

22nd ANNUAL REPORT 2014-2015

F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

CIN: L74899DL1993PLC053936

Regd. Off.: 13-B, 2nd Floor, Netaji Subhash Marg, Central Bank Building, Daryaganj, Delhi-110002
Tel: 011-43680407 Email: fmecinternational@gmail.com Website: www.fmecinternational.com

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Corporate Information

BOARD OF DIRECTORS
MR. BIMAL AGGARWAL
 (Managing Director)

MRS. RACHNA AGGARWAL
 (Director)

MR. RAMESH KUMAR
 (Independent Director)

MR. ROHIT AGRAWAL
 (Independent Director)

STATUTORY AUDITOR
RAJESH RANJIT & CO
 (Chartered Accountants)
 Office No. 304, Gali No.1
 13 Veer Savakar Block
 Shakarpur, Delhi-110092

COMPANY SECRETARY
PRIYANKA JOSHI

REGISTERED OFFICE
 IIInd Floor, Central Bank Building
 13B, Netaji Subhash Marg,
 Daryaganj, New Delhi-110002

REGISTRAR AND TRANSFER AGENT
SKY LINE FINANCIAL SERVICES PRIVATE LTD
 Shop No.D-153/A, I-Area, Okhla Phase I,
 Okhla Industrial Area, New Delhi, Delhi 110020

SECRETARIAL AUDITOR
A.K. VERMA & CO
 (Practicing Company Secretaries)
 13B, Netaji Subhash Marg
 IIInd Floor above Central Bank
 Daryaganj, New Delhi-110002

CHIEF FINANCIAL OFFICER
MANOJ KUMAR THAKUR

CONTACT

Website-www.fmecinternational.com
 Email: fmecinternational@gmail.com
 Tel: 011-43680407

Date: 11/08/2015

Dear Members/Directors/Auditor

You are cordially invited to attend the Annual General Meeting (the 'AGM') of the members of F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED to be held on Sunday, 27th September, 2015 at 11.00 A.M at J.P Hotel & Resorts 6B Patparganj IP Extentsion NH-24 Behind CNG Petrol Pump New Delhi-110092.

The Notice of the meeting, containing the business to be transacted, is enclosed.

Thanking You,
For and on behalf of the Board
F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

Bimal Aggarwal
Managing Director
Din: 00361883
R/o 3700 Sector 23 Gurgaon-122017

Enclosures:

1. Notice of the AGM
2. Attendance slip
3. Proxy form (MGT-11)
4. Route Map

NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of the members of **F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED** will be held on Sunday, 27th day of September, 2015 at J.P Hotel & Resorts 6B Patparganj IP Extenssion NH-24 Behind CNG Petrol Pump New Delhi-110092 at 11:00 A.M. to consider and transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt :
 - (a) 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, 2015 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.”
 - (b) To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Consolidated Balance Sheet & Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended March 31, 2015 along with the Auditor's Report as circulated to the shareholders and laid before the meeting, be received, considered and adopted.”
2. To appoint a Director in place of Mr. Bimal Aggarwal, (DIN: 00361883) who retires by rotation and being eligible for re-appointment.

“RESOLVED THAT pursuant the provisions of Section 152 of the Companies Act, 2015 Mr. Bimal Aggarwal (DIN: 00361883) , who retires by rotation, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation.
3. **Appointment of Auditor in place of retiring Auditor:**

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

“RESOLVED THAT pursuant to the provision of section 139 and other application provisions, if any, of Companies act 2013 and the rules framed there under as mentioned from time to time M/s. Sanjay K Singhal & Co, Chartered Accountants, New Delhi be and is hereby appointed as the auditors of the company in place of the retiring auditors. M/s Rajesh Ranjit & Co Chartered Accountants, to hold the office of the auditors till the conclusion of the annual general meeting held in 2020 on such remuneration as may be determined by the Board of directors of the company.”

SPECIAL BUSINESS:

4. To Appoint Mr. Bimal Aggarwal as Managing Director
To appoint Mr Bimal Aggarwal as Managing Director of the Company who was appointed as Director of the Company and in this regard to consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution
RESOLVED THAT pursuant to Sections 203, 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made hereunder or any amendment or, modifications thereof and Article of Association of the company Mr. Bimal Agarwal who was appointed as Managing Director by the Board subject to shareholders Consent be and is hereby accorded for appointment of Mr Bimal Aggarwal as Managing Director of the company without any remuneration for a period of 5 years w.e.f 30th March 2015 as a rotational Director .”
RESOLVED FUTHER THAT Board of Director and 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 & Haryana, Ministry of Corporate Affairs and to do all such acts deeds, and things which may be necessary in this behalf.”

5. To Regularise Mrs Rachna Aggarwal as a Director of the Company

To appoint Mrs. Rachna Aggarwal as a Director of the Company who was appointed as an Additional Director of the Company and whose term expires at this Annual General Meeting and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to provision of Section 161 the Companies Act, 2013, Mrs Rachna Aggarwal who was appointed as an Additional Director with effect from 01.11.2014 on the Board of the Company in terms of Section 161 of the Companies Act 2013 and provisions of Article of Association of the Company, who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act 2013 from a Member proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company.”

RESOLVED FUTHER THAT Board of Director and 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 & Haryana, Ministry of Corporate Affairs and to do all such acts deeds, and things which may be necessary in this behalf.”

6. To Regularise Mr. Rohit Agrawal as Independent Director of Company.

To appoint Mr. Rohit Agrawal (DIN: 06490313) as an Non Executive Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, including any amendment, modification, variation or re-enactment thereof read with Schedule IV to the Companies Act, 2013, for the time being in force, Mr. Rohit Agrawal who was appointed as an Non Executive Additional Independent Director by the Board of the Company, be and is hereby appointed as Non Executive Independent Director to hold office as such for a period of 5 (five) consecutive years, with effect from 30th March 2015 and he shall not be liable to retire by rotation and in respect of whom the Company has received a notice in writing and required sum of Deposit from himself proposing his candidature for the office of Independent Director.”

RESOLVED FUTHER THAT Board of Director and 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 & Haryana, Ministry of Corporate Affairs and to do all such acts deeds, and things which may be necessary in this behalf.”

7. Re-appointment of Secretarial Auditor

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

“RESOLVED THAT pursuant provisions of Section 204 of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Other applicable provisions of the Act and pursuant to relevant provisions of Article of Association of the Company, consent of the Company be and is hereby accorded to re-appoint M/s A.K.Verma & Co., Company Secretaries, New Delhi as Secretarial Auditor for Financial Year 2015-2016”

RESOLVED FUTHER THAT Board of Director and 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 & Haryana, Ministry of Corporate Affairs and to do all such acts deeds, and things which may be necessary in this behalf.”

8. Adoption of New Set of Articles of Association:

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the Articles of Association of the Company be and are hereby altered by replacing all the existing regulations with the new regulations as per Table F of Schdule-I of the Companies Act, 2013, be and is hereby adopted as new regulations of the Articles of Association of the Company.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors and Company Secretary be and are hereby severally authorized on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies NCT of Delhi & Haryana.”

9. Alteration of Clause III (B) by changing the heading of Incidental Object Clause and deletion of Clause III (C) of Other Objects Clause as per the Provision of The Companies Act, 2013.

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

“**RESOLVED THAT** pursuant to Sections 4, 13 and other applicable provisions of the Companies Act, 2013 if any, consent of the members be and is hereby given for alteration of Clause III (B) of the objects that are incidental or ancillary to the attainment of the main objects of the Memorandum of Association by changing the heading as “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A)” without making any addition or deletion in the incidental objects.

RESOLVED FURTHER THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) consent of the members be and is hereby given for the deletion of Clause III (C) of Other Objects Clause of the Memorandum of Association of the Company in compliance of the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board of Directors and Company Secretary be and are hereby severally authorized on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies NCT of Delhi & Haryana.”

10. Alteration of The Liability Clause of the Memorandum Of Association as per the Provision of The Companies Act, 2013:

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

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), Clause IV of the Memorandum of Association be and is hereby altered by replacing the existing Clause IV with the following new Clause IV:

Clause IV : “**The liability of members is limited and this liability is limited to the amount unpaid on shares held by them.**”

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies NCT of Delhi & Haryana.”

By the order of the Board
F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

BIMAL AGGARWAL
Managing Director
Din: 00361883

Add: 3700, Sector-23, Gurgaon (Haryana)

Date: 11.08.2015
Place: New Delhi

NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.
2. Proxy form in MGT-11 duly filled up and executed must be received at the Registered Office of the company not less than 48 hours before the time fixed for the meeting. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share Capital of Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours (Sunday is included in computation of 48 hours) before the commencement of the Meeting. A Proxy Form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
3. 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.
4. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip at the Registration Counter at the AGM.
5. The relevant details of directors seeking appointment/ re-appointment are annexed.
6. The Register of Members and Share Transfer Books shall remain closed from 19th September, 2015 to 26th September, 2015 (both days inclusive).
7. Members desiring any further information on the business to be transacted at the meeting should write to the company at least 15 days before the date of the meeting so as to enable the management to keep the information, as far as possible, ready at the meeting.
8. Members are requested to notify the company their change of address, if any, to Registered Office of the Company.
9. Members are requested to bring their attendance slip and copy of the Annual Report with them at the Annual General Meeting.
10. All correspondence relating to shares may be addressed to the registered office of the company.
11. 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 15.
12. Members desiring any information/clarification on the Accounts are requested to write to the Company in advance at least seven (7) days before the meeting so as to keep the information ready at the time of Annual General Meeting.
13. As per provisions of the Companies Act, 2013 facility for making nominations is available to the shareholders in respect of the shares held by them. Nomination forms can be obtained from the Registered Office of the Company.
14. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 15. 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 Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting as stated in the Notice by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

- b) The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Insta Poll'.
- c) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- d) The Company shall also provide facility for voting through polling paper which shall be available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
- e) The Company is providing facility for voting by electronic means to its members to enable them to cast their votes through such voting. The Company has engaged the services of Central Depository Service Limited ("CDSL") as the Authorised 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).
- f) The Board of Directors of the Company has appointed Mr. Ashok Kumar Verma, a Practicing Company Secretary, New Delhi as Scrutinizer to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- g) Remote e-voting facility will be available during the following period:

Commencement of remote e-voting	9.00 a.m. On 24th September 2015
End of remote e-voting	5.00 p.m. 26th September 2015

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.

- h) The cut-off date for the purpose of voting (including remote e-voting) is 19th September, 2015.
- i) The Scrutinizer, after scrutinizing the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.fmecinternational.com. The results shall simultaneously be communicated to the Stock Exchanges.

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

- (i) The voting period begins on 24th September 2015, 09:00 A.M and ends on 26th September 2015, 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 19th September 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

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

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant F MEC International Financial Services Ltd.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- (xxi) The Results shall be declared within three days from the date of AGM of the Company i.e 30th September, 2015. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.fmecinternational.com and on the website of CDSL and communicated to the STOCK EXCHANGE
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4:

Appointment of Mr Bimal Aggarwal as Managing Director of the Company

Mr. Bimal Aggarwal was appointed as an Managing Director by the Board of Director in the Meeting Held on 30.03.2015 in accordance with the provisions of Sections 203, 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder or any amendment or, modifications thereof and subject to consent of the shareholders. Mr Bimal Aggarwal was originally appointed as Director in the Company. The Board feels that it is beneficial for the Company to entrust all the responsibility relating to the managing affairs of the Company so it was decided by the Board to change in designation of Mr. Bimal Aggarwal from Director to Managing Director of the Company.

Brief resume of Mr. Bimal Aggarwal is as under:

1. Nature of their expertise in specific functional areas : In Buisness Management
2. Names of companies in which they hold directorships and memberships / chairmanships of Board Committees,:
1. Texas engineers private limited 2. YDS securities private limited
3. Shareholding in the Company : 68000 Shares
4. Relationships with directors, Manager and other Key Managerial Personnal : Husband of Mrs. Rachna Aggarwal (Director of the Company)
5. Age :59 Years
6. Qualification: Post Graduate
7. Experience : More than 20 Years in Business Management
8. Terms and Condition of appointment: as specified in Appointment Letter
9. No of Meeting of the Board attended during the Year: 11(Eleven)

None of the Directors, except Mrs Rachna Aggarwal and Mr Bimal Aggarwal are concerned or interested in this resolution.

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

The copies of the following documents are open for inspection at the registered office of the Company between 11.00 am and 1.00 pm on any working day except Saturdays and Sundays and company holidays:

1. Copy of the Board Resolution
2. Notice of the AGM with Explanatory
3. Memorandum and Articles of Association of the Company
4. Balance Sheet as on 31st March, 2015 along with Profit & Loss Account and Auditors' Report thereon of the Company.

The board of directors of company recommends passing of the resolution as Ordinary Resolution.

Item No.5

Regularisation of Mrs Rachna Aggarwal as Director of the Company

Mrs Rachna Aggarwal was appointed as an Additional Director by the Board of Director in accordance with the provisions of Section 161 of the Companies Act, 2013 and rules made there under and Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. The Board feels that presence of Mrs Rachna Aggarwal on the Board is desirable and would be beneficial to the company.

The Company has received a notice in writing from a member alongwith the deposit of Rs 1,00,000/- as amount stated under Section 160 of the Act proposing the candidature of Mrs. Rachna Aggarwal for the office of Director of the Company.

Brief resume of Mrs. Rachna Aggarwal are as under:

1. Nature of their expertise in specific functional areas : In Buisness Management
2. Names of companies in which they hold directorships and memberships / chairmanships of Board Committees,; 1. Texas engineers private limited 2. YDS securities private limited
3. Shareholding in the Company : 18500 Shares
4. Relationships with directors, Manager and other Key Managerial Personnel : Wife of Mr. Bimal Aggarwal (Managing Director of the Company)
5. Age :49 Years
6. Qualification: Graduate
7. Experience : More than 15 Years in Business Management
8. Terms and Condition of appointment: as specified in Appointment Letter
9. No of Meeting of the Board attended during the Year: 4(Four)

None of the Directors, except Mrs. Rachna Aggarwal and Mr Bimal Aggarwal are concerned or interested in this resolution.

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

The copies of the following documents are open for inspection at the registered office of the Company between 11.00 am and 1.00 pm on any working day except Saturdays and Sundays and company holidays:

1. Copy of the Board Resolution
2. Notice of the AGM with Explanatory
3. Memorandum and Articles of Association of the Company
4. Balance Sheet as on 31st March, 2015 along with Profit & Loss Account and Auditors' Report thereon of the Company.

The board of directors of company recommends passing of the resolution as Ordinary Resolution.

Item No.6

Regularization of Mr Rohit Agrawal as a Director

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

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

It is proposed to appoint Mr. Rohit Agrawal as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 27th Annual General Meeting of the Company in the calendar year 2020.

Mr. Rohit Agrawal not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Mr. Rohit Agrawal that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

The Company has received a notice in writing from a himself alongwith the deposit of Rs 1,00,000/- as amount stated under Section 160 of the Act proposing the candidature of Mr. Rohit Agrawal for the office of Director of the Company.

In the opinion of the Board, Mr. Rohit Agrawal fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Mr. Rohit Agrawal is independent from the management of the Company. He is not related to any Director, Key Managerial Personnel and Relative of any of them.

Brief resume of Mr. Rohit Agrawal are as under:

1. nature of their expertise in specific functional areas : Accounting and allied Laws
2. names of companies in which they hold directorships and memberships / chairmanships of Board Committees,; An Institute for smart studies Private Limited
3. shareholding in the Company: Nil
4. relationships with directors, Manager and other Key Managerial Personnal- Not Related
5. Age :29 Years
6. Qualification: Graduate
7. Experience : More than 5 Years in Accounting Field

8. Terms and Condition of appointment: as specified in Appointment Letter

9. No of Meeting of the Board attended during the Year: One

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

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

Mr. Rohit Agrawal is interested in this resolutions with regard to his respective appointment.

The relatives of Mr. Rohit Agrawal may be deemed to be interested in the resolutions set out respectively at Item Nos. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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

The copies of the following documents are open for inspection at the registered office of the Company between 11.00 am and 1.00 pm on any working day except Saturdays and Sundays and company holidays:

1. Copy of the Board Resolution
2. Notice of the AGM with Explanatory
3. Memorandum and Articles of Association of the Company
4. Balance Sheet as on 31st March, 2015 along with Profit & Loss Account and Auditors' Report thereon of the Company.

The board of directors of company recommends passing of the resolution as Ordinary Resolution.

Item No. 7

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

The Board hereby recommends to re-appoint M/s A.K.Verma & Co., Company Secretaries, having experience of more than 19 years of Corporate Services in field of Corporate Laws as Secretarial Auditor of Company.

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

The copies of the following documents are open for inspection at the registered office of the Company between 11.00 am and 1.00 pm on any working day except Saturdays and Sundays and company holidays:

1. Notice of the AGM with Explanatory
2. Memorandum and Articles of Association of the Company
3. Balance Sheet as on 31st March, 2015 along with Profit & Loss Account and Auditors' Report thereon of the Company.

The board of directors of company recommends passing of the resolution as Ordinary Resolution.

Item No. 8

the Existing Regulation of Articles of Association are replaced by the new set of regulations of Articles of Association as per table F of the Schedule I of the Companies Act 2013. The modification in the Articles of Association is carried out to give effect to the provisions of the Companies Act, 2013. Consent of the shareholders by passing a Special Resolution is required in this regard.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The copies of the following documents are open for inspection at the registered office of the Company between 11.00 am and 1.00 pm on any working day except Saturdays and Sundays and company holidays:

1. Notice of the AGM with Explanatory
2. Memorandum and Articles of Association of the Company as per Companies Act 2013
3. Balance Sheet as on 31st March, 2015 along with Profit & Loss Account and Auditors' Report thereon of the Company.

The board of directors of company recommends passing of the resolution as Special Resolution.

Item No.9

In order to comply with the provisions of the Companies Act, 2013, the Company needs to amend the title of clause III (B) Objects Clause of the Memorandum of Association.

Further in order to comply with the provisions of Section 4(1) (c), 13 and other applicable provisions, if any, of the

Companies Act, 2013, the Company needs to delete the Other Objects Clause from the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The relevant documents are available for inspection by the members during working hours in registered office of the company.

The copies of the following documents are open for inspection at the registered office of the Company between 11.00 am and 1.00 pm on any working day except Saturdays and Sundays and company holidays:

1. Notice of the AGM with Explanatory
2. Memorandum and Articles of Association of the Company as per Companies Act 2013
3. Balance Sheet as on 31st March, 2015 along with Profit & Loss Account and Auditors' Report thereon of the Company.

The board of directors of company recommends passing of the resolution as Special Resolution.

Item No.10

In order to comply with the provisions of Section 4(1)(d)(i), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to alter the Liability Clause of the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013. Consent of the shareholders by passing a Special Resolution is required in this regard.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The relevant documents are available for inspection by the members during working hours in registered office of the company.

The copies of the following documents are open for inspection at the registered office of the Company between 11.00 am and 1.00 pm on any working day except Saturdays and Sundays and company holidays:

1. Copy of the Board Resolution
2. Notice of the AGM with Explanatory
3. Memorandum and Articles of Association of the Company

Balance Sheet as on 31st March, 2015 along with Profit & Loss Account and Auditors' Report thereon of the Company.

The board of directors of company recommends passing of the resolution as Special Resolution.

DETAILS OF DIRECTORS SEEKING APPOINTMENT /RE-APPOINTMENT IN ANNUAL GENERAL MEETING FIXED FOR 27TH SEPTEMBER 2015

Name of Director	Mr Bimal Aggarwal	Mrs. Rachna Aggarwal	Mr. Rohit Agrawal
Date of Birth	15/03/1956	30/11/1965	02/07/1986
Date of Appointment	01.04.2002	01.11.2014	30.03.2015
Qualification	Ph.d (Management) MBA in Finance and LL.B	Graduate	Graduate
Expertise in specific functional area	More than 20 Years in Business Management	More than 15 Years in Business Management	More than 5 Years in Accounting Field
List of Public /Private Companies in which outside Directorship held (including Foreign Companies)	1. Texas Engineers Private Limited 2. YDS Securities Private Limited	1. Texas Engineers Private Limited 2. YDS Securities Private Limited	An Institute for smart studies Private Limited
Shareholding in the Company	68000 Shares	18500 Shares	NIL

F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

CIN : L74899DL1993PLC053936

Registered office: 11nd Floor, Central Bank Building 13-B, Netaji Subhash Marg, Daryaganj Delhi-110002

ADMISSION SLIP

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

DP ID

Client ID.....

Folio No.....

No. of Shares.....

Name(s) in Full
Company

Father's/Husband's Name

Address as Regd. with the

1.

2.

3.

I/WE HEREBY RECORD MY/OUR PRESENCE AT THE 22ND ANNUAL GENERAL MEETING OF THE COMPANY BEING HELD ON SUNDAY, 27TH DAY OF SEPTEMBER, 2015 AT 11.00 A.M. AT J.P HOTEL & RESORTS 6B PATPARGANJ IP EXTENTSION NH-24 BEHIND CNG PETROL PUMP NEW DELHI-110092

Member

Proxy

Member's / Proxy's Name in Block Letters

Member's / Proxy's Signature

* Applicable for investors holding shares in physical form.

** Please strike out whichever is not Applicable

Form No. MGT-11

Proxy form

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

F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

L74899DL1993PLC053936

11nd Floor, Central Bank Building 13-B, Netaji Subhash Marg, Daryaganj Delhi-110002

Name of the member (s) :

Registered address :

E-mail Id:

Folio No/ Client Id :

DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :

Address :

E-mail Id :

Signature :....., or failing him

2. Name :

Address :

E-mail Id :

Signature :....., or failing him

3. Name :

Address :

E-mail Id :

Signature :.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual general meeting of the company, to be held on the Sunday 27th day of September, 2015 At **11:00** A.M. at J.P Hotel & Resorts 6B, Patparganj IP Extension NH-24 Behind CNG Petrol Pump New Delhi-110092 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Resolutions	For (Approved)	Against (Rejected)
1. To consider the Audited Financial Statements/ Consolidated Financial Statements for the year/period ended 31st March, 2015.		
2. Re-appointment of the Mr. Bimal Aggarwal, Director, retiring by rotation.		
3. Appointment of Auditors		
4. Appointment of Mr. Bimal Aggarwal as Managing Director		
5. Regularisation of Mrs Rachna Aggarwal as a Director of the Company		
6. Regularisation of Mr. Rohit Agrawal as Independent Director of Company		
7. Re-appointment of Secretarial Auditor		
8. Adoption of New Set of Articles of Association		
9. Alteration of Clause III (B) by changing the heading of Incidental Object Clause and deletion of Clause III (C) of Other Objects Clause as per the Provision of The Companies Act, 2013.		
10. To Alter the Liability Clause of the Memorandum of Association.		

Signed this..... day of..... 20.....

Signature of shareholder

Signature of Proxy holder(s)

Affix Rs. 1/- Revenue Stamp

Note:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- (2) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (3) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (4) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

DIRECTORS' REPORT

To,
The Member(S),

Your directors have pleasure in presenting the 22nd Annual Report together with the audited statement of accounts for the year ending 31st March, 2015.

1. BACKGROUND

F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED is a Company Listed on Delhi Stock Exchange and Non Deposit Accepting Non Banking Finance Company ("NBFC"), holding a Certificate of Registration from the Reserve Bank of India ("RBI")

2. FINANCIAL RESULTS

After making usual adjustment and meeting all expenses the profit of the year is Rs. 65628 which is carried forward to the next year along with forward brought Profit of Rs. 3066038. The financial results of the company for the year ended 31st March, 2015 are as follows:- Rs.)

Particulars	2014 - 2015	2013 - 2014
Gross Income	760175	3339175
Profit Before Interest and Depreciation	105758	3297194
Finance Charges	3088	110
Gross Profit	105758	3297194
Provision for Depreciation	-	-
Net Profit Before Tax	105758	3297194
Provision for Tax	40130	231156
Net Profit After Tax	65628	3066038
Proposed Dividend on Equity Shares	-	-
Tax on proposed Dividend	-	-
Transfer to General Reserve	1758	2407983
Surplus carried to Balance Sheet	1758	2407983

3. WORKING OF THE COMPANY

The Company engaged in Non Banking Financial Activity. During the period under review total income of the Company was Rs. 760175 as against Rs. 3339175 in previous year. The Company was able to earn a Net Profit after tax of Rs. 65628 as against Rs. 3066038. in previous financial year. Your Directors are putting their best efforts to improve the performance of the Company.

4. CHANGE IN THE NATURE OF BUSINESS

There is no Changes in the Nature of Business of the Company during the Financial Year.

5. LISTING INFORMATION

During the year the Securities of the Company were listed at Delhi Stock Exchange. However, Securities and Exchange Board of India (SEBI) vide its order dated 19th November, 2014 derecognized Delhi Stock Exchange and, which had sought voluntary exit from the stock exchange activities.

Also, consequent to voluntary exit of Delhi Stock Exchange from stock exchange business, the management of the Company has filed an application to Bombay Stock Exchange for getting listed its shares through Direct Listing mode and Company has obtained No Objection Certificate from the Delhi Stock Exchange in this regard. The Management of the Company is hopeful to get listed at Bombay Stock Exchange very soon.

6. SHARE CAPITAL

The Authorised Share Capital of the Company as on 31st March 2015 was Rs. 3,50,00,000 (Rupees Three Core Fifty Lacs) and Paid-up Equity Share Capital of the Company on March 31st, 2015, was Rs.3,10,07,000(Rupees Three Core Ten Lacs Seven Thousand Only) .There was no change in the Authorised or the Paid-up Capital/Subscribed Capital during FY 2014-15.

a. BUY BACK OF SECURITIES

The Company has not bought back any of its securities during the year under review

b. SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review

c. BONUS SHARES

No Bonus Shares were issued during the year under review

d. EMPLOYEES STOCK OPTION PLAN

The Company has not provided any Stock Option Scheme to the employees

e. SHARES WITH DIFFERENTIAL RIGHTS

The Company has not issue any Equity shares with Differential Rights.

7. DIVIDEND

Considering the present conditions of business and growth stage of Company, The Board of Directors of the company has decided not to recommend any dividend for the Financial Year 2014-15. The management being optimistic about the return from business activities has proposed to plough back divisible profit into the main activities of the Company.

8. CORPORATE GOVERNANCE

As per the circular issued by the SEBI vide circular No. CIR/CFD/POLICY CELL/7/2014 dated 15th September 2014 to all the stock Exchanges regarding Corporate Governance in Listed entities. The Clause 49 of the listing Agreement is applicable to the Companies having paid up equity share capital exceeding Rs.10 crore and Net Worth exceeding Rs.25 crore, as on the last day of the previous financial year. The Company is not Covered any of the Criterion mentioned above so it is not mandatory for the Company to Comply the Provisions of the Clause 49 of the Listing Agreement. In the preview of this Circular Company is not required to submit Corporate Governance Report. However Company will take adequate steps as and when necessary in compliance of Clause 49 on its discretion basis and annexed a Corporate Governance Report in **Annexure -I**

9. EXTRACT OF ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as a part of this Annual Report as **Annexure II**

10. NUMBER OF MEETING OF BOARD OF DIRECTORS

The Board of Directors duly met **11 times** dated **12.04.2014, 14.05.2014, 30.06.2014, 13.07.2014, 02.09.2014, 15.10.2014, 01.11.2014, 13.11.2014, 15.01.2015, 11.02.2015 & 30.03.2015** during the year in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. The time gap between two consecutive meetings of the Board did not exceed one hundred and twenty days. The details of such meetings are given in the Corporate Governance Report annexed to this Report

11. DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134(5) of the Companies Act, 2013, the Directors of the Company hereby states that:

- i. In the preparation of the annual accounts for the year ended 31st March 2015, the applicable accounting standards had been followed alongwith proper explanation relating to material departures.
- ii. The Directors had selected such accounting policies and applied them consistently and made judgments 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 and Loss of the company for that period.
- iii. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv. The Directors had prepared the annual accounts on a Going Concern Basis.
- v. The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively ;and
- vi. The Directors had devised proper system to ensure compliance with the provisions of all applicable laws and such system were adequate and operating effectively.

12. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no unpaid/unclaimed Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 do not apply

13. CORPORATE SOCIAL RESPONSIBILITY

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

14. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review annexed to this Directors' Report, provides a more detailed review of the operating performance of the Company. However this is the requirement of Clause 49 and clause 49 is not applicable to the Company w.e.f 01.10.2014. Company has made this disclosure on its discretion as annexed in **Annexure-III**.

15. DECLARATION BY AN INDEPENDENT DIRECTOR(S)

Mr. Ramesh Kumar, and Mr Rohit Agrawal, independent directors of the company have given the requisite declaration in the Board Meeting dated 30.03.2015 that they meet the criteria of independence as provided in **Section 149(6) of Companies Act, 2013**.

16. AUDIT COMMITTEE AND VIGIL MECHANISM

The company has Constituted Audit Committee of the Board in accordance with the provision of Section 177 of the Companies Act, 2013. The Audit Committee comprises of the following Directors:

Mr. Ramesh Kumar - CHAIRMAN

Mr. Rohit Agrawal - MEMBER

Mr. Bimal Aggarwal - MEMBER

17. VIGIL MECHANISM

The Vigil Mechanism of the Company pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 which also incorporates a whistle blower policy in terms of the Listing Agreement, includes an Ethics & Compliance Task Force comprising senior executives of the Company. 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 Chairman of the Audit Committee

18. REMUNERATION OF DIRECTORS

The Company has not given Remuneration to any Director of the Company. So there is no requirement to give Disclosure under Section 197(12) of the Companies Act 2013.

19. LOANS, GUARANTEE AND INVESTMENT

The particulars of Loans given, Investments made and Guarantee given by company under Section 186 of Companies Act, 2013 is annexed as **Annexure IV**.

20. 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 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

21. DIRECTORS AND KEY MANAGERIAL PERSONNEL

There were changes in the Board of the company. Mr. Bimal Aggarwal Appointed as Managing Director of the Company and Mr. Sunil Kataria has resigned from the post of the Director during the year. Mr. Manoj Thakur appointed as Chief Financial Officer and Miss Priyanka Joshi appointed as Company Secretary of the Company, in pursuance of Section 203 of the Companies Act 2013 as Key Managerial Personnel. Mr Rohit Aggarwal appointed as an Independent Director of the Company as per Section 149 of the Companies Act 2013 and Mrs. Rachna Aggarwal appointed as Additional Women Director in Compliance of section 149 of the Companies Act 2013.

22. AUDITORS & AUDITORS REPORT

M/s. Rajesh Ranjit & Co. Chartered Accountants, the Auditors of the company who hold office upto the conclusion of the ensuing AGM have shown their unwillingness to continue as Auditors of the company. In view of this the company needs to appoint another statutory auditors and, therefore, the Company has sent a proposal to M/s Sanjay K Singhal & Co For appointing them as Auditors for the Financial Year ending March 31, 2016 and holds office upto the Conclusion of the Annual General Meeting held in 2020. Wherein M/s Sanjay K Singhal & Co has confirmed their willingness and eligibility under the provision of the Companies Act, 2013 to be as statutory auditors of the Company, which is subject to shareholders' approval.

The Notes on financial statement referred to in the Auditors' Report are self explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

23. DEPOSITS

The company had neither invited nor accepted any deposits from the public within the meaning of the Companies (Acceptance of Deposits) Rules 2014.

24. SUBSIDIARY COMPANIES

There is one subsidiary company namely **YDS SECURITIES PRIVATE LIMITED**. A statement pursuant to Section 129(3) of the Companies Act, 2013 containing salient features of the financial statements of the subsidiaries/associate companies/joint ventures of the company is annexed as **Annexure-V**

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

25. 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.

26. RISK MANAGEMENT

During the year, your Directors developed and implemented an appropriate risk management policy which contained the provisions regarding entrusted with the responsibility to assist the Board in Overseeing and approving the Company's enterprise wide risk management framework and overseeing that all the risks that the organization faces, identifying the element of risk which, in the opinion of the Board may threaten the existence of the company and safeguarding the company against those risks.

27. POLICIES OF NOMINATION AND REMUNERATION COMMITTEE

Pursuant to Section 178(3) of the Companies Act, 2013 the Nomination and Remuneration Committee constituted by the Board of Directors have laid down the following policies:

- a) Criteria for nomination as Director, Key Managerial Personnel and Independence of a Director:
- b) Criteria for determining Remuneration of Directors, Key Managerial Personnel and Senior Management Other Employees of the Company
- c) Evaluation of performance of the members of the Board, Key Managerial Personnel

28. CONSOLIDATED FINANCIAL STATEMENT

The Consolidated financial statement have been prepared by the company in accordance with the Companies Act, 2013 ("the Act") and Accounting Standard (AS) - 21 on Consolidated Financial Statements and other applicable accounting standards issued by Institute of chartered Accountant of India. The audited consolidated financial statements together with Auditor Report form part of the Annual Report.

29. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

The Board has appointed M/s A.K Verma & Co, Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2014-15. Pursuant to Section 204(1) of the Companies Act, 2013, the Secretarial Audit Report for the financial year ended March 31, 2015 is annexed in MR-3 **Annexure VI**.

There is one observation marked by Secretarial Auditor in his Secretarial Audit Report and the response of the management for this observation is as under

Observation	Management's Response
The Company has not made some disclosures on its website as required under Companies Act 2013 and listing Agreement.	it is confirmed by the management that the required disclosure will be hosted on the website very soon.

30. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

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, no employees has drawn remuneration in excess of the limits set out in the said rules.

31. INTERNAL AUDIT & CONTROLS

The Company has engaged **M/s OSWAL SUNIL & CO**, Chartered Accountant as its Internal Auditor. During the year, the Company has implemented their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

32. INTERNAL CONTROL SYSTEM

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations.

33. FORMAL ANNUAL EVALUATION OF THE BOARD

A statement indicating the performance of the Board and its committee and its individual directors is annexed as **Annexure VII**

34. CODE OF CONDUCT AND ETHICS

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

35. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relate on the date of this report.

36. ACKNOWLEDGMENT

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.

Place : New Delhi
Date : 11.08.2015

On behalf of the Board of Directors
F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

BIMAL AGGARWAL
Managing Director
DIN: 03590891
Add: 3700, Sector 23,
Gurgaon-122017

RACHNA AGGARWAL
Director
DIN: 02604852
Add: 3700, Sector 23,
Gurgaon-122017

Annexure	Content
I.	Corporate Governance Report
II	Annual Return Extracts in MGT 9
III.	Management Discussion and Analysis Report
IV.	Loans, Investment and Guarantee
V.	Details of subsidiary
VI.	Formal evaluation of the Board
VII.	MR-3 Secretarial Audit Report

ANNEXURE-I

REPORT ON CORPORATE GOVERNANCE FORMING PART OF THE DIRECTORS' REPORT

1. Company's Philosophy on Code of Governance

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

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

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

Our company is in compliance with the guidelines on Corporate Governance stipulated under various clauses of Listing Agreement with stock exchanges and in this regards, we submit a report on the matters mentioned in the said clauses and practices followed by the company. But as per revised guidelines of Corporate Governance these guidelines are not applicable to our Company but Company has continue to comply with the guidelines of Corporate Governance to some extent.

2. Board of Directors

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

As per the declaration received by the company, none of the directors is disqualified under section 164(2) of the companies Act, 2013.

(a) The composition of the Board of Directors as on March 31, 2015 is as under:-

Sl. No.	Name of Director	Executive/ Non Executive	No. of other Directorship	No. of other Committee Membership
1.	Bimal Aggarwal	Executive	2	—
2.	Rachna Aggarwal	Executive	2	—
4.	Ramesh Kumar	Non-Executive & Independent	0	—
5.	Rohit Aggarwal	Non-Executive& Independent	1	—

*Mr. Sunil Kataria resigned from the Board of Directors of the company w.e.f. 01st November, 2014.

** Mrs Rachna Aggarwal inducted on the Board of Directors of the company as Additional Director w.e.f. 01st November 2014

*** Mr Rohit Agrawal inducted on the Board of Directors of the company as Additional Director w.e.f. 30th March 2015

(b) Board Meeting held in Financial Year 2014 – 2015 and attendance of Directors:

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 generally held in New Delhi and scheduled well in advance. The Company Secretary in consultation with CFO and Whole Time Director drafts the agenda for each Board Meeting along with explanatory notes and distributes these in advance to the directors. Normally the Board meets at least once in a quarter to consider amongst other businesses, the quarterly performance of the company and financial results. The maximum time gap between any two meetings is not more than 120 days. Detailed agenda notes are circulated well in advance. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, it is tabled before the meeting with specific reference to this effect in the agenda. The Company Secretary records minutes of proceedings of each Board and Committee meeting. Draft minutes are circulated to Board/ Board Committee members for their comments. The minutes are entered in the Minutes Book within 30 days from the conclusion of the meeting. The Directors actively participate in the deliberation at these meetings. During the year, Eleven Board Meetings were held on 12/04/2014, 14/05/2014, 30/06/2014, 13/07/2014, 02/09/2014, 15/10/2014, 01/11/2014, 13/11/2014, 15/01/2015, 11/02/2015, 30/03/2015

The attendance of each Director in the Board Meetings is detailed herein below:

Name of Director	Executive/ Non Executive	Designation	No. of Board Meetings held during 2014-15	No. of Board Meetings attended during 2014-15	Attendance at the last AGM held on September 30, 2014
Ramesh Kumar	Non-Executive & Independent Director	Director	11	11	Present
Bimal Aggarwal	Executive	Managing Director	11	11	Present
Rachna Aggarwal	Executive	Director	11	4	Not Present (she was appointed as the Director on 01.11.2015)
Rohit Agrawal	Non Executive & Independent Director	Director	11	1	Not Present (he was appointed as Director on 30.03.2015)

*Mr. Sunil Kataria resigned from the Board of Directors of the company w.e.f. 01st November, 2014.

** Mrs Rachna Aggarwal inducted on the Board of Directors of the company as Additional Director w.e.f. 01st November 2014

*** Mr Rohit Agrawal inducted on the Board of Directors of the company as Additional Director w.e.f. 30th March 2015

(c) Resolution passed by circulation

No Resolution was passed by circulation during the financial year 2014 – 2015.

(d) Remuneration paid to Executive Directors and sitting fees to the Non-executive Directors

No Remuneration has been paid by the Company to Managing Director or Executive Director of the Company 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.

(e) Terms of appointment of Managing Director,

The current term of appointment of Bimal Aggarwal, Managing Director is upto March 30, 2020.

(f) Independent Director's Remuneration

No sitting fees has been paid by the Company during the FY 2014-2015 to the Mr. Ramesh Kumar and Mr. Rohit Agrawal

(g) Disclosure in terms of Section II Part B of Schedule V to the Companies Act, 2013

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

Sl.No.	Name & Designation	Salaries (Rs. in lakhs)	Benefits (Rs. in lakhs)	Bonus	Stock Option	Pension
1.	BIMAL AGGARWAL Managing Director	Nil	Nil	Nil	Nil	Nil
2.	RACHNA AGARWAL Director	Nil	Nil	Nil	Nil	Nil
3.	RAMESH KUMAR Director	Nil	Nil	Nil	Nil	Nil
4.	ROHIT AGRAWAL Director	Nil	Nil	Nil	Nil	Nil

- ii) Details of fixed component and performance linked incentives alongwith performance criteria: Based on the Performance of the Company.
- iii) The fixed component of salary is the same as mentioned in above table. There is no performance linked incentive payable to any director.
- iv) Details of Service contract, notice period and severance fee:

Sl. No.	Name & Designation	Service Contract	Notice Period	Severance fee
1.	Bimal Aggarwal Managing Director	30th March, 2015	1 Month	NIL

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

(h) Shareholding of Directors in the Company as on March 31, 2015

Sl. No.	Name of Director	No. of Shares	% of Total Shareholding
1.	Bimal Aggarwal	68,000	2.19
2.	Rachna Aggarwal	18500	0.59
3.	Ramesh Kumar	Nil	0.00
4.	Rohit Agrawal	Nil	0.00

(i) Committees of Board

The Board of Directors of the company has constituted the following Committees namely (i) Audit Committee (ii) Nomination & Remuneration Committee (iii) Shareholders' /Investors' Grievance Committee(Stakeholder Relationship Committee)

3. Audit Committee

The Company has an Audit Committee of the Board in accordance with provision of Companies Act 2013 and clause 49 of the Listing Agreement. During the year the Audit Committee was re-constituted by the Board of directors in their meeting held on 30th March, 2015 and. The composition of constituted Audit Committee is as follows:

Sr. No.	Name of the Director	Status whether Independent/ Non Independent
1.	Mr. Ramesh Kumar- Chairman	Independent Director
2.	Mr. Rohit Agrawal	Independent Director
3.	Mr. Bimal Aggarwal	Non-Independent Director

The quorum of the Audit Committee is two independent members. The Company Secretary is the secretary of the audit committee. The composition, powers, role and term of reference of the committee are in consonance with the requirements mandated under section 177 of the Companies Act, 2013

Four Audit Committee meetings were held during the financial year 2014-15.

The main object of Audit Committee is to ensure the credibility and correctness of the Company's financial reporting and disclosure processes, internal controls, risk management policies and processes, tax policies, and other associated matters.

The attendance of members of the Audit Committee in the Audit Committee is as follows:

Sl. No.	Name	Number of Meetings Held (During the tenure of director)	Number of Meetings Attended
1.	Mr. Ramesh Kumar- Chairman	4	4
2.	Mr. Rohit Agrawal	4	1
3.	Mr. Bimal Aggarwal	4	4

Brief Terms of Reference of Audit Committee:

The primary function of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibilities by reviewing the financial reports and other financial information provided by the company to any statutory authority or to the investors or the public, the company's system of internal controls regarding finance, accounting and legal compliances that Management and the Board have established.

The terms of reference of Audit Committee include *inter-alia* the following:

- a) the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- b) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- c) examination of the financial statement and the auditors' report thereon;
- d) approval or any subsequent modification of transactions of the company with related parties;
- e) scrutiny of inter-corporate loans and investments;
- f) valuation of undertakings or assets of the company, wherever it is necessary;
- g) evaluation of internal financial controls and risk management systems;
- h) monitoring the end use of funds raised through public offers and related matters.

4. Nomination & Remuneration Committee

The company has a re constituted "Nomination & Remuneration Committee". The Committee consists of Two (2) Non Executive Independent Directors. All matters relating to finalization of remuneration of directors are being taken to the Committee for their consideration and approval.

The terms of reference of Nomination & Remuneration Committee include *inter-alia* the following

- i. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- ii. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance and overseeing succession planning;
- iii. Aligning key executive and board remuneration with the longer term interests of the company and its shareholders;
- iv. Ensuring a transparent board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board;
- v. Monitoring and reviewing Board Evaluation framework;
- vi. Direct access to the officers and advisers, both external and internal, and to have authority to seek external independent professional advice, as it may need from time to time, for the effective implementation of its responsibilities.
- vii. In addition to the above the committee will carry out all such other functions as provided under applicable laws and specified by the Board of Directors from time to time.

The following directors are the members of the Nomination & Remuneration Committee:

Sl. No.	Name of Directors	Designation
1.	Mr. Rohit Agrawal	Chairman
2.	Mr. Ramesh Kumar	Member
3.	Mr. Bimal Aggarwal	Member

During the financial year 2014-15 three meetings of Nomination & Remuneration Committee were held..

The attendance of members of the Nomination & Remuneration Committee in the meeting is as follows:

Sl. No.	Name	Number of Meetings Held (During the tenure of director)	Number of Meetings Attended
1.	Mr. Rohit Agrawal	3	1
2.	Mr. Ramesh Kumar	3	3
3.	Mr. Bimal Aggarwal	3	3

5. Shareholders' /Investors' Grievance Committee(Stakeholder Relationship Committee)

The Company has reconstituted the Shareholders' /Investors' Grievance Committee(Stakeholder Relationship Committee) as on 30th March 2015 for the purpose of look after the shareholder Grievances and timely redressal of grievances

The following directors are the members of the Shareholders' /Investors' Grievance Committee(Stakeholder Relationship Committee):

Sr. No.	Name of the Director	Status whether Independent/ Non Independent
1.	Mr. Bimal Aggarwal - Chairman	Non Independent Director
2.	Mr. Rohit Agrawal	Independent Director
3.	Mr. Ramesh Kumar	Independent Director

During the financial year 2014-15 two meetings of Shareholders'/Investors' Grievance Committee (Stakeholder Relationship Committee)

The attendance of members of the Shareholders' /Investors' Grievance Committee(Stakeholder Relationship Committee) in the meeting is as follows:

Sl. No.	Name	Number of Meetings Held (During the tenure of director)	Number of Meetings Attended
1.	Mr. Bimal Aggarwal - Chairman	2	2
2.	Mr. Rohit Agrawal	2	1
3.	Mr. Ramesh Kumar	2	2

6. General Body Meetings

The details of last three Annual General Meetings are as mentioned below:

For the year	Venue	Date	Day and Time	Whether Special Resolution
2011-12	3A Khan Market New Delhi	29 th September, 2012	Saturday, 11.00 A.M.	No
2012-13	3A Khan Market New Delhi	28 th September, 2013	Saturday, 12.00 Noon	No
2013-14	3A Khan Market New Delhi	30 th September, 2014	Tuesday 11.30 A.M	Yes

Details of resolution passed through postal ballot is as follows:

No resolutions is proposed to be conducted through postal ballot.

7. Disclosures

a. Materially Significant Related Party Transactions

During the year 2014-15, **there were no materially significant related party** transactions with its promoters, directors or the management that may have potential conflict with the interest of the company at large. However, the transactions made with related parties are at arm's length price.

b. Non-Compliance/Strictures/Penalties

This there was no instance of non-compliance by the company on any matters related to capital markets and therefore, no penalties and/or strictures have been imposed on the company by Stock Exchange or SEBI or any statutory authority during the last three years.

c. Vigil Mechanism/Whistle Blower Policy

The company has a vigil mechanism/ whistle blower policy as part of the code of conduct for the Board of Directors and Senior Management. The company has also established a vigil mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy. This mechanism provides for adequate safeguards against victimization of director(s)/employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. details of this mechanism is disclosed on website of the company.

e. Compliance with Non Mandatory Requirements

As per clause 49 of the listing agreement it is the discretion of the company to implement non-mandatory requirements subject to the disclosure of the same, alongwith the compliance of mandatory requirements, in the annual report of the company. The status of compliance of non-mandatory requirements is as follows:

- a) **The Board:** The Board of directors elect one of the Executive Directors, as its Chairman for every Board meeting. Therefore, the provisions relating to Non Executive Chairman are not applicable to the Company.
- b) **Audit Qualifications:** The audited financial statements of the Company for the financial year 2014-15 do not contain any qualifications and the audit report does not contain any adverse remarks.
- c) **Reporting of Internal Auditor:** There is no system under which the internal auditor can directly report to the Audit Committee.

9. Means of Communication

The Company has developed an investor friendly website www.fmecinternational.com and is in the process to update the required details as per the clauses of Listing Agreement and Companies Act 2013.

10. General Shareholder's Information

(a) Annual General Meeting information

Day, Date : 27TH September 2015
Time : 11.00 A.M.
Venue : J.P Hotel & Resorts 6B Patparganj IP Extention NH-24 Behind
CNG Petrol Pump New Delhi-110092

(b) Financial Calendar

F-Mec International Financial Ltd. follows the financial year from April to March. The Unaudited Financial Results for the first three quarters and the Audited Financial Results for the year ended March 31, 2015 were taken on record and approved by the Board of Directors in its meeting(s) held on the following dates:

Quarter Ended	Date of Board Meeting
April – June, 2014	13 th July 2014
July – September, 2014	13 th November 2014
October – December, 2014	04 th February 2015
Year Ended March 31, 2015	28 th May, 2015

(c) Book Closure

The company's Register of Members and Share Transfer books will remain closed from 19th September 2015 to 26th September, 2015 (both days inclusive) for the purpose of Annual General Meeting of the Company.

(d) Stock Exchanges

The Company's equity shares are listed on the Delhi Stock Exchange and the details of which are as follows:

Sl. No.	Name and address of the Stock Exchange
1.	DELHI STOCK EXCHANGE 3/1 Asaf Ali Road New Delhi 110002

There is no outstanding listing fees payable to Delhi.

The Company has made an application for listing at Bombay Stock Exchange for the purpose of get listed its shares at Bombay Stock Exchange. The Management of the Company is hopeful to get listed its shares at Bombay Stock Exchange.

- (e) Dividend paid for the last three years
No Dividend is paid by the Company during last three year
- (f) Shareholding Pattern as on 31st March, 2015

Sl. No.	Shareholders	No. of shares	Percentage
A.	Promoter's Holding		
1.	Indian Promoters	365375	11.78
B.	Non-Promoter's Holding		
1.	Banks, FIs, Insurance Cos., Central/State Govt. Institutions/ Non-Govt. Institutions	0	0.00
2.	Foreign Institutional Investors	0	0.00
C.	Others		
1.	Private Corporate Bodies	253100	8.17
2.	Indian Public (including HUF)	2482225	80.05
3.	NRIs/OCBs	0	0.00
4.	Trust	0	0.00
5.	Others (shares in transit)	0	0.00
	Grand Total	3100700	100.00%

(m) Secretarial Audit Report

As stipulated by the Securities and Exchange Board of India, M/s. A.K Verma & Company Company Secretaries, carries out the Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the Report thereon is submitted to the Stock Exchanges .The audit, inter alia confirms that the total listed and paid up capital of the company is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and the total number of shares in physical form.

(n) Registered Office:

11nd Floor, Central Bank Building
13-B, Netaji Subhash Marg, Daryaganj, Delhi-110002

(o) Outstanding GDRs/ADRs/Warrants or any Convertible instruments

There are no outstanding GDRs/ADRs/Warrants or any Convertible instruments

9. Address for correspondence

Shareholders are advised to correspond at the Registered officer of the Compay 11nd Floor, Central Bank Building 13-B, Netaji Subhash Marg, Daryaganj, Delhi-110002 or may contact Mr Bimal Agagrwal Director of the Company and Miss Priyanka Joshi Company Secretary on phone no 011-43680407 and email: fmecinternational@gmail.com.

10. Code of conduct

The Company has adopted the Code of Conduct (CoC) for Board of Directors, Senior Management Personnel and other Executives of the Company. The Company has received confirmations from the Board of Directors as well as Senior Management Personnel regarding compliance of the Code during the year under review. The Codes are posted on the website of the Company.

11. CEO/CFO Certification

In terms of revised clause 49 of Listing Agreement, the certification by Managing Director and Chief Financial officer has been obtained and is attached as part of this annual report.

By the order of the Board
F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

BIMAL AGGARWAL
Managing Director
Din: 00361883

Date: 11.08.2015
Place: New Delhi

Add: 3700, Sector-23, Gurgaon (Haryana)

To,
The Board of Directors
F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED.
IInd Floor, Central Bank Building
13-B, Netaji Subhash Marg, Daryaganj
Delhi-110002

We, Bimal Aggarwal, Managing Director and Manoj Kumar Thakur, Chief Financial Officer of the Company, hereby certify to the Board that:

- a. We have reviewed financial statements and the cash flow statement for the year ended 31st March 2015 and that 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. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative 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;
 - ii. 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
 - iii. 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.

Place: New Delhi
Date: 11.08.2015

(Bimal Aggarwal)
(Managing Director)
Din: 00361883

Manoj Kumar Thakur
(Chief Financial Officer)
Pan: AGOPT3174G

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

i	CIN	L74899DL1993PLC053936
ii	Registration Date	7/6/1993
iii	Name of the Company	F- MEC INTERNATIONAL FINANCIAL SERVICES LIMITED
iv	Category/Sub-category of the Company	Company Limited By Shares
v	Address of the Registered office & contact details	11nd Floor, Central Bank Building 13-B, Netaji S ubhash Marg, Daryaganj Delhi-110002
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	SKY LINE FINANCIAL SERVICES PRIVATE LIMITED Shop No.D-153/A, I-Area, Okhla Phase I, Okhla Industrial Area, New Delhi, Delhi 110020

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more e of the total turnover of the company shall be stated

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	NBFC ACTIVITY	65923	100%

III. PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	YDS SECURITIES PRIVATE LIMITED	U67120DL1995PTC153164	SUBSIDIARY	75.66	2(87)

IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total		
A. Promoters										
(1) Indian										
a) Individual/HUF		365375	365375	11.78		365375	365375	11.78	0	0
b) Central Govt.or State Govt.		0	0	0	0	0	0	0	0	0
c) Bodies Corporates		0	0	0	0	0	0	0	0	0
d) Bank/FI		0	0	0	0	0	0	0	0	0
e) Any other		0	0	0	0	0	0	0	0	0
SUB TOTAL:(A) (1)		365375	365375	11.78		365375	365375	11.78	0	0
(2) Foreign										
a) NRI- Individuals		0	0	0	0	0	0	0	0	0
b) Other Individuals		0	0	0	0	0	0	0	0	0
c) Bodies Corp.		0	0	0	0	0	0	0	0	0
d) Banks/FI		0	0	0	0	0	0	0	0	0
e) Any other...		0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (2)		0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter										
(A)= (A)(1)+(A)(2)		365375	365375	11.78	0	365375	365375	11.78	0	0

B. PUBLIC SHAREHOLDING

(1) Institutions											
a) Mutual Funds	0	0	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0	0	0
C) Cenntal govt	0	0	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0	0	0
g) FII/S	0	0	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(1):	0	0	0	0	0	0	0	0	0	0	0
(2) Non Institutions											
a) Bodies corporates	0	253100	253100	8.17	0	253100	253100	8.16	0	0	0
i) Indian	0	0	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0	0	0
b) Individuals											
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	0	1070025	1070025	34.51	0	1070025	1070025	34.51	0	0	0
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	0	1412200	1412200	45.54	0	1412200	1412200	45.54	0	0	0
c) Others (specify)	0	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(2):											
Total Public Shareholding (B)= (B)(1)+(B)(2)	0		2735325	88.22	0	2735325	2735325	88.22	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	3100700	3100700	100	0	3100700	3100700	100	0	0	0

(ii) SHARE HOLDING OF PROMOTERS

SI No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during
		NO of shares	% of total shares of the company	% of shares pledged encumber	NO of shares	% of total shares of the compan	% of shares pledged encumber	
1	Suraj Aggarwal	141325	4.56	NA	141325	4.56	NA	NA
2	Bimal Aggarwal	68000	2.19	NA	68000	2.19	NA	NA
3	Sumat Prakash Aggarwal	134050	4.32	NA	134050	4.32	NA	NA
4	Rachna Aggarwal	18500	0.60	NA	18500	0.60	NA	NA
5	Sangeeta Aggarwal	3500	0.11	NA	3500	0.11	NA	NA

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

Sl. No.		Share holding at the		Cumulative Share	
		No. of Shares	% of total shares of the	No of shares	% of total shares
	At the beginning of the year	NA	NA	NA	NA
	Date wise increase/decrease in Promoters Share holding	NA	NA	NA	NA
	At the end of the year	NA	NA	NA	NA

* No change in promoters shareholding

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

S.No.	Name of the Shareholder	At the beginning of the year (i.e. 01.04.2014)		At the end of the year (i.e 31.03.2015)		Cumulative Shareholding during the year		Monthwise Increase / Decrease in Share holding during the year	Reasons (for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	No. of shares	% of total Shares of the company		
1	KEDAR NATH SINGHANIA	449100	14.48	449100	14.48	Nil	Nil	Nil	Nil
2	PANKAJ KUMAR JAIN	199600	6.44	199600	6.44	Nil	Nil	Nil	Nil
3	SURESH PAL SINGH	179450	5.79	179450	5.79	Nil	Nil	Nil	Nil
4	SHWETA SINGH	180875	5.83	180875	5.83	Nil	Nil	Nil	Nil
5	SUNITA SINGH	170050	5.48	170050	5.48	Nil	Nil	Nil	Nil
6	MUNISH	80500	2.60	80500	2.60	Nil	Nil	Nil	Nil
7	MD. SIBTE HASAN	59900	1.93	59900	1.93	Nil	Nil	Nil	Nil
8	GIRISH MITTAL	49900	1.61	49900	1.61	Nil	Nil	Nil	Nil
9	HARSH KUMAR	49900	1.61	49900	1.61	Nil	Nil	Nil	Nil
10	SAROJ SINGHANIA	49900	1.61	49900	1.61	Nil		Nil	Nil

v. Shareholding of Directors and Key Managerial Personnel:

S.No.	Name of the Directors / KMP (Designation)	At the beginning of the year (i.e. 01.04.2014)		At the end of the year (i.e 31.03.2015)		Cumulative Shareholding		Increase / Decrease in Share holding during the year
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	No. of shares	% of total Shares of the company	
1	Bimal Aggarwal (Managing Director)	68000	2.19	68000	2.19	NIL	NIL	N.A
2	Rachna Aggarwal (Director)	18500	0.60	18500	0.6	NIL	NIL	N.A
3	Rohit Agrawal (Non Executive Independent Director)	NIL	NIL	NIL	NIL	NIL	NIL	N.A
4	Manoj Kumar Thakur (Chief Financial Officer)	NIL	NIL	NIL	NIL	NIL	NIL	N.A
5	Ramesh Kumar (Non Executive Independent Director))	NIL	NIL	NIL	NIL	NIL	NIL	N.A
6	Priyanka Joshi (Company Secretary)	NIL	NIL	NIL	NIL	NIL	NIL	N.A

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment					
	Secured Loans	Unsecured Loans	Deposits	Total Indebte	
Indebtness at the beginning of the financial year					
i) Principal Amount	0	33739	0	33739	
ii) Interest due but not paid	0	0	0	0	
iii) Interest accrued but not due	0	0	0	0	
Total (i+ii+iii)					
Change in Indebtedness during the financial year					
Additions	0	0	0	0	0
Reduction	0	0	0	0	0
Net Change	0	0	0	0	0
Indebtedness at the end of the financial year					
i) Principal Amount	0	33739	0	33739	0
ii) Interest due but not paid	0	0	0	0	0
iii) Interest accrued but not due	0	0	0	0	0
Total (i+ii+iii)	0	33739	0	33739	0

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole Time Director and/or Manager:

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in	NIL	NIL
	(b) Value of perquisites u/s 17(2) of the	NIL	NIL
	(c) Profits in lieu of salary under section	NIL	NIL
2	Stock option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission	NIL	NIL
	as % of profit	NIL	NIL
	others (specify)	NIL	NIL
5	Others, please specify	NIL	NIL
	Total (A)	NIL	NIL
	Ceiling as per the Act	N.A	N.A

B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of the Directors	Total Amount
1	Independent Directors		
	(a) Fee for attending board committee meetings	NIL	NIL
	(b) Commission	NIL	NIL
	(c) Others, please specify	NIL	NIL
	Total (1)	NIL	NIL
2	Other Non Executive Directors		
	(a) Fee for attending	NIL	NIL
	(b) Commission	NIL	NIL
	(c) Others, please specify.	NIL	NIL
	Total (2)	NIL	NIL
	Total (B)=(1+2)	NIL	NIL
	Total Managerial Remuneration	NIL	NIL
	Overall Ceiling as per the Act.	N.A	N.A

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration			Key Managerial Personnel				Total
				CEO	Company Secretary	CFO	Total	
1	Gross Salary							
	(a) Salary as per provisions contained in			NIL	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) of the			NIL	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section			NIL	NIL	NIL	NIL	NIL
2	Stock Option			NIL	NIL	NIL	NIL	NIL
3	Sweat Equity			NIL	NIL	NIL	NIL	NIL
4	Commission			NIL	NIL	NIL	NIL	NIL
	as % of profit			NIL	NIL	NIL	NIL	NIL
	others, specify			NIL	NIL	NIL	NIL	NIL
5	Others, please specify			NIL	NIL	NIL	NIL	NIL
	Total			NIL	NIL	NIL	NIL	NIL

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/C	Authority (RD/NCLT/Court)	Appeal made if any (give
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

ANNEXURE-III

THE MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENT

Indian economy is going through a period of rapid 'financial liberalization'. Today, the 'intermediation' is being conducted by a wide range of financial institutions through a plethora of customer friendly financial products. The segment consisting of NBFCs, such as equipment leasing/hire purchase finance, loan and investment companies, etc. have made great strides in recent years and are meeting the diverse financial needs of the economy. These NBFCs provide a variety of services including fund-based and fee-based activities and cater to retail and non-retail markets and niche segments. They are being recognized as complementary to the banking sector due to their customer-oriented services, simplified procedures, attractive rates of return on deposits, flexibility and timeliness in meeting the credit needs of specified sectors.

The long term outlook for the NBFC Sector remains positive backed by the lower credit penetration and huge capital formation requirement of the Country. However in the short term the sector may find the macro-economic environment challenging for growing quality book on account of overall bearish sentiments, volatile stock market and high interest rates

FINANCIAL & BUSINESS REVIEW

F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED is currently engaged in NBFC activities & Financial Management and Advisory Services. The Company intends to continue focusing on NBFC activities including financing, Inter- corporate Investments & Capital Market activities.

Due to limited resources, company is unable to achieve the growth in the last years but management of the Company is very hopeful to achieve standards of growth in the near future. The main revenue of the Company is earned from the Interest Income and Commission Income.

Management of the Company is very hopeful to bring higher operating efficiencies within the Company based on the understanding And strength of superior Knowledge of local market and efficient and Conservative approach.

FUTURE OUTLOOK

In the upcoming years Company will strive to be achieve high revenue by way of providing financial services businesses in India focused on delivering superior customer experience through class leading services and good returns to the Company's shareholders at the same time maintaining the high levels of integrity.

KEY PERFORMANCE DRIVERS AND CAPABILITIES

The Company's long term aspiration is to play a significant role in meeting the financial requirements of retail customers as well as corporate clients. To carry out the it's long term goal and achieve its financial activities Company has formed some strategies.

ADEQUACY OF INTERNAL CONTROL

The Company has a proper and adequate system of internal control in all spheres of its activities to ensure that all its assets are safeguarded and protected against loss from unauthorized use or disposition and that the transactions are authorized, recorded and reported diligently.

The Company ensures adherence to all internal control policies and procedures as well as compliance with all regulatory guidelines.

RISKS & CONCERNS

Being a Financial company, it is exposed to specific risks that are particular to its business and the environment within which it operates, including interest rate volatility, economic cycle, credit risk and market risk. The most important among them are credit risk, market risk and operational risk. The measurement, monitoring management of risk remains key focus areas for the company.

HR & INFRASTRUCTURE DEVELOPMENT

The Company has a team of able and experienced industry professionals and employees. During the year, the company further strengthened its IT infrastructure and systems to support its operations.

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.

By Order of the Board
F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

BIMAL AGGARWAL

Managing Director

Din : 00361883

Add: 3700, Sector 23, Gurgaon-122017

Dated : 11.08.2015

Place : New Delhi

ANNEXURE-IV

LOANS, GUARANTEE, INVESTMENT

S.No.	Particulars	31/03/2015	31/03/2014
1.	Long Term loans and advances		
	Blossom E Solutions Pvt. Ltd.	5,489,000.00	5,193,000.00
	Logisys Ind. Pvt. Ltd.	5,193,000.00	5,193,000.00
	Suresh Pal Singh	4,416,588.00	4,066,588.00
	Sunita Singh	2,946,587.00	2,848,587.00
	Sweta Singh	638,000.00	638,000.00
	Abs Buildpro pvt ltd	1,614,557.00	
2.	Non Current Investment		
	Unquoted		
	YDS Securities Pvt. Ltd.826530 Equity Shares @ 10/-Each	8,265,300.00	8,265,300.00
	Texas Engineers Pvt. Ltd. 100000 Equity shares @ 10/- each	1,000,000.00	2,673,100.00

ANNEXURE-V

FORM NO. AOC.1

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures
(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)**

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs)

1. Sl. No. 1.
2. Name of the subsidiary: YDS SECURITIES PRIVATE LIMITED
3. Reporting period for the subsidiary concerned, if different from the holding company's reporting period: 01st April 2014 to 31st March 2015
4. Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries. N.A
5. Share capital : Rs .109,23,500
6. Reserves & surplus: Rs. (14, 87,986)
7. Total assets : Rs .94,58,514
8. Total Liabilities: Rs. 94, 58,514
9. Investments: Rs. 50,52,500
10. Turnover : Rs. 60000
11. Profit before taxation: Rs. 4607
12. Provision for taxation: -
13. Profit after taxation: Rs. 4607
14. Proposed Dividend: Nil
15. % of shareholding: 75.67

Notes:

The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations: NA
2. Names of subsidiaries which have been liquidated or sold during the year.: NA

ANNEXURE VI

ANNUAL EVALUATION

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.

It will be the responsibility of the Chairman who shall be supported by Company Secretary (if any) to organize the evaluation process and act on its outcome.

The results of the annual evaluation shall remain confidential between the Chairman, Directors concerned and the Company Secretary (if any).

The evaluation process will be used constructively as a mechanism to improve board effectiveness, maximise strengths and tackle weaknesses.

ANNEXURE VII

Form No. MR-3 SECRETARIAL AUDIT REPORT

For The Period 01st April, 2014 to 31st March, 2015

[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 Members,

F MEC INTERNATIONAL FINANCIAL SERVICES LIMITED

11nd Floor, Central Bank Building

13-B, Netaji Subhash Marg, Daryaganj, Delhi,

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 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** books, 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 authorized representatives during the conduct of Secretarial Audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March, 2015** 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:

We have examined the books, 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 **31st March, 2015** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The 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;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (**Not applicable to the Company during the audit period**)
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (share based employee benefits) Regulation 2014 (**Not applicable to the Company during the audit period**);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the Company during the audit period**);
 - (f) 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;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable to the Company during the audit period**); and

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable to the Company during the audit period**);
- (vi) 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 :
1. The RBI Act 1934;
 2. Prudential Norms Issued by the Reserve Banks for NBFC Companies.
 3. Labour Laws to the extent applicable
- We have also examined compliance with the applicable clauses of the following:
- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (**Not notified hence not applicable to the Company during audit period**).
 - (ii) The Listing Agreements entered into by the Company with Delhi Stock Exchange.

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 subject to the following observation:

The Company has not made some disclosures on its website as required under Companies Act 2013 and listing Agreement it is confirmed by the management that the required disclosure will be hosted on the website very soon.

We further report that :

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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.

For A. K. VERMA & CO
(Practicing Company Secretaries)

ASHOK KUMAR VERMA
(SENIOR PARTNER)
FCS : 3945
CP NO : 2568

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

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)

ASHOK KUMAR VERMA
(SENIOR PARTNER)
FCS : 3945
CP NO : 2568

Place : Delhi
Date : 11.08.2015

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF F Mec INTERNATIONAL FINANCIAL SERVICES LIMITED.

Report on the Financial Statements

We have audited the attached Balance Sheet of **F Mec INTERNATIONAL FINANCIAL SERVICES LIMITED** as at 31st March, 2015, and the Statement of Profit & Loss and cash flow statement of the Company for the year then ended and a summary of significant accounting policies and other explanatory Information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with accounting principles generally accepted in India, including the Accounting standards notified under the section 133 of the Companies Act, 2013, read with Rule 7 Companies(Accounts) Rules,2014. This responsibility includes the design, implementation and maintenance of internal control 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risks assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a. in the case of the Balance Sheet, of the state of the affairs of the company as at 31st March, 2015;
- b. in the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- c. in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, we enclose in the Annexure, a statement on the matters specified in paragraph 4 and 5 of the said order.
2. As required by Section 143(3) of the Act, We report that:-
 - a. We have 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 appears from our examination of those books;

- c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
- d. In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013, read with Rule 7 Companies(Accounts) Rules,2014;
- e. On the basis of written representations received from the directors as on 31st March, 2014 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of terms of section 164(2) of the Act;
- f. With respect to the adequacy of the Internal financial controls over financial reporting of a company and the operating effectiveness of such control
- g. With respect to the other matters to be included in Auditor's report in accordance with Rule 11 of the Companies (Audit & Auditors)Rules, 2014, in our opinion and best to 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 derivative contracts, for which there were any material foreseeable losses.
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company.

For RAJESH RANJIT & Co
Chartered Accountants
FRNO.- 021745N

RAJESH KUMAR
Partner
M No. - 506726

Place : Delhi
Dated : 28.05.2015

ANNEXURE TO AUDITORS REPORT

(As mentioned in Para 3 to Auditor's Report to the members of

M/s F Mec INTERNATIONAL FINANCIAL SERVICES LIMITED for the year ended 31st March, 2015)

1. The Company has neither acquired nor having any fixed assets for the year ended 31.03.2015
2. (i) the company has a inventory of shares only.
(ii) the procedures of physical verification of inventory followed by the management reasonable and adequate in relation to the size of the company and the nature of its business
(iii) the company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventories as compared to the book records.
3. The company has not granted any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 189 of the Act.
4. In our opinion and according to the information and explanation given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and also for the sale of goods and services. During the course of our audit, we have not observed any major weakness in internal control system.
5. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.
6. As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act
7. (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Provident Fund, , Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities in India ;
(b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes
(c) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of reporting delay in transferring such sums does not arise
8. According to the records of the company examined by us and as per the information and explanations given to us, the company has not availed of any loans from any financial institution or banks and has not issued debentures.
9. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loan taken by others from a bank or financial institution during the year
10. In our opinion, and according to the information and explanations given to us, the company has not raised any term loans during the year
11. During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the course of our audit nor have we been informed of any such instance by the Management.

For RAJESH RANJIT & Co
Chartered Accountants
FRNO. - 021745N

RAJESH KUMAR
Partner
M No. - 506726

Place : Delhi
Dated : 28.05.2015

BALANCE SHEET AS AT 31ST MARCH 2015

In Rs.

Particulars	Note	Figures as at the end of Current reporting period 31/03/15	Figures as at the end of Current reporting period 31/03/14
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	3	31,007,000.00	31,007,000.00
(b) Reserves and Surplus	4	112,551.00	46,923.00
(c) Money received against share warrants		<u>31,119,551.00</u>	<u>31,053,923.00</u>
(2) Share application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-term borrowings	5	33,739.00	33,739.00
(b) Deferred tax liabilities (Net)		-	-
(c) Other Long term liabilities		-	-
(d) Long-term provisions		<u>-</u>	<u>-</u>
		<u>33,739.00</u>	<u>33,739.00</u>
(4) Current Liabilities			
(a) Short-term borrowings			
(b) Trade payables			
(c) Other current liabilities	6	201,827.00	340,977.00
(d) Short-term provisions		<u>40,130.00</u>	<u>231,156.00</u>
		<u>241,957.00</u>	<u>572,133.00</u>
TOTAL		<u>31,395,247.00</u>	<u>31,659,795.00</u>
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets			-
(ii) Intangible assets			-
(iii) Capital work-in-progress			
(iv) Intangible assets under development			<u>-</u>
(b) Non-current investments	7	9,265,300.00	10,938,400.00
(c) Deferred tax assets (net)	8	136,260.00	136,260.00
(d) Long term loans and advances	9	20,297,732.00	17,939,175.00
(e) Other non-current assets		<u>29,699,292.00</u>	<u>29,013,835.00</u>
(2) Current assets			
(a) Current investments			
(b) Inventories			-
(c) Trade receivables			
(d) Cash and cash equivalents	10	194,337.00	245,960.00
(e) Short-term loans and advances	11	1,500,000.00	1,500,000.00
(f) Other current assets	12	<u>1,618.00</u>	<u>900,000.00</u>
		<u>1,695,955.00</u>	<u>2,645,960.00</u>
TOTAL		<u>31,395,247.00</u>	<u>31,659,795.00</u>

In terms of our attached report of even date

For RAJESH RANJIT & Co.

Chartered Accountants

FRN : 021745N

(RAJESH KUMAR)**PARTNER**

M.NO. : 506726

Place : New Delhi

Date : 28/05/2015

For and on behalf of**Fmec International Financial Services Limited****Bimal Aggarwal****(Managing Director)**

DIN-00361883

Priyanka Joshi**(Company Secretary)**

M.No. : 36608

Ramesh Kumar**(Director)**

DIN-00339542

Manoj Kumar Thakur**(Chief Financial Officer)**

PAN : AGOPT3174G

STATEMENT OF PROFIT AND LOSS FOR THE YEARD ENDED 31/03/2015

Particulars	Note	Figures as at the end of Current reporting period 31/03/15	Figures as at the end of Current reporting period 31/03/14
I. Revenue from operations	13	760,175.00	3,339,175.00
II. Other Income		-	-
III. Total Revenue (I +II)		<u>760,175.00</u>	<u>3,339,175.00</u>
IV Expenses:			
Cost of materials consumed			-
Purchase of Stock-in-Trade			-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	
Employee benefit expense			
Financial costs	14	3,088.00	110.00
Depreciation and amortization expense			
Other expenses	15	651,329.00	41,871.00
Total Expenses		<u>654,417.00</u>	<u>41,981.00</u>
V. Profit before exceptional and extraordinary items and tax (I II - IV)		105,758.00	3,297,194.00
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		105,758.00	3,297,194.00
VIII. Extraordinary Items		-	-
IX Profit after extraordinary items and before tax (VII - VIII)		105,758.00	3,297,194.00
X Tax expense:			
(1) Current tax		40,130.00	231,156.00
(2) Deferred tax			-
XI Profit(Loss) for the period from continuing operations		65,628.00	3,066,038.00
XII Profit/(loss) from discontinuing operations		-	-
XIII Tax expense of discontinuing operations		-	-
Prior Period MAT W/off		-	-
Prior Period Deferred Tax Adjustment		-	-
XIV Profit(Loss) for the period		65,628.00	3,066,038.00
Transfer to reserve for bad and doubtful debts(As per RBI ACT)		50,744.33	44,847.94
Transfer to special reserve		13,125.60	613,207.60
Transfer to Reservr & Surplus		1,758.07	2,407,982.46
XV Earning per equity share:			
(1) Basic		0.02	0.99
(2) Diluted		-	-

In terms of our attached report of even date
For RAJESH RANJIT & Co.
Chartered Accountants
FRN : 021745N

(RAJESH KUMAR)
PARTNER
M.NO. : 506726

Place : New Delhi
Date : 28/05/2015

For and on behalf of
Fmec International Financial Services Limited

Bimal Aggarwal
(Managing Director)
DIN-00361883

Priyanka Joshi
(Company Secretary)
M.No. : 36608

Ramesh Kumar
(Director)
DIN-00339542

Manoj Kumar Thakur
(Chief Financial Officer)
PAN : AGOPT3174G

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015

Particulars	Note	As at 31 March 2015	As at 31 March 2014
A. Cash Flow from Operating Activities			
Net Profit before Tax & Extraordinary items		105,758.00	3,297,194.00
Adjustments for:			
Depreciation		-	-
Loss on Sale of Assets		-	-
Interest		-	-
Preliminary Expenses Written off		-	-
Operating Profit before Working Capital Change		105,758.00	3,297,194.00
Adjustment for:			
Trade and other receivables		898,382.00	(900,000.00)
Inventories		-	-
Trade Payables	(330,176.00)		273,027.00
Loans & Advances	(685,457.00)	(2,439,175.00)	
Cash generated from operations	(11,493.00)		231,046.00
Tax Paid		-	-
Interest Paid		-	-
Income tax adjustment	(40,130.00)	(231,156.00)	
Net Cash from Operating Activities	(51,623.00)		(110.00)
B. Cash Flow from Investing Activities			
Purchase of Fixed Assets		-	-
Sale of Fixed Assets		-	-
Sales of Investments		-	-
Net Cash used in Investing activities		-	-
C. Cash Flow from Financing Activities			
Proceeds from Long Term Borrowings		-	-
Net Cash from Financing Activities		-	-
Net Increase in Cash and cash equivalents (A+B+C)	(51,623.00)		(110.00)
Cash and cash Equivalents as at the beginning of the Year		245,960.00	246,070.00
Cash and cash equivalents as the close of the Year		194,337.00	245,960.00

In terms of our attached report of even date

For RAJESH RANJIT & Co.

Chartered Accountants

FRN : 021745N

(RAJESH KUMAR)**PARTNER**

M.NO. : 506726

Place : New Delhi

Date : 28/05/2015

For and on behalf of**Fmec International Financial Services Limited****Bimal Aggarwal****(Managing Director)**

DIN-00361883

Priyanka Joshi**(Company Secretary)**

M.No. : 36608

Ramesh Kumar**(Director)**

DIN-00339542

Manoj Kumar Thakur**(Chief Financial Officer)**

PAN : AGOPT3174G

NOTES FORMING INTEGRAL PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2015

1. CORPORATE INFORMATION

FMEC International Financial Services Limited (the company) is a Limited company domiciled in India and incorporated under provision of Companies Act, 1956 as on 7th June 1993 and is Holding of YDS Securities Private Limited. The company is engaged in the business of Financing and providing Consultancy.

2. BASIS OF PREPARATION OF ACCOUNTS

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as specified under Section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The Financial Statements has been prepared on the accrual basis and under the historical cost convention. The Management evaluates all recently issued or revised accounting standards on an on-going basis.

The Accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except for the change in accounting policy explained below.

2.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

i) CHANGE IN ACCOUNTING POLICY

PRESENTATION AND DISCLOSURE OF FINANCIAL STATEMENTS

During the year ended 31st March 2015, the revised Schedule III notified under the Companies Act, 2013, has become applicable to the company for the preparation and presentation of its Financial Statements. The adoption of revised schedule III does not impact recognition and measurement principles followed for preparation of Financial Statements. However it has significant impact on the presentation and disclosures made in Financial Statements.

The company has also reclassified the previous year figures in accordance with requirement as applicable in the current year.

ii) USE OF ESTIMATES

The preparation of financial statements requires the management of the Company to make estimates and assumptions that affect the reported balance of Assets and Liabilities and disclosures related to the contingent liabilities as at the date of financial statements and reported accounts of revenues and expenses during the period. Actual results could differ from those estimates. Any revision of accounting estimates is recognized in accordance with the requirement of the respective accounting standard.

iii) TANGIBLE ASSETS AND DEPRECIATION

The company has neither acquired any asset nor having any Fixed Assets as on the date of Balance sheet

iv) INVESTMENT

Investments are valued at cost.

v) REVENUE RECOGNITION

Revenue is recognized on mercantile basis to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

vi) TAX EXPENSES

Tax expense comprises of current tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act 1961 enacted in India. The tax rates and tax laws used to compute the amount are those as enacted, at operating date.

Deferred Taxation is provided using the liability method in respect of the taxation effect arising from all material timing difference between the accounting and tax treatment for Income and Expenditure, which are expected with reasonable probability to crystallize in the foreseeable future.

Deferred Tax benefits are recognized in the financial statements only to the extent of any deferred tax liability or when such benefits are reasonable expected to be realizable in the near future.

Deferred Tax Assets and liabilities are measured at tax rates that have been enacted or substantively enacted by the balance sheet date.

vii) EVENTS OCCURRING AFTER BALANCE SHEET DATE:

No significant events which could affect the financial position as on 31-03-2015 to a material extent have been reported by the assessee, after the balance sheet date till the signing of report.

viii) PRIOR PERIOD AND EXTRAORDINARY ITEMS :

There are no material changes or credits which arise in the current period, on accounts of errors and omission in the preparation of the financial statements for the one or more prior periods.

ix) EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity share outstanding during the year

x) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

PROVISIONS

A provision is recognized when an enterprise has a present obligation as a result of past event. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

CONTINGENT LIABILITIES

A contingent liability is disclosed where, as a result of past events, there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow or resources is remote, no provision or disclosure is made.

CONTINGENT ASSETS

Contingent Assets are neither recognized nor disclosed.

Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015

Note No.	Particulars	Figures for the current reporting period 31/03/15		Figures for the previous reporting period 31/03/14	
3.	Share Capital				
	Authorised				
	3500000(3500000) Equity Shares of Rs. 10/- Par Value		35,000,000.00		35,000,000.00
			<u>35,000,000.00</u>		<u>35,000,000.00</u>
	Issued				
	3100700(3100700) Equity Shares of Rs. 10/- Par Value		31,007,000.00		31,007,000.00
			<u>31,007,000.00</u>		<u>31,007,000.00</u>
	Subscribed				
	3100700(3100700) Equity Shares of Rs. 10/- Par Value		31,007,000.00		31,007,000.00
			<u>31,007,000.00</u>		<u>31,007,000.00</u>
	Paidup				
	3100700(3100700) Equity Shares of Rs. 10/- Par Value fully paidup		31,007,000.00		31,007,000.00
			<u>31,007,000.00</u>		<u>31,007,000.00</u>
3.1	Detail of shareholding more than 5% of the shareholding				
	Particular	31/03/2015	% Held	31/03/2014	% Held
	Kedar Nath Singhania	449,100.00	14.48%	449,100.00	14.48%
	Pankaj Kumar Jain	199,600.00	6.44%	199,600.00	6.44%
3.2	Reconciliation of shares outstanding at the begning and at the end of the reporting date				
	Particular	31/03/2015		31/03/2014	
		No. of Shares	Amount	No. of Shares	Amount
	Number of Shares a the beginning	3,100,700	31,007,000	3,100,700.00	31,007,000.00
	Add: Issue	-	-	-	-
	Less: Bought Back	-	-	-	-
	Add: Other	-	-	-	-
	Number of Shares at the end	3,100,700	31,007,000	3,100,700.00	31,007,000.00
4. 1.	Reserve and Surplus		31/03/2015		31/03/2014
	Profit & Loss				
	Balance B/f		46,923.00		(3,019,115.00)
	Amount Transferred From Statement of P&L		1,758.07		2,407,983.00
	Amount Transferred from Sundries		-		-
			<u>48,681.07</u>		<u>(611,132.00)</u>
	Less:				
	Appropriation and Allocation		-		-
			-		-
	Total		<u>48,681.07</u>		<u>(611,132.00)</u>
2.	Special Reserve (1) as per RBI ACT				
	Balance B/f		-		-
	Amount Transferred From Statement of P&L		13,125.60		613,207.00
	Amount Transferred from Sundries		-		-
			<u>13,125.60</u>		<u>613,207.00</u>
	Less:				
	Appropriation and Allocation		-		-
			-		-
	Total		<u>13,125.60</u>		<u>613,207.00</u>

3. Reserve for Bad and Doubtful debts (As Per RBI ACT)	31/03/2015	31/03/2014
Balance B/f	-	-
Amount Transferred From Statement of P&L	50,744.33	44,848.00
Amount Transferred from Sundries	-	-
	<u>50,744.33</u>	<u>44,848.00</u>
Less:		
Appropriation and Allocation	-	-
	<u>-</u>	<u>-</u>
Total	50,744.33	44,848.00
Total (1+2+3)	112,551.00	46,923.00
5. Long Term Borrowings	31/03/2015	31/03/2014
Loan and Advances From Subsidiary Company		
Unsecured Loans:-		
YDS Securities Pvt. Ltd.	33,739.00	33,739.00
	<u>33,739.00</u>	<u>33,739.00</u>
6. Other Current Liabilities	31/03/2015	31/03/2014
Others Payables to related parties		
Texas Engineers Pvt. Ltd.	-	21,223.00
Expenses Payables		
LISTING FEE PAYABLE	-	239,873.00
PROFESSIONAL FEES PAYABLE	-	2,206.00
AUDIT FEES PAYABLE	27,000.00	59,017.00
PANKAJ BANSAL	156,750.00	-
EXPENSES PAYABLE	18,077.00	18,658.00
	<u>201,827.00</u>	<u>340,977.00</u>
7. Non Current Investments	31/03/2015	31/03/2014
Investments		
Unquoted	Face Value	Quantity
YDS Securities Pvt. Ltd.	10	826,530.00
Texas Engineers Pvt. Ltd.	10	100,000.00
		8,265,300.00
		2,673,100.00
		<u>9,265,300.00</u>
		<u>10,938,400.00</u>
8. Deferred Tax Assets/ (Liability)	31/03/2015	31/03/2014
Deferred Tax Assets	136,260.00	136,260.00
	<u>136,260.00</u>	<u>136,260.00</u>
9. Long-term loans and advances	31/03/2015	31/03/2014
Long Term Loans and Advances to be recoverable in cash or in kind		
Unsecured Considered good		
Blossom E Solutions Pvt. Ltd.	5,489,000.00	5,193,000.00
Logisys Ind. Pvt. Ltd.	5,193,000.00	5,193,000.00
Suresh Pal Singh	4,416,588.00	4,066,588.00
Sunita Singh	2,946,587.00	2,848,587.00
Sweta Singh	638,000.00	638,000.00
Abs Buildpro pvt ltd	1,614,557.00	
	<u>20,297,732.00</u>	<u>17,939,175.00</u>

10. Cash and cash equivalents	31/03/2015	31/03/2014
Cash in Hand	178,124.00	242,005.00
Balance With Banks		
Current Account	-	-
UNION BANK OF INDIA	16,213.00	3,955.00
	<u>194,337.00</u>	<u>245,960.00</u>
11. Short-term loans and advances	31/03/2015	31/03/2014
Unsecured Advances to related Parties		
Unsecured Considered good		
Texas Engineers Pvt. Ltd.		-
Other advances		
Advance for shares	1,500,000.00	1,500,000.00
	<u>1,500,000.00</u>	<u>1,500,000.00</u>
12. Other current assets	31/03/2015	31/03/2014
Commission Receivable	-	810,000.00
TDS AY. 2015-16	1,618.00	90,000.00
	<u>1,618.00</u>	<u>900,000.00</u>
13. Revenue from operations	31/03/2015	31/03/2014
Income from Services		
Consultancy & Commission Income	-	900,000.00
Interest income	760,175.00	2,426,000.00
	<u>760,175.00</u>	<u>3,326,000.00</u>
14. Finance costs	31/03/2015	31/03/2014
BANK CHARGES	3,088.00	110.00
	<u>3,088.00</u>	<u>110.00</u>
15. Other Expenses	31/03/2015	31/03/2014
AUDITOR'S FEES	27,000.00	20,000.00
LISTING FEES	519,127.00	7,500.00
PROFESSIONAL FEE	30,000.00	-
ADVERTISEMENT EXPENSES	17,408.00	-
ROC CHARGES	25,200.00	2,000.00
MEETING FEE		9,000.00
INTEREST	15,589.00	-
OFFICE EXPENSES	17,005.00	
COMPLIANCE FEE		3,371.00
	<u>651,329.00</u>	<u>41,871.00</u>

16. AUDITOR'S REMUNERATION

(IN RS.)

Particulars	2014-15	2013-14
Auditors' Remuneration		
Statutory Audit Fee	27,000	20,000
In other capacity	-	-
TOTAL	27,000	20,000

17. EARNING PER SHARE

Basic earnings per share is calculated in accordance with the provisions of Accounting Standard-20 "Earnings per Share" are given hereunder:

PARTICULARS	2014-15	2013-14
Net Profit after Tax attributable to Equity Shareholders (Rs.)	65,628	30,66,038
Weighted Average number of Equity Shares	31,00,700	31,00,700
Basic Earnings per Share (Face Value Rs. 10) (Rs.)	0.02	0.99

18. RELATED PARTY DISCLOSURE

I. NAMES OF RELATED PARTIES:

- a. The company is Holding of YDS Securities Pvt. Ltd
- b. Key Management Personnel:

Name	Designation
Mr. Bimal Aggarwal	Managing Director

19. Segment information for the year ended 31st March, 2015 as per accounting standard issued by the institute of Chartered Accountants of India are as under. Previous years figures are indicated in brackets.

Segment reporting	Sale	Loan	Unallocable	Total
Segment Revenue	0	0	7.60	7.60
External	(0)	(0)	(33.39)	(33.39)
Intersegment	-	-	-	-
Total Revenue	0	0	7.60	7.60
	(0)	(0)	(33.39)	(33.39)
Segment Results				
Profit/Loss before	0	0	1.05	1.05
Depreciation Amortization	(0)	(0)	(32.97)	(32.97)
Interest , Tax and Unallocable Overheads.				
Less: Depreciation and Amortization			0	0
			(0)	(0)
Less: Interest and Financial charges			0	0
			(0)	(0)
Profit/Loss before taxation			1.05	1.05
			(32.97)	(32.97)
Provision for taxation (Current)		□	0.40	0.40
			(2.31)	(2.31)
Provision for Taxation (Deferred)			0	0
Net Profit after Tax			0.65	0.65
			(30.66)	(30.66)

Assets used in the company's business or liabilities contracted have not been identified to any of the reportable segment as all the assets and services are used interchangeably between segments. The company believes that it is currently not practicable to provide segment disclosure relating to total assets and liabilities since a meaningful segregation of available data is onerous.

20. In the opinion of the directors, current assets and advances have a value on realization in the ordinary course of the business at least equal to the amount at which these have been stated in the Balance Sheet.
21. Balances of Sundry Creditors/Debtors are subject to confirmation/reconciliation, which in the opinion of the management is not significant, adjustments, if any will be carried out as and when settled. However accounts have been reconciled on the basis of materiality.
22. The company is a small and medium sized company as defined in the General Instruction in respect of Accounting Standard notified under the Companies Act, 1956. Accordingly, the Company has complied with the Accounting Standard as applicable to small and Medium Sized Company.
23. There is no contingent liability as Certified by the management of the company.
24. All the known liabilities have been provided for and there are no disputed liabilities as confirmed by the management of the company.

In terms of our attached report of even date
For RAJESH RANJIT & Co.
Chartered Accountants
FRN : 021745N

(RAJESH KUMAR)
PARTNER
M.NO. : 506726

Place : New Delhi
Date : 28/05/2015

For and on behalf of
Fmec International Financial Services Limited

Bimal Aggarwal
(Managing Director)
DIN-00361883

Priyanka Joshi
(Company Secretary)
M.No. : 36608

Ramesh Kumar
(Director)
DIN-00339542

Manoj Kumar Thakur
(Chief Financial Officer)
PAN : AGOPT3174G

FORM NO. AOC.1

**Statement containing salient features of the financial statement of
subsidiaries/associate companies/joint ventures**
*(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of
Companies (Accounts) Rules, 2014)*

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs)

1. Sl. No.	1.
2. Name of the subsidiary:	YDS SECURITIES PRIVATE LIMITED
3. Reporting period for the subsidiary concerned, if different from the holding company's reporting period:	01 st April 2014 to 31 st March 2015
4. Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	N.A
5. Share capital :	Rs .109,23,500
6. Reserves & surplus:	Rs. (14, 87,986)
7. Total assets :	Rs .94,58,514
8. Total Liabilities:	Rs. 94, 58,514
9. Investments:	Rs. 50,52,500
10. Turnover :	Rs. 60000
11. Profit before taxation:	Rs. 4607
12. Provision for taxation:	-
13. Profit after taxation:	Rs. 4607
14. Proposed Dividend:	Nil
15. % of shareholding:	75.67

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations: NA
2. Names of subsidiaries which have been liquidated or sold during the year.: NA

INDEPENDENT AUDITOR'S REPORTS

TO THE MEMBERS OF F Mec INTERNATIONAL FINANCIAL SERVICES LIMITED ON THE CONSOLIDATED FINANCIAL STATEMENTS Fmec INTERNATIONAL FINANCIALS SERVICES LIMITED AND ITS SUBSIDIARY YDS SECURITIES PVT. LTD.

Report on the Consolidated Financial Statements

We have audited the attached consolidated Balance Sheet of M/s FMec International Financial Services Limited and its subsidiary M/s YDS Securities Pvt. Ltd. as at 31 March 2015 and the consolidated statement of Profit & Loss for the Year ended on that date annexed thereto and a summary of significant accounting policies and other explanatory Information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with accounting principles generally accepted in India, including the Accounting standards notified under the section 133 of the Companies Act, 2013, read with Rule 7 Companies(Accounts) Rules,2014. This responsibility includes the design, implementation and maintenance of internal control 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risks assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

We report that the consolidated financial statements have been prepared by the company in accordance with the requirements of Accounting Standard (AS) 21, consolidated financial statements, issued by The Institute of Chartered Accountants of India and on the basis of separate audited financial statements of F Mec International Financial Services Limited and its subsidiary included in the consolidated financial statements.

Opinion

On the basis of information and explanations given to us and on the consideration of separate audit reports on individual audited financial statements of F-Mec International Financial Services Limited and its aforesaid subsidiary, the said financial statements give a true and fair view:

1. In so far as it relates to the Consolidated Balance Sheet, of the state of affairs of the Company as at 31st March 2015, and
2. In so far as relates to the Consolidated statement of Profits & Loss, of the Profit for the year ended on that date.
3. The consolidated cash flow statement of the consolidated cash flows of the company and its subsidiary for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, we enclose in the Annexure, a statement on the matters specified in paragraph 3 and 4 of the said order.
2. As required by Section 143(3) of the Act, We report that:-
 - a. We have 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 appears from our examination of those books;

- c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
- d. In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013, read with Rule 7 Companies (Accounts) Rules, 2014;
- e. On the basis of written representations received from the directors as on 31st March, 2015 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2015 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 over financial reporting of a company and the operating effectiveness of such control
- g. With respect to the other matters to be included in Auditor's report in accordance with Rule 11 of the Companies (Audit & Auditors) Rules, 2014, in our opinion and best to 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 derivative contracts, for which there were any material foreseeable losses.
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company.

For RAJESH RANJIT & Co
Chartered Accountants
FRNO.- 021745N

RAJESH KUMAR
Partner
M No. - 506726

Place : Delhi
Date : 28.05.2015

ANNEXURE TO AUDITORS REPORT

(As mentioned in Para 3 to Auditor's Report to the members of
F Mec INTERNATIONAL FINANCIAL SERVICES LIMITED for the year ended 31st March, 2015)

1. The Company has neither acquired nor having any fixed assets for the year ended 31.03.2015
2. (i) the company has a inventory of shares only.
(ii) the procedures of physical verification of inventory followed by the management reasonable and adequate in relation to the size of the company and the nature of its business
(iii) the company has maintained proper records of inventories. As explained to us, there was no material discrepancies noticed on physical verification of inventories as compared to the book records.
3. The company has not granted any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 189 of the Act
4. In our opinion and according to the information and explanation given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and also for the sale of goods and services. During the course of our audit, we have not observed any major weakness in internal control system.
5. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.
6. As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act
7. (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Provident Fund, , Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities in India ;
(b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes
- © There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of reporting delay in transferring such sums does not arise
8. According to the records of the company examined by us and as per the information and explanations given to us, the company has not availed of any loans from any financial institution or banks and has not issued debentures.
9. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loan taken by others from a bank or financial institution during the year
10. In our opinion, and according to the information and explanations given to us, the company has not raised any term loans during the year
11. During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the course of our audit nor have we been informed of any such instance by the Management.

For RAJESH RANJIT & Co
Chartered Accountants
FRNO.- 021745N

RAJESH KUMAR
Partner
M No. - 506726

Place : Delhi
Date : 28.05.2015

CONSOLIDATED BALANCE SHEET AS AT 31/03/2015

In Rs.

Particulars	Note	Figures as at the end of Current reporting period 31/03/15	Figures as at the end of Current reporting period 31/03/14
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	3	31,007,000.00	31,007,000.00
(b) Reserves and Surplus	4	(1,377,105.00)	(1,445,670.00)
(c) Money received against share warrants			
		<u>29,629,895.00</u>	<u>29,561,330.00</u>
Minority Interest		2,658,200.00	2,658,200.00
(2) Share application money pending allotment		-	-
(3) Non-Current Liabilities			
(a) Long-term borrowings	5	-	-
(b) Deferred tax liabilities (Net)		-	-
(c) Other Long term liabilities		-	-
(d) Long-term provisions		-	-
		<u>-</u>	<u>-</u>
(4) Current Liabilities			
(a) Short-term borrowings			
(b) Trade payables			
(c) Other current liabilities	6	224,827.00	360,520.00
(d) Short-term provisions		41,800.00	231,156.00
		<u>266,627.00</u>	<u>591,676.00</u>
TOTAL		<u>32,554,722.00</u>	<u>32,811,206.00</u>
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets		-	-
(ii) Intangible assets		-	-
(iii) Capital work-in-progress			
(iv) Intangible assets under development		-	-
		<u>-</u>	<u>-</u>
(b) Non-current investments	7	6,052,500.00	7,725,600.00
(c) Deferred tax assets (net)	8	204,428.00	204,428.00
(d) Long term loans and advances	9	22,957,732.00	20,855,268.00
(e) Other non-current assets			
		<u>29,214,660.00</u>	<u>28,785,296.00</u>
(2) Current assets			
(a) Current Investments		-	-
(b) Inventories	10	1,985.00	1,985.00
(c) Trade receivables			
(d) Cash and cash equivalents	11	495,259.00	282,725.00
(e) Short-term loans and advances	12	2,841,200.00	2,841,200.00
(f) Other current assets	13	1,618.00	900,000.00
		<u>3,340,062.00</u>	<u>4,025,910.00</u>
TOTAL		<u>32,554,722.00</u>	<u>32,811,206.00</u>

In terms of our attached report of even date
For RAJESH RANJIT & Co.
Chartered Accountants
FRN : 021745N

(RAJESH KUMAR)
PARTNER
M.NO. : 506726

Place : New Delhi
Date : 28/05/2015

For and on behalf of
Fmec International Financial Services Limited

Bimal Aggarwal
(Managing Director)
DIN-00361883

Priyanka Joshi
(Company Secretary)
M.No. : 36608

Ramesh Kumar
(Director)
DIN-00339542

Manoj Kumar Thakur
(Chief Financial Officer)
PAN : AGOPT3174G

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31/03/2015

Particulars	Note	Figures as at the end of Current reporting period 31/03/15	Figures as at the end of Current reporting period 31/03/14
I. Revenue from operations		14 820,175.00	3,339,175.00
II. Other Income		-	-
III. Total Revenue (I +II)		820,175.00	3,339,175.00
IV. Expenses:			
Cost of materials consumed		-	-
Purchase of Stock-in-Trade			
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
Employee benefit expense		-	-
Financial costs	15	4,615.00	1,664.00
Depreciation and amortization expense		-	-
Other expenses	16	705,195.00	59,213.00
Total Expenses		709,810.00	60,877.00
V. Profit before exceptional and extraordinary items and Tax (III-IV)		110,365.00	3,278,298.00
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V-VI)		110,365.00	3,278,298.00
VIII. Extraordinary Items		-	-
IX. Profit after extraordinary items and before tax (VII - VIII)		110,365.00	3,278,298.00
X. Tax expense:			
(1) Current tax	17	41,800.00	231,156.00
(2) Deferred tax		-	-
XI. Profit(Loss) for the period from continuing operations		68,565.00	3,047,142.00
XII. Profit/(loss) from discontinuing operations		-	-
XIII. Tax expense of discontinuing operations		-	-
Prior Period MAT W/off		-	-
Prior Period Deferred Tax Adjustment		-	-
XIV. Profit(Loss) for the period		68,565.00	3,047,142.00
XV. Earning per equity share:			
(1) Basic		0.02	0.98
(2) Diluted		-	-

In terms of our attached report of even date
For RAJESH RANJIT & Co.
Chartered Accountants
FRN : 021745N

(RAJESH KUMAR)
PARTNER
M.NO. : 506726

Place : New Delhi
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For and on behalf of
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(Director)
DIN-00339542

Manoj Kumar Thakur
(Chief Financial Officer)
PAN : AGOPT3174G

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015

Particulars	Note	As at 31 March 2015	As at 31 March 2014
A. Cash Flow from Operating Activities			
Net Profit before Tax & Extraordinary items		110,365.00	3,278,298.00
Adjustments for:			
Depreciation		-	-
Other adjustment		-	-
Interest		-	-
Preliminary Expenses/Written off		-	-
Operating Profit before Working Capital Change		<u>110,365.00</u>	<u>3,278,298.00</u>
Adjustment for:			
Trade and other receivables		898,382.00	(900,000.00)
Inventories			
Trade Payables		(325,049.00)	274,027.00
Loans & Advances		(429,364.00)	(2,439,175.00)
Cash generated from operations		<u>254,334.00</u>	<u>213,150.00</u>
Tax Paid			
Interest Paid			
Income tax adjustment		(41,800.00)	(231,156.00)
Net Cash from Operating Activities		<u><u>212,534.00</u></u>	<u><u>(18,006.00)</u></u>
B. Cash Flow from Investing Activities			
Purchase of Investment			-
Sale of Fixed Assets			-
Capital expenses			-
Sales of OTCEI Ticket			-
Net Cash used in Investing activities		<u><u>-</u></u>	<u><u>-</u></u>
C. Cash Flow from Financing Activities			
Proceedes from Share Application Money			-
Minority Interest			-
Proceedes from Long Term Borrowings			-
Net Cash from Financing Activities		<u><u>-</u></u>	<u><u>-</u></u>
Net Increase in Cash and cash equivalents (A+B+C)		212,534.00	(18,006.00)
Cash and cash Equivalents as at the beginning of the Year		#REF!	#REF!
Cash and cash equivalents as the close of the Year		<u><u>#REF!</u></u>	<u><u>#REF!</u></u>

In terms of our attached report of even date

For RAJESH RANJIT & Co.

Chartered Accountants

FRN : 021745N

(RAJESH KUMAR)
PARTNER

M.NO. : 506726

Place : New Delhi

Date : 28/05/2015

For and on behalf of**Fmec International Financial Services Limited****Bimal Aggarwal**
(Managing Director)
DIN-00361883**Priyanka Joshi**
(Company Secretary)
M.No. : 36608**Ramesh Kumar**
(Director)
DIN-00339542**Manoj Kumar Thakur**
(Chief Financial Officer)
PAN : AGOPT3174G

CONSOLIDATED NOTES FORMING INTEGRAL PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2015.**1. CORPORATE INFORMATION**

FMEC International Financial Services Limited (the company) is a Limited company domiciled in India and incorporated under provision of Companies Act, 1956 as on 7th June 1993 and is Holding of YDS Securities Private Limited. The company is engaged in the business of Financing and providing Consultancy.

2. BASIS OF PREPARATION OF ACCOUNTS

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as specified under Section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The Financial Statements has been prepared on the accrual basis and under the historical cost convention. The Management evaluates all recently issued or revised accounting standards on an on-going basis.

The Accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except for the change in accounting policy explained below.

2.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**i) CHANGE IN ACCOUNTING POLICY****PRESENTATION AND DISCLOSURE OF FINANCIAL STATEMENTS**

During the year ended 31st March 2015, the revised Schedule III notified under the Companies Act, 2013, has become applicable to the company for the preparation and presentation of its Financial Statements. The adoption of revised schedule III does not impact recognition and measurement principles followed for preparation of Financial Statements. However it has significant impact on the presentation and disclosures made in Financial Statements. The company has also reclassified the previous year figures in accordance with requirement as applicable in the current year.

ii) Principles of Consolidation:

- a) The Consolidated Financial Statements (CFS) comprise the financial statements of FMec International Financial Services Limited and its subsidiary - YDS Securities Pvt. Ltd. as on 31st March 2015.
- b) The consolidated financial statements have been prepared using uniform accounting policies, in accordance with the generally accepted accounting policies.
- c) The effects of intra group transactions are eliminated in consolidated.

iii) USE OF ESTIMATES

The preparation of financial statements requires the management of the Company to make estimates and assumptions that affect the reported balance of Assets and Liabilities and disclosures related to the contingent liabilities as at the date of financial statements and reported accounts of revenues and expenses during the period. Actual results could differ from those estimates. Any revision of accounting estimates is recognized in accordance with the requirement of the respective accounting standard.

iv) TANGIBLE ASSETS AND DEPRECIATION

The company has neither acquired any asset nor having any Fixed Assets as on the date of Balance sheet

v) INVESTMENT

Investments are valued at cost.

vi) INVENTORIES:

Inventories comprise of shares /securities are valued at lower of cost or net realizable value.

vii) REVENUE RECOGNITION

Revenue is recognized on mercantile basis to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

viii) TAX EXPENSES

Tax expense comprises of current tax. Current income tax is measured at the amount expected to be paid to

the tax authorities in accordance with the Indian Income Tax Act 1961 enacted in India. The tax rates and tax laws used to compute the amount are those as enacted, at operating date.

Deferred Taxation is provided using the liability method in respect of the taxation effect arising from all material timing difference between the accounting and tax treatment for Income and Expenditure, which are expected with reasonable probability to crystallize in the foreseeable future.

Deferred Tax benefits are recognized in the financial statements only to the extent of any deferred tax liability or when such benefits are reasonable expected to be realizable in the near future.

Deferred Tax Assets and liabilities are measured at tax rates that have been enacted or substantively enacted by the balance sheet date.

ix) EVENTS OCCURRING AFTER BALANCE SHEET DATE:

No significant events which could affect the financial position as on 31-03-2015 to a material extent have been reported by the assessee, after the balance sheet date till the signing of report.

x) PRIOR PERIOD AND EXTRAORDINARY ITEMS:

There are no material changes or credits which arise in the current period, on accounts of errors and omission in the preparation of the financial statements for the one or more prior periods.

xi) EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity share outstanding during the year

xii) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

PROVISIONS

A provision is recognized when an enterprise has a present obligation as a result of past event. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

CONTINGENT LIABILITIES

A contingent liability is disclosed where, as a result of past events, there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow or resources is remote, no provision or disclosure is made.

CONTINGENT ASSETS

Contingent Assets are neither recognized nor disclosed.

Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

CONSOLIDATED NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015

Note No.	Particulars	Figures for the current reporting period 31/03/15		Figures for the previous reporting period 31/03/14	
3.	Share Capital				
	Authorised				
	3500000(3500000) Equity Shares of Rs. 10/- Par Value		35,000,000.00		35,000,000.00
			35,000,000.00		35,000,000.00
	Issued				
	3100700(3100700) Equity Shares of Rs. 10/- Par Value		31,007,000.00		31,007,000.00
			31,007,000.00		31,007,000.00
	Subscribed				
	3100700(3100700) Equity Shares of Rs. 10/- Par Value		31,007,000.00		31,007,000.00
			31,007,000.00		31,007,000.00
	Paidup				
	3100700(3100700) Equity Shares of Rs. 10/- Par Value fully paidup		31,007,000.00		31,007,000.00
			31,007,000.00		31,007,000.00
3.1	Detail of shareholding more than 5% of the shareholding				
	Particular	31/03/2015	% Held	31/03/2014	% Held
	Kedar Nath Singhanian	449,100.00	14.48%	449,100.00	14.48%
	Pankaj Kumar Jain	199,600.00	6.44%	199,600.00	6.44%
	Suresh Pal Singh	179,450.00	5.79%	-	-
	Shweta Singh	180,875.00	5.83%	-	-
	Sunita Singh	170,050.00	5.48%	-	-
3.2	Reconciliation of shares outstanding at the begning and at the end of the reporting date				
	Particular	31/03/2015		31/03/2014	
		No. of Shares	Amount	No. of Shares	Amount
	Number of Shares a the beginning	3,100,700	31,007,000	3,100,700.00	31,007,000.00
	Add: Issue	-	-	-	-
	Less: Bought Back	-	-	-	-
	Add: Other	-	-	-	-
	Number of Shares at the end	3,100,700	31,007,000	3,100,700.00	31,007,000.00
4.	Reserve and Surplus		31/03/2015		31/03/2014
	Surplus				
	Balance B/f		(2,369,170.00)		(5,416,312.00)
	Amount Transferred From Statement of P&L		68,565.00		3,047,142.00
	Amount Transferred from Sundries				
			(2,300,605.00)		(2,369,170.00)
	Share Premium Account		923,500.00		923,500.00
			(1,377,105.00)		(1,445,670.00)
	Total		(1,377,105.00)		(1,445,670.00)
5.	Long Term Borrowings		31/03/2015		31/03/2014
	Loan and Advances From Subsidiary Company				
	Unsecured Loans:-				
	YDS Securities Pvt. Ltd.		-		-
			-		-

	31/03/2015	31/03/2014
6. Other Current Liabilities		
Others Payables to related parties		
Texas Engineers Pvt. Ltd.	-	21,223.00
Expenses Payables		
LISTING FEE PAYABLE	-	239,873.00
PROFESSIONAL FEES PAYABLE	-	2,206.00
AUDIT FEES PAYABLE	50,000.00	75,313.00
PANKAJ BANSAL	156,750.00	-
EXPENSES PAYABLE	18,077.00	18,658.00
	<u>224,827.00</u>	<u>360,520.00</u>
7. Non Current Investments		
Investments		
Unquoted		
Texas Engineers Pvt. Ltd.	1,000,000.00	2,673,100.00
Investments (Quoted)		
Equity Shares		
Sky Line India Ltd.	222,500.00	222,500.00
Capfin India Ltd.	1,000,000.00	1,000,000.00
Investments (Unquoted)		
Sonia Finvest Pvt. Ltd.		2,100,000.00
Genius Finvest Pvt. Ltd.	3,830,000.00	1,730,000.00
	<u>6,052,500.00</u>	<u>7,725,600.00</u>
8. Deferred Tax Assets/ (Liability)		
Deferred Tax Assets	204,428.00	204,428.00
	<u>204,428.00</u>	<u>204,428.00</u>
9. Long-term loans and advances		
Long Term Loans and Advances to be recoverable in cash or in kind		
Unsecured Considered good		
Blossom E Solutions Pvt. Ltd.	5,489,000.00	5,193,000.00
Logisys Ind. Pvt. Ltd.	5,193,000.00	5,193,000.00
Suresh Pal Singh	4,416,588.00	4,066,588.00
Sunita Singh	2,946,587.00	2,848,587.00
Sweta Singh	1,298,000.00	1,238,000.00
Bimal Aggarwal	-	316,093.00
Charanjeet Bawa	2,000,000.00	2,000,000.00
ABS BUILDPRO PVT LTD	1,614,557.00	-
	<u>22,957,732.00</u>	<u>20,855,268.00</u>
10. Inventories		
Other Closing Stock	1,985.00	1,985.00
	<u>1,985.00</u>	<u>1,985.00</u>
11. Cash and cash equivalents		
Cash in Hand	333,240.00	275,368.00
Balance With Banks		
Current Account	-	-
UNION BANK OF INDIA	162,019.00	7,357.00
	<u>495,259.00</u>	<u>282,725.00</u>

12. Short-term loans and advances	31/03/2015	31/03/2014
Unsecured Advances to related Parties		
Unsecured Considered good		
Texas Engineers Pvt. Ltd.		-
Advance for shares / Other advances	2,841,200.00	2,841,200.00
	2,841,200.00	2,841,200.00
13. Other current assets	31/03/2015	31/03/2014
Commission Receivable	-	810,000.00
TDS AY. 2015-16	1,618.00	90,000.00
	1,618.00	900,000.00
14. Revenue from operations	31/03/2015	31/03/2014
Income from Services		
Consultancy & Commission Income	-	900,000.00
Interest income	820,175.00	2,439,175.00
	820,175.00	3,339,175.00
15. Finance costs	31/03/2015	31/03/2014
BANK CHARGES	4,615.00	1,664.00
	4,615.00	1,664.00
16. Other Expenses	31/03/2015	31/03/2014
Auditor's Remuneration	50,000.00	31,236.00
LISTING FEES	519,127.00	7,500.00
PROFESSIONAL FEE	54,162.00	-
OFFICE EXPENSES	17,005.00	5,106.00
ADVERTISEMENT EXPENSES	17,408.00	-
ROC FEES	25,200.00	3,000.00
MEETING FEE		9,000.00
COMPLIANCE FEE		3,371.00
CONVEYANCE CHARGES	6,704.00	
INTEREST ON TAXES	15,589.00	
	705,195.00	46,842.00
17. Tax Expenses	31/03/2015	31/03/2014
DEFERRED TAX		-
PROVISION FOR TAX-MAT		231,156.00
	-	231,156.00

18. AUDITOR'S REMUNERATION

(IN RS.)

Particulars	2014-15	2013-14
Auditors' Remuneration		
Statutory Audit Fee	50,000	31,236
In other capacity	-	-
TOTAL	50,000	31,236

19. EARNING PER SHARE

Basic earnings per share is calculated in accordance with the provisions of Accounting Standard-20 "Earnings per Share" are given hereunder:

PARTICULARS	2014-15	2013-14
Net Profit after Tax attributable to Equity Shareholders (Rs.)	68,565	30,04,768
Weighted Average number of Equity Shares	31,00,700	31,00,700
Basic Earnings per Share (Face Value Rs. 10) (Rs.)	0.02	0.97

20. In the opinion of the directors, current assets and advances have a value on realization in the ordinary course of the business at least equal to the amount at which these have been stated in the Balance Sheet.
21. Balances of Sundry Creditors/Debtors are subject to confirmation/reconciliation, which in the opinion of the management is not significant, adjustments, if any will be carried out as and when settled. However accounts have been reconciled on the basis of materiality.
22. The company is a small and medium sized company as defined in the General Instruction in respect of Accounting Standard notified under the Companies Act, 1956. Accordingly, the Company has complied with the Accounting Standard as applicable to small and Medium Sized Company.
23. There is no contingent liability as Certified by the management of the company.
24. All the known liabilities have been provided for and there are no disputed liabilities as confirmed by the management of the company.

In terms of our attached report of even date

For RAJESH RANJIT & Co.

Chartered Accountants

FRN : 021745N

(RAJESH KUMAR)

PARTNER

M.NO. : 506726

Place : New Delhi

Date : 28/05/2015

For and on behalf of

Fmec International Financial Services Limited

Bimal Aggarwal
(Managing Director)
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ROUTE MAP

