

Annexure-I**CORPORATE GOVERNANCE REPORT**

This Report is prepared in accordance with the provisions of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')**, and the report contains the details of Corporate Governance systems.

Corporate Governance is all about ethical conduct, openness, integrity and accountability of an enterprise. Healthy Corporate governance enjoins a commitment of the Company to run the business in legal, ethical and transparent manner. It is more than just a set of practices and procedures; it is the spirit of employee towards the organization to achieve its goals in an ethical way and in such a manner that can contribute to the growth of whole nation. It is one of the key elements in improving the economic efficiency of the enterprise.

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

Company's Philosophy of Corporate Governance

Company's Philosophy of Corporate Governance is always aimed at value creation, keeping interest of all stakeholders protected in most inclusive way. **F Mec International** continues to be committed to good Corporate Governance aligned with best practices. We believe that good Corporate Governance emerges from the application of **best and sound management practices and compliance with the laws** coupled with adherence to the **highest standards of transparency and business ethics**. The Company places great emphasis on values such as **empowerment and integrity of its employees, safety of the employees & communities, transparency in decision making process, fair & ethical dealings with all and accountability to all the stakeholders**. The Corporate governance practices implemented by the Company seek to protect, recognize and facilitate shareholders rights and ensure timely and accurate disclosure to them.

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

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

Our Company is in compliance with the guidelines on Corporate Governance stipulated under various Regulation of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Listing Agreement with stock exchanges and in this regards, we submit a report on the matters mentioned in the said Regulations and practices followed by the Company. But as per revised guidelines of Corporate Governance these guidelines are not applicable to our Company but Company has continued to comply with the guidelines of Corporate Governance to the extent possible.

The Company has put in place an internal governance structure with defined roles and responsibilities of every constituent of the system. The Company's shareholders appoint the Board of Directors, which in turn governs the Company. The Board has established Four Committees to discharge its responsibilities in an effective manner. The Managing Director (MD) provides overall direction and guidance to the Board. In the operations and functioning of the Company, the MD is assisted by two Executive Directors and three Independent Directors, and a core group of senior level executives. The MD is responsible for corporate strategy, brand equity, planning, external contacts and all management matters.



BOARD OF DIRECTORS

The Company has optimum combination of Executive, Non-Executive Independent Directors and Woman Director. The Board consists of Five Directors out of which two are Executive Directors and three are Non-Executive- Independent Directors. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013. None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees, across all the Companies in which they are Directors. 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.

THE COMPOSITION OF THE BOARD OF DIRECTORS AS ON MARCH 31ST, 2018 IS AS UNDER:-

Sl. No.	Name of Director	Executive/ Non Executive	No. of other Directorship
1.	Mr. Apoorve Bansal	Executive	1
2.	Mr. Vishal Babbar	Executive	0
3.	Mr. Awanish Srivastava	Non-Executive & Independent	0
4.	Mrs. Richa Choudhary	Non-Executive & Independent	0
5.	Mr. Rohit Aggarwal	Non-Executive & Independent	0

Mr. Apoorve Bansal has been appointed as the Managing Director of the Company. Mr. Manoj Kumar acting as a Chief Financial Officer, serving the Company with his wide expertise in Financial Management. Ms. Radhika Kathuria, the Company Secretary of the Company has also been acting as the Compliance officer of the Company and head of Legal Department.

NUMBER OF BOARD MEETINGS:

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

During the year ending 31st March, 2018, the Board of Directors of the Company **met four times on 25-05-2017, 11-08-2017, 13-11-2017 and 15-01-2018**. The maximum gap between any two meetings was less than one hundred and twenty days, as stipulated under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard as issued by the Institute of Company Secretaries of India applicable to the Company.

The Meeting of the Board of Directors held on 15-01-2018 was conducted in two parts after an adjournment of 30 minutes pursuant to the coming of New Management on the Board of the Company which resulted in the Appointment of 3 New Directors on the Board in place of 3 Existing Directors.

DIRECTORS' ATTENDANCE RECORD AND THEIR OTHER DIRECTORSHIPS/ COMMITTEE MEMBERSHIP

The following is the attendance sheet of all Directors present in the meeting of the Board, its committees and Annual General Meeting held during the year ending on 31st March, 2018:

Name of the Director	Category	Attendance Particulars			No. of other Directorship and Committee Membership		
		No. of Board meeting		Last AGM held on 24.09.2017	Other Directorship	Committee Membership	Committee Chairmanship
Held	Attended						
Mr. Bimal Aggarwal	MD/ Executive	4	*4	Absent	2	3	1
Mrs. Rachna Agarwal	Non Executive Director	4	*4	Present	2	0	0
Mr. Rohit Agrawal	Non Executive Independent Director	4	4	Present	0	3	1
Mr. Ramesh Kumar	Non Executive Independent Director	4	*4	Absent	0	3	1
Mr. Apoorve Bansal	MD/ Executive (appointed w.e.f. 15-01-2018)	4	**1	NA	1	3	1
Mr. Vishal Babbar	Executive Director	4	**1	NA	0	0	0
Mr. Awanish Sriavstava	Non Executive Independent Director	4	**1	NA	0	3	0
Mrs. Richa Choudhary	Non Executive Independent Director	4	***0	NA	0	1	0

* *The Directors resigned from their office as the Directors of the Company in the Board Meeting held on 15th January, 2018 pursuant to the Change in the Management and Control of the Company.*

** *The Directors attended the Board Meeting held on 15th January, 2018 after the adjournment as New Directors pursuant to the Change in the Management and Control of the Company.*

*** *Appointed as Non- Executive Independent Women Director on the Board of the Company w.e.f. 12th May, 2018 i.e. in the FY 2018-2019.*

LIMIT ON NUMBER OF DIRECTORSHIP

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

SHAREHOLDING OF NON-EXECUTIVE DIRECTORS

Mr. Rohit Agrawal, Non-Executive Independent Director is holding 100 equity shares of 10/- each in the Company. None of the other Non-Executive Director holds any shares in the Company. Further, the Company has not issued any convertible instruments hence disclosure in this respect is not applicable.

INDEPENDENT DIRECTORS

As mandated by the Listing Regulations, the Independent Directors on the Board of the Company:

- a. are persons of integrity and possess relevant expertise and experience, in the opinion of the Board of Directors;
- b. are not a Promoter of the Company or its holding, subsidiary or associate Company;
- c. are not related to Promoters or Directors in the Company, its holding, subsidiary or associate Company;
- d. apart from receiving Director's remuneration, have or had no material pecuniary relationship with the Company, its holding, subsidiary or associate Company, or their Promoters or Directors, during the two immediately preceding financial years or during the current financial year; have no relative, who has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate Company, or their Promoters, or Directors, amounting to two per cent or more of its gross turnover or total income or Fifty Lakh rupees or such higher amount as may be prescribed from time to time, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- e. neither themselves nor any of their relatives —
 - i. hold or have held the position of a Key Managerial Personnel or are or have been employee of the Company or its holding, subsidiary or associate Company in any of the three financial years immediately preceding the Financial Year in which they were proposed to be appointed;
 - ii. are or have been an employee or proprietor or a partner, in any of the three financial years immediately preceding the Financial Year in which they were proposed to be appointed, of —
 - a firm of Auditors or Company Secretaries in practice or Cost Auditors of the Company or its holding, subsidiary or associate Company; or
 - any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate
 - Company amounting to ten per cent or more of the gross turnover of such firm;
 - hold together with their relatives two percent or more of the total voting power of the Company; or
 - is a Chief Executive or Director, by whatever name called, of any Non-Profit Organisation that receives twenty-five percent or more of its receipts or corpus from the Company, any of its Promoters, Directors or its holding, subsidiary or associate Company or that holds two percent or more of the total voting power of the Company;
 - is a material supplier, service provider or customer or a lessor or lessee of the Company;
 - is not less than 21 years of age.
 - The Independent Directors have confirmed that they meet the criteria of Independence laid down under the Companies Act, 2013 and the Listing Regulations.

MAXIMUM TENURE OF INDEPENDENT DIRECTORS

In accordance with Section 149(11) of the Companies Act, 2013, the current tenure of Mr. Rohit Agrawal, Mr. Awanish Srivastava, and Mrs. Richa Choudhary, Independent Directors of the Company is for a term of 5 consecutive years from the date of appointment in the year 2014, 2018 and 2018 respectively.

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

The terms and conditions of appointment of Independent Directors have been disclosed on the website of the Company at www.fmecinternational.com

PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS

The Board of Directors upon recommendation of Nomination and Remuneration Committee have laid down the criteria for performance evaluation of Board of the Company, its Committees and the individual Board Members, including Independent Directors. The performance evaluation of Independent Directors was done by the entire Board and in the evaluation the Director who was subject to evaluation did not participate. On the basis of performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, as and when their respective term expires.

SEPARATE MEETING OF THE INDEPENDENT DIRECTORS

All Independent Directors of the Company met separately on March 30, 2018 without the presence of Non- Independent Directors and Members of Management. In accordance with the Listing Regulations, following matters were, inter-alia, reviewed and discussed in the meeting:

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

REMUNERATION OF DIRECTORS:

The remuneration paid to Executive Directors of the Company has been approved by the Board of Directors on the recommendations of the Nomination and Remuneration Committee. At present, the Company is not paying any remuneration to any of its Directors, as the Company's Financial Position is not so well. Any remuneration to be paid in future shall be in accordance with the Remuneration Policy of the Company as embarked on the website of the Company duly approved by the Nomination and Remuneration Committee of the Company.

CODE OF CONDUCT

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

The Code of Conduct is available on the website of the Company www.fmecinternational.com. All Board Members and Senior Management personnel affirm compliances with the Code of Conduct annually. A declaration signed by the Chief Financial Officer (CFO) to this effect is placed at the end of this report.

COMMITTEES OF THE BOARD

Following are the Statutory Committees of the Board:

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

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

A. EXECUTIVE COMMITTEE

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

As on March 31st 2018, the Executive Committee comprise of Members as stated below. During the Financial Year 2017-18, the Executive Committee met **thrice** on **13.09.2017, 02.02.2018 and 20.01.2018**

Sl. No.	Name	Designation	Number of Meetings Held (During the tenure of director)	Number of Meetings Attended
1.	Mr. Bimal Aggarwal	*Chairman	1	1
2.	Mrs. Rachna Aggarwal	*Member	1	1
3.	Ms. Richa Agarwal	**Member	1	1
4.	Mr. Apoorve Bansal	New Chairman	2	***2
5.	Mr. Vishal Babbar	New Member	2	***2
6.	Mr. Awanish Srivastava	New Member	2	***2

* *The said Directors ceased to be Directors of the Company w.e.f. 15th January, 2018 as a result of change in Management and Control of the Company and consequently are no longer members of the Executive Committee w.e.f. 15th January, 2018.*

** *Ms. Richa Agarwal resigned from the post of Company Secretary cum Compliance Officer of the Company w.e.f. 9th December, 2017 and consequently is longer members of the Executive Committee w.e.f. 15th January, 2018.*

*** *Appointed as Directors on the Board of the Company w.e.f. 15th January, 2018 and consequently became members of the Executive Committee duly approved in the Committee Meeting of the Company held on 2nd February, 2018.*

B. AUDIT COMMITTEE

As on March 31st 2018, the Audit Committee comprise of Members as stated below. The composition of the Committee is in conformity with the SEBI (LODR) Regulations, 2015. During the Financial Year 2017-18, the Audit Committee met **four** times on **25.05.2017, 11.08.2017, 13.11.2017 and 15.01.2018**. The time gap between any two meetings was less than 120 days.

Sl. No.	Name	Designation	Number of Meetings Held (During the tenure of director)	Number of Meetings Attended
1.	Mr. Ramesh Kumar	*Chairman	4	4
2.	Mr. Rohit Agrawal	Member	4	4
3.	Mr. Bimal Aggarwal	*Member	4	4
4.	Mr. Awanish Sriavstava	New Chairman	1	**NA
5.	Mr. Apoorve Bansal	New Member	1	**NA

**The said Directors ceased to be Directors of the Company w.e.f. 15th January, 2018 as a result of change in Management and Control of the Company and consequently are no longer members of the Audit Committee w.e.f. 15th January, 2018*

*** Appointed as Directors on the Board of the Company w.e.f. 15th January, 2018 and consequently became members of the Audit Committee duly approved in the Executive Committee Meeting of the Company held on 2nd February, 2018.*

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

C. NOMINATION AND REMUNERATION COMMITTEE

As on March 31st 2018, the Nomination and Remuneration Committee comprises of Members as stated below. The composition of the Committee is in conformity with the SEBI (LODR) Regulations, 2015. During the Financial Year 2017-18, the Nomination and Remuneration Committee met **once** on **15th January, 2018**.

Sl. No.	Name	Designation	Number of Meetings Held (During the tenure of director)	Number of Meetings Attended
1.	Mr. Rohit Agrawal	Chairman	1	1
2.	Mr. Ramesh Kumar	*Member	1	1
3.	Mr. Bimal Aggarwal	*Member	1	1
4.	Mr. Awanish Sriavstava	New Member	1	**NA
5.	Mrs. Richa Choudhary	New Member	0	***NA

** The said Directors ceased to be Directors of the Company w.e.f. 15th January, 2018 as a result of change in Management and Control of the Company and consequently are no longer members of the Nomination and Remuneration Committee w.e.f. 15th January, 2018.*

*** Mr. Awanish Srivastava was appointed as Director on the Board of the Company w.e.f. 15th January, 2018 and consequently became members of the Nomination and Remuneration Committee duly approved in the Executive Committee Meeting of the Company held on 12th May, 2018.*

**** Mrs. Richa Choudhary was appointed as Director on the Board of the Company w.e.f. 15th January, 2018 and consequently became members of the Nomination and Remuneration Committee duly approved in the Executive Committee Meeting of the Company held on 12th May, 2018.*

Performance evaluation criteria of the Independent Director has been followed as per the Code of Independent Director made in accordance with the provisions of Companies Act, 2013 in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

D. STAKEHOLDER RELATIONSHIP COMMITTEE

As on March 31st, 2018 the Stakeholder's Relationship Committee consists of the members as stated below:

During the Financial Year 2017- 18, the committee met **5 times** on **08.04.2017, 11.07.2017, 11.10.2017, 20.01.2018 and 27.03.2018**

Sl. No.	Name	Designation	Number of Meetings Held (During the tenure of director)	Number of Meetings Attended
1.	Mr. Bimal Aggarwal	*Chairman	3	3
2.	Mr. Rohit Agrawal	Member	3	3
3.	Mr. Ramesh Kumar	*Member	3	3
4.	Mr. Awanish Srivastava	New Chairman	2	**2
5.	Mr. Apoorve Bansal	New Member	2	**2

** The said Directors ceased to be Directors of the Company w.e.f. 15th January, 2018 as a result of change in Management and Control of the Company and consequently are no longer members of the Stakeholder's Relationship Committee w.e.f. 15th January, 2018.*

***Appointed as Directors on the Board of the Company w.e.f. 15th January, 2018 and consequently became members of the Audit Committee duly approved in the Executive Committee Meeting of the Company held on 2nd February, 2018.*

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

As per the Year ending March 31st, 2018 there was no investor complaint received or pending on the Company and its RTA. The same has been provided in the certificate filed with the Stock Exchange at the end of each Quarter.

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

The Committee performs the following functions:

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

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

GENERAL BODY MEETING

Details of Last three General Body Meeting held are given below:-

Financial Year	Category	Venue of the Meeting	Date of the Meeting	Time of the Meeting
2016 - 17	Annual General Meeting	J.P Hotel & Resorts 6B Patparganj IP Extention NH-24 Behind CNG Petrol Pump New Delhi-110092	24 th September 2017	11:30 A.M.
2015 - 16	Annual General Meeting	J.P Hotel & Resorts 6B Patparganj IP Extention NH-24 Behind CNG Petrol Pump New Delhi-110092	25 th September 2016	11.00 A.M.
2014 - 15	Annual General Meeting	J.P Hotel & Resorts 6B Patparganj IP Extention NH-24 Behind CNG Petrol Pump New Delhi-110092	27 th September 2015	11.00 A.M

The following Special Resolutions passed in the Last three Annual General Meetings of the Company with the requisite consent of the members present in the meeting:

27.09.2015

- 1.) Adoption of new set of Articles of Association.
- 2.) Alteration of clause III(B) by changing the heading of Incidental Object Clause and deletion of clause III(C) of other objects as per the provision of The Companies Act, 2013
- 3.) Alteration of The Liability Clause of the Memorandum of Association as per the Provisions of The Companies Act, 2013

25.09.2016

No Special Resolution passed in the Annual General Meeting of the members dated 25th September, 2016. Neither the Company has passed any resolution by way of Postal Ballot during the previous Financial Year nor proposed to be passed.

24.09.2017

No Special Resolution passed in the Annual General Meeting of the members dated 24th September, 2017. Neither the Company has passed any resolution by way of Postal Ballot during the previous Financial Year nor proposed to be passed.

COMPLIANCE WITH MANDATORY REQUIREMENTS

The Company has complied with all applicable mandatory requirements of the Listing Regulations as on 31.03.2018. As per the provisions of Regulation 15(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015, provision of Regulation 27 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 under any of the Criterion mentioned above so it is not mandatory for the Company to comply the Provisions of the Regulation 27 of the SEBI (LODR) Regulations, 2015. The Quarterly results of the Company generally published in Financial Express having nationwide circulation. Also the same shall be available on the website of the Company at www.fmecinternational.com

GENERAL SHAREHOLDER INFORMATION**Annual General Meeting****Date: 22nd September, 2018****Time: 12:30 PM****Venue: IIInd Floor, Central Bank Building, 13-B, Netaji Subhash Marg, Daryaganj, Delhi- 110002****FINANCIAL CALENDAR**

Financial year: April 1 to March 31

For the Financial Year ended March 31, 2018, results were announced on:

First Quarter	:	11th August, 2017
Half Yearly	:	13th November, 2017
Third Quarter	:	15th January, 2018
Fourth Quarter and Annual	:	18th May, 2018

BOOK CLOSURE

The dates of Book Closure are from the 16th September, 2018 to the 22nd September, 2018 inclusive of both days.

DIVIDEND PAYMENT

The Company has not paid or declared any dividend during the Financial Year ending March 31st, 2018. Hence, no amount by the Company was required to be transferred to the Investors Education and Protection Fund (IEPF).

LISTING

At present, the equity shares of the Company are listed at:

Bombay Stock Exchange Ltd. (BSE)**Address: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001****ISIN: INE108T01013****Scrip Code: 539552****BSE ID: F MEC****REGISTRAR TO ISSUE AND SHARE TRANSFER AGENT**

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

Details of RTA are as given below:

Skyline Financial Services Private Limited**D-153A, 1st Floor, Okhla Industrial Area, Phase- I, New Delhi- 110 020****Tel: 011- 40450193-97 Website: www.skylinerta.com, Email: info@skylinerta.com**

MARKET PRICE DATA- High & Low during each month in the last Financial Year:-

Month	High (Rs.)	Low (Rs.)
April 2017	3.05	3.05
May 2017	3.05	3.05
June 2017	3.05	3.05
July 2017	3.05	3.05
August 2017	3.05	3.05
September 2017	3.05	3.05
October 2017	3.05	3.05
November 2017	3.05	3.05
December 2017	3.05	3.05
January 2018	3.05	3.05
February 2018	3.05	3.05
March 2018	3.05	3.05

DISTRIBUTION OF SHAREHOLDING

Details of distribution of shareholding of the equity shares of the Company by size and by ownership class on March 31, 2018 along with the top 10 shareholders of the Company is given below:

SHAREHOLDING PATTERN BY SIZE AS ON MARCH 31, 2018

Share or Debenture holding Nominal Value (Rs.)	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount (Rs.)	% to Total Amount
Up To 5,000	164	31.84	646000	2.08
5001 To 10,000	201	39.03	1868750	6.03
10001 To 20,000	30	5.83	524000	1.69
20001 To 30,000	34	6.53	860000	2.77
30001 To 40,000	3	0.58	113000	0.36
40001 To 50,000	14	2.72	674000	2.17
50001 To 1,00,000	7	1.36	452500	1.46
1,00,000 and Above	62	12.04	25868750	83.43
Total	515	100	31007000	100

SHAREHOLDING PATTERN BY OWNERSHIP

Particulars	As on March 2017				As on March 2018			
	No. of Share holders	% of Share holders	No. of Share held	% of Share holding	No. of Share holders	% of Share holders	No. of Shares held	% of Share holding
Promoter & Promoter Group	5	0.96	365375	11.78	9	1.75	1032350	33.29
Public								
Individual Shareholders holding Nominal Share Capital Up to 2 Lacs	458	88.91	636425	20.53	459	89.13	636625	20.53
Individual Shareholders holding Nominal Share Capital Above 2 Lacs	43	8.25	1720700	55.49	33	6.41	969500	31.27
Bodies Corporate	10	1.92	197800	6.38	11	2.14	390825	12.60
Resident Indian HUF	5	0.95	180400	5.82	3	0.58	71400	2.30

TOP TEN SHAREHOLDERS AS ON MARCH 31ST, 2018

Name of the Shareholders	No. of Shares held	% of Share holding
G.N. Credits Private Limited	100800	3.25
Avtar Instalments Private Limited	80500	2.60
4A Financial Securities Limited	59900	1.93
Md Haseeb	49900	1.61
Harsh Kumar	49900	1.61
Prem Lata	49900	1.61
Shiv Kumar	49900	1.61
Vibha Mittal	49900	1.61
Girish Mittal	49900	1.61
Aruna Manchanda	35000	1.13
Total	575600	18.57

DEMATERIALIZATION OF SHARES AND LIQUIDITY:

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

- As on March 31, 2018, 4.55% shares of the Company were held in dematerialized form.
- The equity shares of the Company are frequently traded at Bombay Stock Exchange Ltd.

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

Further, SEBI has decided that securities of Listed Companies can be transferred only in dematerialized form from 5th December, 2018 vide SEBI NOTIFICATION NO. SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018. In view of the same and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.

OUTSTANDING GDR/ADR

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

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

PLANT LOCATION

The Company has no manufacturing unit so there is no plant set up for the business of the Company. The Company has indulges into financial activities via its registered office located at IIInd Floor, Central Bank Building 13B, Daryaganj, New Delhi- 110002.

ADDRESS FOR CORRESPONDENCE**For Share Transfer/ Dematerialisation of Shares/ Payment of Dividend and any query related to shares:**

Details of RTA are as given below:

Skyline Financial Services Private Limited**D-153A, 1st Floor, Okhla Industrial Area, Phase- I, New Delhi- 110 020****Tel: 011- 40450193-97 Website: www.skylinerta.com Email: info@skylinerta.com****Company Secretary/ Compliance Officer:**

Ms. Radhika Kathuria

F Mec International Financial Services Limited

IInd Floor, Central Bank Building 3B, Daryaganj, New Delhi- 110002

Tel: 011- 43680407

Grievance Redressal Officer:

Mr. Apoorve Bansal

Managing Director

F Mec International Financial Services Limited

IInd Floor, Central Bank Building 3B, Daryaganj, New Delhi- 110002

Tel: 011- 43680407

OTHER DISCLOSURES

1. There was no materially significant related party transaction taken place during the previous financial year that may have potential conflict with the interests of listed entity's at large.
2. The Company has not only made policy on Vigil mechanism and/or Whistle blower Policy but also following it very strictly. And every person of the Company has access to the members of Audit Committee in case of any suspicious event.
3. The Company has made policies on material subsidiaries and related party transactions on the website of the Company at www.fmecinternational.com
4. During the Financial Year 2017-2018, the following Major Events embarked the Company:
 - Change in the Activity Code of the Company to reflect Non- Banking Finance Activity of the Company without affecting any change in the Name and Objects of the Company as per ROC Directions. Consequently, the Corporate Identity Number (CIN) of the Company has changed from "L74899DL1993PLC05396" to "L65100DL1993PLC053936".
 - Change in the Management and Control of the Company leading to New Management with requisite approvals of the Registrar Of Companies, NCT of Delhi And Haryana (ROC), Reserve Bank Of India (RBI) and Bombay Stock Exchange Limited (BSE).