessed PDs are then aligned considering future economic conditions that are determined to have a bearing on ECL.

##### (iii) 'Without significant increase in credit risk since initial recognition (stage 1)

ECL resulting from default events that are possible in the next 12 months are recognised for financial instruments in stage 1. The Company has ascertained default possibilities on past behavioural trends witnessed for each homogenous portfolio using application/behavioural score cards and other performance indicators, determined statistically.

##### (iv) 'Measurement of ECL

The assessment of credit risk and estimation of ECL are unbiased and probability weighted. It incorporates all information that is relevant including information about past events, current conditions and reasonable forecasts of future events and economic conditions at the reporting date. In addition, the estimation of ECL takes into account the time value of money. Forward looking economic scenarios determined with reference to external forecasts of economic parameters that have demonstrated a linkage to the performance of our portfolios over a period of time have been applied to determine impact of macro economic factors.

The Company has calculated ECL using three main components: a probability of default (PD), a loss given default (LGD) and the exposure at default (EAD). ECL is calculated by multiplying the PD, LGD and EAD and adjusted for time value of money using a rate which is a reasonable approximation of EIR.

- Determination of PD is covered above for each stages of ECL.

- EAD represents the expected balance at default, taking into account the repayment of principal and interest from the Balance Sheet date to the date of default together with any expected drawdowns of committed facilities.

- LGD represents expected losses on the EAD given the event of default, taking into account, among other attributes, the mitigating effect of collateral value at the time it is expected to be realised and the time value of money.



**b). Financial Liabilities**

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

Financial liabilities are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

**2.18 Derivative financial instruments**

Derivative financial instruments such as forward contracts, option contracts and cross currency swaps, to hedge its foreign currency risks are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value with changes in fair value recognised in the Statement of Profit and Loss in the period when they arise.



**F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED**

**Notes forming part of the Financial Statements**

(All amounts in Indian Rupees '000, unless stated otherwise)

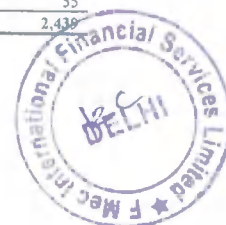
Note No.	Particulars	As at	As At
		31st March, 2025	31st March, 2024
<b>3</b>	<b>Cash and Cash Equivalants</b>		
	Cash in Hand	701	556
	<b>Total</b>	<b>701</b>	<b>556</b>
<b>4</b>	<b>Balance with Banks:</b>		
	Current Account with Union Bank of India	34	34
	Flexi Fixed Deposit	-	201
	Current Account with ICICI Bank	5,613	289
	Current Account with RBL Bank	751	63
	Current Account with Yes Bank	1,765	10,771
	Current Account with Axis Bank	6,748	-
	<b>Total</b>	<b>14,911</b>	<b>11,357</b>
<b>5</b>	<b>Trade Receivables</b>		
	(a) Receivables considered good - Secured	-	-
	(b) Receivables considered good - Unsecured (Refer Note No.30)	-	1,178
	(c) Receivables which have significant increase in Credit Risk	-	-
	(d) Receivables - credit impaired	-	-
	<b>Total</b>	<b>-</b>	<b>1,178</b>
<b>6</b>	<b>Loans and advances</b>		
	Alok Kumar Goel	-	3,125
	Aggarwal Auto World	313	300
	Amrit Devtech Pvt Ltd	-	102
	Clarion Dealing Private Limited	-	1,502
	Dhruva Sharma	12,165	15,000
	Dada Ogad Industries	-	2,226
	Ganesh Kirana Co.	15,976	24,188
	Invision Entertainment Pvt Ltd	-	798
	Joydeep Nayar	1,250	1,273
	JJ Tradelinks Private limited	4,075	-
	Himanshu Agrawal	462	-
	Brajendra Singh Tomar	481	-
	JTJ Retail Outlet Cham Pvt Ltd	11,000	1,960
	Mukesh Sharma	951	1,265
	Manoj Agrawal	477	102
	Peeyush Jain	-	650
	Ragini Rawat	50	155
	Shivam Online Education and Calibre Testing Lab Pvt Ltd	-	626
	Shivani Realbuild Pvt Ltd	5,227	5,323
	Shivani Soni	-	36
	Srinivasa Prasad Bulusu	-	103
	Shriganesh Kirana Private Limited	5,442	10,742
	Shri Trupati Balaji Exim	29	5,147
	S.S.K. Construction	-	9,172
	Sunrise Structures and Developers Pvt Ltd	7,920	2,500
	Suresh Pal Singh	-	2,485
	Suvi Global Engineering LLP	-	1,618
	Vandana Nayar	750	765
	Sanjeev Sabherwal	-	2,055
	SBF Ispat Pvt Ltd	-	1,072
	Alpana Impex LLP	2,656	-
	Ritu Jain	10,700	-
	Tushar Sharma	150	-
	Shubham Vipra Associates	4,748	5,527
	Digital Lending (Refer annexure I)	1,52,936	34,333
	<b>Total</b>	<b>2,37,759</b>	<b>1,34,151</b>
<b>7</b>	<b>Investments</b>		
	<b>Non Current Investments</b>		
	[Nil equity shares (PY Nil equity shares) @ Rs. 10 each]	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>



**F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED**
**Notes forming part of the Financial Statements**

(All amounts in Indian Rupees '000, unless stated otherwise)

Note No.	Particulars	As at	
		31st March, 2025	31st March, 2024
<b>8</b>	<b>Other Financial assets</b>		
	GST Receivable	61	34
	TDS A.Y. 2020-21	14	14
	TDS A.Y. 2024-25	-	1,015
	TDS A.Y. 2025-26	1,361	-
	TCS A.Y. 2025-26	65	-
	TDS Refund from parties	54	-
	TDS Unconsumed Challans	68	-
	Advance Tax	500	500
	AEM Solutions	-	8
	Central Depository Services (I) Ltd	-	2
	The Riverview Retreat	-	15
	CERSAI	-	11
	Security Deposits	365	365
	First Loss Default Guarantee	5,000	-
	Prepaid Expenses	90	-
	Accrued Interest	3,216	170
	<b>Total</b>	<b>10,792</b>	<b>2,133</b>
<b>9</b>	<b>Deferred Tax Assets/ (Liability)</b>		
	Deferred Tax Assets	121	72
	<b>Total</b>	<b>121</b>	<b>72</b>
<b>11</b>	<b>Other non-financial assets</b>		
	CKYC Wallet Balance	5	-
	Rolux Yacht Mater Watch - Held for sale	3,125	-
	<b>Total</b>	<b>3,130</b>	<b>-</b>
<b>12</b>	<b>Trade Payables</b>		
	(Refer note no. 31)		
	Total Outstanding Dues of Micro Enterprises and Small Enterprises*	-	-
	Total Outstanding Dues of Creditors other than Micro Enterprises and Small Enterprises	-	-
	Experian Credit Information Company of India Pvt Ltd	12	18
	National Securities Depository Limited	50	11
	Skyline Financial Services Pvt. Ltd	76	9
	Transunion Cibil Limited	23	171
	Zeal Advertising Pvt Ltd	24	37
	BG Networks Pvt Ltd	-	7
	Equifax Credit Information Services Pvt Ltd	645	150
	Billplan Fintech Private Limited	-	3
	CRIF High Mark Credit Information Services Pvt. Ltd.	12	6
	LightFi India Private Limited	516	100
	New Delhi Hotel Limited	12	12
	Bizpac Courier Private limited	83	-
	BSE Limited	4	-
	Camel Farms & finance Private limited	15	-
	Facebook India online services private limited	32	-
	Kilpi Technology and services private limited	40	-
	New Delhi Municipal Council	12	-
	Sunil Kumar	3	-
	Twin Salary Technologies Pvt Ltd	74	-
	Mercantile House Flat Owners Association	8	-
	<b>Total</b>	<b>1,642</b>	<b>525</b>
	*The Company has not received information from vendors regarding their status under the MSME Act and hence the disclosure relating to amounts unpaid as at the year end can not be ascertained		
<b>13</b>	<b>Borrowings</b>		
	<u>Secured Loans:-</u>		
	HDFC Bank (Car Loan)	6,039	-
	<u>Unsecured Loans:-</u>		
	Anu Colonisers Ltd	16,752	7,700
	Avtar Instalments Pvt Ltd	2,104	2,104
	Loan From Director-Apoorve Bansal	-	715
	Pusma Investment Pvt Ltd	621	300
	Satvijay Investment & Consultancy Services Pvt Ltd	1,625	2,500
	Shree Vishnupriya Finance & Leasing Limited	3,500	2,800
	Shri Varda Pacific Securities Limited	4,600	4,900
	Kwik Technology Solution Private Limited	1,009	-
	Viva Advisory Service Private Limited	5,000	-
	Grow Money Capital Private Limited	48,108	-
	Hindon Mercantile Limited	4,555	-
	Twinsalary Technologies Pvt Ltd	18,965	-
	Share Samadhan Limited	10,614	-
	<b>Total</b>	<b>1,23,492</b>	<b>21,019</b>
<b>14</b>	<b>Other Financial Liabilities</b>		
	Audit Fees Payable	105	68
	Expenses Payable	1,449	805
	First Loss Default Guarantee	2,235	1,400
	Subvention Fund	239	111
	Yelow Payments Private Limited	-	55
	<b>Total</b>	<b>4,028</b>	<b>2,439</b>



**F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED**

**Notes forming part of the Financial Statements**

Note No.	Particulars	(All amounts in Indian Rupees '000, unless stated otherwise)	
		As at 31st March, 2025	As At 31st March, 2024
<b>15</b>	<b>Current Tax Liabilities</b>		
	Provision for Income Tax	5,536	2,647
	<b>Total</b>	<b>5,536</b>	<b>2,647</b>
<b>16</b>	<b>Other non financial Liabilities</b>		
	GST Payable	132	158
	TDS Payable	1	91
	TDS on Hold (to parties)	319	-
	<b>Total</b>	<b>452</b>	<b>248</b>
<b>17</b>	<b>Equity Share Capital</b>		
	<u>Authorised</u>		
	10000000 (PY 10000000) Equity Share of Rs. 10/- each	1,00,000	1,00,000
	<b>Total</b>	<b>1,00,000</b>	<b>1,00,000</b>
	<u>Issued, Subscribed &amp; Fully Paid up</u>		
	Opening (8891768 (PY 3100700) Equity Share of Rs. 10/- each)	88,918	31,007
	Additions	-	57,911
	Deductions	-	-
	Closing (8891768 (PY 8891768) Equity Share of Rs. 10/- each)	88,918	88,918
	<b>Total</b>	<b>88,918</b>	<b>88,918</b>

**17.1** The rights, preference and restrictions attached to each class of shares including restrictions on the distribution of dividends and the repayment of capital are as under

**Equity Shares**

The equity shares have a par value of ₹ 10 per share. Each shareholder is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholders at the Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

**17.2 Shareholders holding more than 5% equity shares in the Company**

<b>Manoj Kumar Jain</b>			
No. of Shares held	4,92,716	4,92,716	
% of Holding	5.54%	5.54%	
<b>Pankaj Kumar</b>			
No. of Shares held	6,51,708	6,51,708	
% of Holding	7.33%	7.33%	

**17.3 Shareholding of Promoters as below:**

**As at 31.03.2025**

Sl. No.	Promoter name	No. of Shares	% of total shares	% Change during the year
1	MANOJ KUMAR JAIN	492716	5.54%	Nil
2	PANKAJ KUMAR	651708	7.33%	Nil
3	MAHIMA JAIN	356350	4.01%	Nil
4	APOORVE BANSAL	286133	3.22%	Nil
5	NIRAJ JAIN	384433	4.32%	Nil
6	MEGHA BANSAL	283433	3.19%	Nil
7	PANKAJ BANSAL HUF	267333	3.01%	Nil
8	LALITA BANSAL	259633	2.92%	Nil
9	M K JAIN (HUF)	300000	3.37%	Nil

**As at 31.03.2024**

Sl. No.	Promoter name	No. of Shares	% of total shares	% Change during the year
1	MANOJ KUMAR JAIN	492716	5.54%	51%
2	PANKAJ KUMAR	651708	7.33%	177%
3	MAHIMA JAIN	356350	4.01%	338%
4	APOORVE BANSAL	286133	3.22%	268%
5	NIRAJ JAIN	384433	4.32%	405%
6	MEGHA BANSAL	283433	3.19%	277%
7	PANKAJ BANSAL HUF	267333	3.01%	353%
8	LALITA BANSAL	259633	2.92%	406%
9	M K JAIN (HUF)	300000	3.37%	500%





**F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED**

**Notes forming part of the Financial Statements**

(All amounts in Indian Rupees '000, unless stated otherwise)

Note No.	Particulars	As at	As At
		31st March, 2025	31st March, 2024
<b>18 Other Equity</b>			
	<b>Surplus in Statement of Profit &amp; Loss</b>		
	Opening Balance	10,508	4,489
	Add : Excess Provision for Income Tax written back	-	28
	Add : Net Profit for the current year	12,706	5,990
	<b>Total</b>	<b>23,214</b>	<b>10,508</b>
	<b>Special Reserve (I) as per Sec 45-1C RBI ACT, 1934</b>		
	Opening Balance	2,690	1,138
	Amount Transferred From Statement of P&L	3,237	1,552
	<b>Total</b>	<b>5,927</b>	<b>2,690</b>
	<b>Reserve for Bad and Doubtful debts</b>		
	Opening Balance	335	117
	Amount Transferred From Statement of P&L	242	218
	<b>Total</b>	<b>577</b>	<b>335</b>
	<b>Securities Premium</b>		
	Opening Balance	20,269	-
	Received during the year	-	20,269
	Utilised during the year	-	-
	<b>Total</b>	<b>20,269</b>	<b>20,269</b>
	<b>Grand Total</b>	<b>49,986</b>	<b>33,801</b>



FY 2024-2025

NOTE : 10 - Property, Plant and Equipment

PARTICULARS	Gross Block				(All amounts in Indian Rupees '000, unless stated otherwise)				Net Block	
	Balance as on 01-04-2024	Addition During the year	Disposal/Sales during the year	Balance As At 31-03-2025	Balance up to 31-03-2024	Depreciation for the year	Depreciation written back or transfer	Balance up to 31-03-2025	Balance as on 31-03-2025	Balance as on 31-03-2024
Air Conditioner	85	-	-	85	66	3	-	69	16	19
Computer & Hardware (MacBook Air Apple)	75	-	-	75	70	3	-	73	1	4
EPBAX System	18	-	-	18	9	3	-	11	7	10
Furniture & Fixtures	179	-	-	179	86	24	-	110	69	93
Mobile Phone	55	-	-	55	32	11	-	42	13	23
BMW 530Li M Sports LWB	-	7,317	-	7,317	-	783	-	783	6,534	-
Total	412	7,317	-	7,729	263	826	-	1,089	6,640	149





# F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

## Notes forming part of the Financial Statements

(All amounts in Indian Rupees '000, unless stated otherwise)

Note No	Particulars	Year ended 31st March 2025	Year ended 31st March 2024
<b>19</b>	<b>Other Income</b>		
	Interest on Flexi Fixed Deposit	66	76
	Misc. Income	0	91
	<b>Total Other Income</b>	<b>67</b>	<b>167</b>
<b>20</b>	<b>Finance Costs</b>		
	Bank Charges	38	9
	Interest on Borrowings	8,274	1,000
	<b>Total</b>	<b>8,312</b>	<b>1,009</b>
<b>21</b>	<b>Purchases of Stock-in-Trade</b>		
	Purchases of Stock-in-Trade	3,693	13,415
	<b>Total</b>	<b>3,693</b>	<b>13,415</b>
<b>22</b>	<b>Changes in inventories of finished goods, work-in-progress and Stock-in-Trade</b>		
	Opening Stock in Trade	-	-
	Closing Stock in Trade	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>
<b>23</b>	<b>Employee Benefits Expenses</b>		
	Director Remuneration	600	600
	Employee Salary & Other Benefits	10,721	3,020
	<b>Total</b>	<b>11,321</b>	<b>3,620</b>



# F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

## Notes forming part of the Financial Statements

(All amounts in Indian Rupees '000, unless stated otherwise)

Note No	Particulars	Year ended 31st March 2025	Year ended 31st March 2024
<b>24</b>	<b>Other Expenses</b>		
	Advertisement Expenses	51	30
	Annual Fees	7	20
	Auditor's Fees (Refer Note 24.1)	115	90
	Bad Debts	1,006	1,054
	Legal, Professional and Consultancy Fees	7,649	299
	Conveyance and Travelling Expenses	413	54
	Credit Reporting & Rating Services	1,543	1,126
	Collection Agency Charges	280	149
	Computer Maintenance and Servicing Charges	136	23
	Commission and Brokerage Charges	920	2
	Loan Processing Charges	500	29
	DMAT/Trading Expenses	20	57
	Director's Sitting Fess	50	100
	E-Voting Charges	7	7
	Electricity Expenses	183	184
	GST Expenses	1,391	591
	Customer Verification and CKYC Expenses	585	390
	Information Technology (IT) Design and Development Services	14	305
	Interest on TDS	-	2
	Interest on Income Tax	117	20
	Listing Fees	328	414
	Meeting and Conference Expenses	37	763
	Printing & Stationary	2	1
	Depository and related Fees	55	97
	Provision for Bad and Doubtful debts	1,376	503
	Rent	1,584	1,469
	Repair & Maintenance	169	169
	ROC Charges	32	14
	Short & Excess	1	-
	Software Subscription Expenses	1,606	452
	Telephone, Internet and SMS Expenses	116	115
	Insurance	30	-
	Website Designing/Renewal Expenses	36	8
	Sundry Balances w/off	4	-
	Unrealised Interest	128	288
	Donation	11	-
	Office Expenses	97	34
	<b>Total</b>	<b>20,600</b>	<b>8,858</b>

### 24.1 Payment to Auditors

Payment to Auditors	15	15
Internal Audit Fees	100	75
Statutory Audit Fees	115	90
<b>Total</b>		



(All amounts in Indian Rupees '000, unless stated otherwise)

25 "Earning per Share" computed in accordance with Indian Accounting Standard (Ind AS)-33 "Earnings Per Share"		
Particulars	Year ended 31st March 2025	Year ended 31st March 2024
<b>a) Numerator:</b>		
Net Profit after taxation as per Statement of Profit & Loss	16,185	7,760
<b>b) Denominator :</b>		
No. of Shares at the beginning of the year	8,892	3,101
Total Equity Share outstanding at the end of the year	8,892	8,892
Weighted average no. of equity shares for the year	8,892	6,866
Weighted average no. of diluted equity shares for the year	8,892	6,866
<b>c) Face Value per share (in ₹)</b>	10	10
<b>d) Earning per Share (EPS):</b>		
-Basic (in ₹)	1.8203	1.1302
-Diluted (in ₹)	1.8203	1.1302

**26 Segment Reporting**

As per Indian Accounting Standard (Ind AS)-108 "Operating Segments", the Company's segment reporting is as below:  
Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The managing director has been identified as being the chief operating decision maker to assess the financial performance and position of the Company and make strategic decisions. The Company is engaged primarily in the business of "Financing and providing Consultancy". Accordingly, In the context of Indian Accounting Standard 108 – Operating Segments, it is considered to constitute single reportable segment.

**27 Related Party Disclosure**

As per Indian Accounting Standard (Ind AS)-24 "Related Party Disclosures", the Company's related parties and transactions are disclosed below:

**a. Related parties & relationships with whom transactions have taken place during the year:****i Key Management Personnel (KMP)**

Apoorve Bansal	-Managing Director
Mahima Jain	-Chief Financial Officer
Arun Kumar Sharma	-Company Secretary & Compliance Officer (Resigned w.e.f. 25-08-2023)
Shivatanu Sutradhar	-Company Secretary & Compliance Officer (Appointed w.e.f. 09-11-2023 and Resigned w.e.f. 31-03-2024)
Ronika Dhall	-Company Secretary & Compliance Officer (Appointed w.e.f. 01-05-2024)

**b. Enterprises owned or significantly financed by KMP and/or their relatives**

Anu Colonisers Limited	Entity over which relative of KMP is able to exercise significant influence
Shree Vishnupriya Finance & Leasing Limited	Entity over which relative of KMP is able to exercise significant influence
Shri Varda Pacific Securities Limited	Entity over which relative of KMP is able to exercise significant influence

**c. Relatives of key management personnel**

Pankaj Kumar	Relatives of key management personnel
Lalita Bansal	Relatives of key management personnel
Megha Bansal	Relatives of key management personnel
Pankaj Bansal (HUF)	KMP is the member of the HUF
Manoj Kumar Jain	Relatives of key management personnel
Niraj Jain	Relatives of key management personnel
M K Jain (HUF)	KMP is the member of the HUF



## Notes forming part of the Financial Statements

## d. Transactions with related Parties:

S. No.	Name of the Party	Nature of Transaction	Nature	Year ended 31st March 2025	Year ended 31st March 2024
1	Apoorve Bansal	Remuneration	Expense	600	600
		Reimbursement of Expenses	Reimbursement	24	87
		Loans and advances received	Liability	150	4,865
		Loans and advances repaid	Assets	865	4,150
		Share application money received on account of preferential allotment	Liability	-	2,812
2	Mahima Jain	Remuneration	Expense	600	600
		Share application money received on account of preferential allotment	Liability	-	3,713
3	Arun Kumar Sharma	Remuneration	Expense	-	177
		Reimbursement of Expenses	Reimbursement	-	2
4	Shivatanu Sutradhar	Remuneration	Expense	-	75
5	Ronika Dhall	Remuneration	Expense	768	-
6	Anu Colonisers Limited	Loans and advances received	Liability	13,600	10,349
		Loans and advances repaid	Assets	5,400	2,839
		Interest on loan	Expense	931	205
		Loan Processing Fees	Expense	15	7
7	Shree Vishnupriya Finance & Leasing Limited	Loans and advances received	Liability	18,383	11,840
		Loans and advances repaid	Assets	18,375	9,256
		Interest on loan	Expense	748	226
		Loan Processing Fees	Expense	20	14
8	Shri Varda Pacific Securities Limited	Loans and advances received	Liability	32,375	10,896
		Loans and advances repaid	Assets	33,320	6,166
		Interest on loan	Expense	683	191
		Loan Processing Fees	Expense	33	11
9	Pankaj Kumar	Share application money received on account of preferential allotment	Liability	-	5,617
		Reimbursement of Expenses	Reimbursement	-	29
10	Lalita Bansal	Share application money received on account of preferential allotment	Liability	-	2,813
11	Megha Bansal	Share application money received on account of preferential allotment	Liability	-	2,813
12	Pankaj Bansal (HUF)	Share application money received on account of preferential allotment	Liability	-	2,813
13	Manoj Kumar Jain	Share application money received on account of preferential allotment	Liability	-	2,250
14	Niraj Jain	Share application money received on account of preferential allotment	Liability	-	4,162
15	M K Jain (HUF)	Share application money received on account of preferential allotment	Liability	-	3,375

## e. Closing balance with related parties :

S. No.	Name of the Party	Nature of Transaction	Nature	Year ended 31st March 2025	Year ended 31st March 2024
1	Apoorve Bansal	Remuneration	Liability	277	111
		Reimbursement of Expenses	Liability	0	2
		Loans and advances	Liability	-	715
2	Mahima Jain	Remuneration	Liability	444	50
3	Shivatanu Sutradhar	Remuneration	Liability	-	15
4	Ronika Dhall	Remuneration	Liability	70	-
5	Anu Colonisers Limited	Loans and advances	Liability	16,752	7,700
6	Shree Vishnupriya Finance & Leasing Limited	Loans and advances	Liability	3,500	2,800
7	Shri Varda Pacific Securities Limited	Loans and advances	Liability	4,600	4,900





## Notes forming part of the Financial Statements

- 28 In the opinion of the management, the value on realization of current assets, loans & advances in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet and provisions for all known liabilities have been made.
- 29 The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.
- The following methods and assumptions were used to estimate the fair values:
1. Fair value of current assets which includes loans given, cash and cash equivalents, other bank balances and other financial assets approximate their carrying amounts largely due to short term maturities of these instruments.
  2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

## 30 Trade Receivables ageing schedule

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	- (1178)					- (1178)
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

Figures in bracket represents figures of the previous year

## 31 Trade Payables ageing schedule

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	1,620 (502)	22 (23)	-	-	1,642 (525)
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Figures in bracket represents figures of the previous year

## 32 Ratios:

(a) Capital to risk-weighted assets ratio (CRAR)	47.30
(b) Tier I CRAR	30.26
(c) Tier II CRAR	17.04
(d) Liquidity Coverage Ratio	422.05



## 33 Loans

(All amounts in Indian Rupees '000, unless stated otherwise)

Loans	(Current year)						(Previous year)					
	Amortised cost	At Fair Value			Sub total	Total	Amortised cost	At Fair Value			Sub total	Total
		Through other comprehensive income	Through profit and loss	Designated at Fair value through profit or loss				Through other comprehensive income	Through profit and loss	Designated at Fair value through profit or loss		
	1	2	3	4	(5=2+3+4)	(6=1+5)	7	8	9	10	(11=8+9+10)	(12=7+11)
<b>Loans</b>												
(A)												
(i) Bills purchased and bill discounted	-	-	-	-	-	-	-	-	-	-	-	-
(ii) Loans repayable on demand	84,822	-	-	-	-	84,822	99,818	-	-	-	-	99,818
(iii) Term loans	-	-	-	-	-	-	-	-	-	-	-	-
(iv) Leasing	-	-	-	-	-	-	-	-	-	-	-	-
(v) Factoring	-	-	-	-	-	-	-	-	-	-	-	-
(vi) Others (Digital lending)	1,52,936	-	-	-	-	1,52,936	34,333	-	-	-	-	34,333
<b>TOTAL (A)- Gross</b>	2,37,759	-	-	-	-	2,37,759	1,34,151	-	-	-	-	1,34,151
Less: Impairment loss allowance	-	-	-	-	-	-	-	-	-	-	-	-
<b>TOTAL (A)- Net</b>	2,37,759	-	-	-	-	2,37,759	1,34,151	-	-	-	-	1,34,151
(B)												
(i) Secured by tangible assets	-	-	-	-	-	-	-	-	-	-	-	-
(ii) Secured by intangible assets	-	-	-	-	-	-	-	-	-	-	-	-
(iii) Covered by Bank/government guarantee	-	-	-	-	-	-	-	-	-	-	-	-
(iv) Unsecured	2,37,759	-	-	-	-	2,37,759	1,34,151	-	-	-	-	1,34,151
<b>Total (B)- Gross</b>	2,37,759	-	-	-	-	2,37,759	1,34,151	-	-	-	-	1,34,151
Less: Impairment loss allowance	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total (B)- Net</b>	2,37,759	-	-	-	-	2,37,759	1,34,151	-	-	-	-	1,34,151
(C)												
(I) Loans in India												
(i) Public sector	-	-	-	-	-	-	-	-	-	-	-	-
(ii) Others (To Individuals/HUF/Pvt/Public Company/Firm/LLP)	2,37,759	-	-	-	-	2,37,759	1,34,151	-	-	-	-	1,34,151
<b>Total (C)- Gross</b>	2,37,759	-	-	-	-	2,37,759	1,34,151	-	-	-	-	1,34,151
Less: Impairment loss allowance	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total (C) (I)- Net</b>	2,37,759	-	-	-	-	2,37,759	1,34,151	-	-	-	-	1,34,151
(II) Loans outside India	-	-	-	-	-	-	-	-	-	-	-	-
Less: Impairment allowance	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total (C) (II)- Net</b>	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total (C) (I) and (C) (II)</b>	2,37,759	-	-	-	-	2,37,759	1,34,151	-	-	-	-	1,34,151





## 34 Investments

(All amounts in Indian Rupees '000, unless stated otherwise)

(IN) amounts in million Rupees (IN), unless stated otherwise													
Investments	Amortised cost	(Current year)				Sub total	Total	Amortised cost	(Previous year)			Sub total	Total
		Through other comprehensive income	Through profit and loss	Designated at Fair value through profit or loss	Through other comprehensive income				Through profit and loss	Designated at Fair value through profit or loss			
	1	2	3	4	(5=2+3+4)	(6=1+5)	7	8	9	10	(11=8+9+10)	(12=7+11)	
Mutual Funds	-	-	-	-	-	-	-	-	-	-	-	-	
Government securities	-	-	-	-	-	-	-	-	-	-	-	-	
Other approved securities	-	-	-	-	-	-	-	-	-	-	-	-	
Debt securities	-	-	-	-	-	-	-	-	-	-	-	-	
Equity instruments	-	-	-	-	-	-	-	-	-	-	-	-	
Subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	
Associates	-	-	-	-	-	-	-	-	-	-	-	-	
Joint ventures	-	-	-	-	-	-	-	-	-	-	-	-	
Others (Specify)	-	-	-	-	-	-	-	-	-	-	-	-	
Total Gross (A)	-	-	-	-	-	-	-	-	-	-	-	-	
(i) Investment outside India	-	-	-	-	-	-	-	-	-	-	-	-	
(ii) Investments in India	-	-	-	-	-	-	-	-	-	-	-	-	
Total (B)	-	-	-	-	-	-	-	-	-	-	-	-	
Total (A) to tally with (B)	-	-	-	-	-	-	-	-	-	-	-	-	
Less: Allowance for impairment loss (C)	-	-	-	-	-	-	-	-	-	-	-	-	
Total- Net ( D= (A)-(C) }	-	-	-	-	-	-	-	-	-	-	-	-	

## 35 Borrowings (Other than Debt Securities)

Borrowings (Other than Debt Securities)	(Current Year)				(Previous Year)			
	At Amortised cost	At fair value through profit or loss	Designated at fair value through profit or loss	Total	At Amortised cost	At fair value through profit or loss	Designated at fair value through profit or loss	Total
	1	2	3	4= 1+2+3	1	2	3	4= 1+2+3
(a) Term loans								
(i) from banks	6,039	-	-	6,039	-	-	-	-
(ii) from other parties	-	-	-	-	-	-	-	-
(b) Deferred payment liabilities	-	-	-	-	-	-	-	-
(c) Loans from related parties	-	-	-	-	-	-	-	-
(d) Finance lease obligations	-	-	-	-	-	-	-	-
(e) Liability component of compound financial instruments	-	-	-	-	-	-	-	-
(f) Loan repayable on demand	-	-	-	-	-	-	-	-
(i) from banks	-	-	-	-	-	-	-	-
(ii) from other parties	1,17,454	-	-	1,17,454	21,019	-	-	21,019
(g) Other loans (specify nature)	-	-	-	-	-	-	-	-
Total (A)	1,23,492	-	-	1,23,492	21,019	-	-	21,019
Borrowings in India	1,23,492	-	-	1,23,492	21,019	-	-	21,019
Borrowings outside India	-	-	-	-	-	-	-	-
Total (B) to tally with (A)	1,23,492	-	-	1,23,492	21,019	-	-	21,019



**36 Financial risk management**

The Company's business activities are exposed to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's senior management has the overall responsibility for establishing and governing the Company's risk management framework. The Company has constituted a Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the Audit Committee of the Company.

**Management of liquidity and funding risk**

Liquidity risk arises from mismatches in the timing of cash flows.

Funding risk arises:

- when long term assets cannot be funded at the expected term resulting in cashflow mismatches;
- amidst volatile market conditions impacting sourcing of funds from banks and money markets.

Liquidity and funding risk is measured by identifying gaps in the structural and dynamic liquidity statements.

Liquidity and funding risk is monitored by :

- assessment of the gap between visibility of funds and the near term liabilities given current liquidity conditions and evolving regulatory directions for NBFCs.
- a constant calibration of sources of funds in line with emerging market conditions in banking and money markets.
- periodic reviews by risk management committee relating to the liquidity position and stress tests assuming varied 'what if' scenarios and comparing probable gaps with the liquidity buffers maintained by the Company.

Liquidity and funding risk is managed by the Company's treasury team under the guidance of risk management committee.

The table below summarises the maturity profile of the undiscounted cashflow of the Company's financial liabilities:

Particulars	Carrying Amount	Payable within 1 year	Payable after 1 year	Total
<b>As at 31<sup>st</sup> March 2025</b>				
Borrowings	1,23,492	1,23,492	-	1,23,492
Trade Payables	1,642	1,642	-	1,642
Other Financial Liabilities	4,028	4,028	-	4,028
<b>As at 31<sup>st</sup> March 2024</b>				
Borrowings	21,019	21,019	-	21,019
Trade Payables	525	525	-	525
Other Financial Liabilities	2,439	2,439	-	2,439
<b>As at 1<sup>st</sup> April 2023</b>				
Borrowings	16,132	16,132	-	16,132
Trade Payables	405	405	-	405
Other Financial Liabilities	428	428	-	428

**Management of market risk**

Market risk is the risk that the fair value of future cash flow of financial instruments will fluctuate due to changes in the market variables such as interest rates, foreign exchange rates and equity prices. The Company do not have any exposure to foreign exchange rate and equity price risk.

**Management of credit risk**

Credit risk is the risk of financial loss arising out of a customer or counterparty failing to meet their repayment obligations to the Company. It has a diversified lending model and focuses on six broad categories viz: (i) consumer lending, (ii) SME lending, (iii) rural lending, (iv) mortgages, (v) loan against securities, and (vi) commercial lending. The Company assesses the credit quality of all financial instruments that are subject to credit risk.



## Notes forming part of the Financial Statements

## a). Classification of financial assets under various stages

The Company classifies its financial assets in three stages having the following characteristics:

**Stage 1**

Unimpaired and without significant increase in credit risk since initial recognition on which a 12 month allowance for ECL is recognised;

**Stage 2:**

A significant increase in credit risk since initial recognition on which a lifetime ECL is recognised;

**Stage 3:**

Objective evidence of impairment, and are therefore considered to be in default or otherwise credit impaired on which a lifetime ECL is recognised.

Unless identified at an earlier stage, all financial assets are deemed to have suffered a significant increase in credit risk when they are 30 days past due (DPD) and are accordingly transferred from stage 1 to stage 2. For stage 1 an ECL allowance is calculated based on a 12 month Point in Time (PIT) probability weighted probability of default (PD). For stage 2 and 3 assets a life time ECL is calculated based on a lifetime PD.

Financial instruments other than loans were subjected to simplified ECL approach under Ind AS 109 'Financial Instruments' and accordingly were not subject to sensitivity of future economic conditions.

- 37 The figures for the previous year have been restated, regrouped and reclassified wherever required to comply with the requirement of Ind AS and Schedule III, Division III.
- 38 All amounts in the financial statements are rounded off to the nearest amount in Indian Rupees '000, unless stated otherwise.
- 39 Note 1 to 39 are annexed to and form an integral part of the Balance Sheet as at 31st Mar 2025, Statement of Profit and Loss, statement of cash flows and statement of changes in equity for the year ended as on that date.

For Sanjay K Singhal & Co

(Chartered Accountants)

Firm Regn. No. 024807N

(Sanjay Kumar Singhal)  
Partner  
M. No: 503475

Place: Delhi

Date: 29/05/2025

For and on behalf of the Board

F Mec International Financial Services Limited

(Apoorve Bansal)  
Managing Director  
DIN-08052540

(Mahima Jain)  
Chief Financial Officer  
PAN:APJPJ2796N

(Kabeer Chaudhary)  
Independent Director  
DIN-03142141

(Ronika Dhall)  
Company Secretary  
& Compliance Officer  
Membership No:A39463