



Sumedha Fiscal Services Ltd.

CIN: L70101WB1989PLC047465

Registered & Corporate Office :

6A Geetanjali, 8B Middleton Street, Kolkata – 700071.

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26th Annual General Meeting (AGM) of Sumedha Fiscal Services Ltd. – Details of Voting Results

| | |
|--|---|
| Date of AGM : | 12 th September, 2015 |
| Total number of shareholders on record date : (being the cut-off date for determining shareholders entitled to e-voting – 05-Sep-15) | 2430 |
| No. of Shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group : Public : | 4 175 |
| No. of Shareholders attended the meeting through Video Conferencing : Promoter and Promoter Group : Public : | N.A. |
| Mode of Voting | Remote E-voting & Poll (through Ballot) at the AGM |

(a) Resolution No. 1 – Ordinary Resolution

Adoption of Audited Financial Statement and Reports thereon for the year ended 31st March, 2015

| Promoter/Public | No. of Shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)] * 100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]* 100 |
| Promoter and Promoter Group | 3741676 | 3741676 | 100 | 3741676 | - | 100 | 0 |
| Public – Institutional holdings | 10500 | - | - | - | - | - | - |
| Public-Others | 4232248 | 501732 | 11.8550 | 501702 | 30 | 99.9940 | 0.0060 |
| Total | 7984424 | 4243408 | 53.1461 | 4243378 | 30 | 99.9993 | 0.0007 |

(b) Resolution No. 2 – Ordinary Resolution

Declaration of Dividend for the financial year ended 31st March, 2015

| Promoter/Public | No. of Shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)] * 100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]* 100 |
| Promoter and Promoter Group | 3741676 | 3741676 | 100 | 3741676 | - | 100 | 0 |
| Public – Institutional holdings | 10500 | - | - | - | - | - | - |
| Public-Others | 4232248 | 501732 | 11.8550 | 501702 | 30 | 99.9940 | 0.0060 |
| Total | 7984424 | 4243408 | 53.1461 | 4243378 | 30 | 99.9993 | 0.0007 |

(c) Resolution No. 3 – Ordinary Resolution

Re-appointment of Mr. Anil Kumar Birla, as a Director who retires by rotation and offers himself for re-election

| Promoter/Public | No. of Shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)] * 100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 3741676 | 3741676 | 100 | 3741676 | - | 100 | 0 |
| Public – Institutional holdings | 10500 | - | - | - | - | - | - |
| Public-Others | 4232248 | 501732 | 11.8550 | 501702 | 30 | 99.9940 | 0.0060 |
| Total | 7984424 | 4243408 | 53.1461 | 4243378 | 30 | 99.9993 | 0.0007 |

(d) Resolution No. 4 – Ordinary Resolution

Re-appointment of Mr. Bijay Murmuria, as a Director who retires by rotation and offers himself for re-election

| Promoter/Public | No. of Shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)] * 100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 3741676 | 3741676 | 100 | 3741676 | - | 100 | 0 |
| Public – Institutional holdings | 10500 | - | - | - | - | - | - |
| Public-Others | 4232248 | 501732 | 11.8550 | 501702 | 30 | 99.9940 | 0.0060 |
| Total | 7984424 | 4243408 | 53.1461 | 4243378 | 30 | 99.9993 | 0.0007 |

(e) Resolution No. 5 – Ordinary Resolution

Appointment of ARSK & Associates, Chartered Accountants as Auditors of the Company

| Promoter/Public | No. of Shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)] * 100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 3741676 | 3741676 | 100 | 3741676 | - | 100 | 0 |
| Public – Institutional holdings | 10500 | - | - | - | - | - | - |
| Public-Others | 4232248 | 501732 | 11.8550 | 501702 | 30 | 99.9940 | 0.0060 |
| Total | 7984424 | 4243408 | 53.1461 | 4243378 | 30 | 99.9993 | 0.0007 |

(f) Resolution No. 6 – Ordinary Resolution

Appointment of Mr. Prabhat Agarwala as an Independent Director for five years

| Promoter/Public | No. of Shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)] * 100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 3741676 | 3741676 | 100 | 3741676 | - | 100 | 0 |
| Public – Institutional holdings | 10500 | - | - | - | - | - | - |
| Public-Others | 4232248 | 501732 | 11.8550 | 501702 | 30 | 99.9940 | 0.0060 |
| Total | 7984424 | 4243408 | 53.1461 | 4243378 | 30 | 99.9993 | 0.0007 |

(g) Resolution No.7 – Ordinary Resolution

Appointment of Mrs. Garima Maheshwari as a Non-Executive Director

| Promoter/Public | No. of Shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)] * 100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 3741676 | 3741676 | 100 | 3741676 | - | 100 | 0 |
| Public – Institutional holdings | 10500 | - | - | - | - | - | - |
| Public-Others | 4232248 | 501732 | 11.8550 | 501702 | 30 | 99.9940 | 0.0060 |
| Total | 7984424 | 4243408 | 53.1461 | 4243378 | 30 | 99.9993 | 0.0007 |

All the resolutions with respect to the agenda items were passed by requisite majority. The resolutions as approved by the Members of the Company, in terms of the Notice dated 16th May, 2015 will form part of the Minutes of the Annual General Meeting.

The Scrutinizer's Report dated 13-Sep-15 is enclosed herewith.

**CONSOLIDATED SCRUTINIZER'S REPORT
OF
SUMEDHA FISCAL SERVICES LIMITED
26TH ANNUAL GENERAL MEETING
HELD ON 12TH SEPTEMBER, 2015
AT 10.30 A.M.**

SCRUTINIZER:

BABU LAL PATNI, PRACTISING COMPANY SECRETARY

51, NALINI SETT ROAD

5TH FLOOR, ROOM NO-19

KOLKATA-70007

BABU LAL PATNI
COMPANY SECRETARY

51, NALINI SETT ROAD
5TH FLOOR, ROOM NO. 19
KOLKATA - 700 007
TEL NO: 2259-7715/6

CONSOLIDATED SCRUTINIZER'S REPORT

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]*

To,
The Chairman
26th Annual General Meeting of the Members of SUMEDHA FISCAL SERVICES LIMITED
Held on: 12th day of September, 2015 at 10.30 A.M
At: MCC Chamber of Commerce & Industry, 15B Hemanta Basu Sarani, Kolkata-700001

Dear Sir,

1. I, **Babu Lal Patni**, a Company Secretary in Practice, having FCS No: 2304 & COP No: 1321, have been appointed as a Scrutinizer by the Board of Directors of **SUMEDHA FISCAL SERVICES LIMITED** (the Company) at their Board Meeting held on 16th May, 2015 for the purpose of scrutinizing the e-voting process(remote e-voting) and voting by use of ballot at the venue of 26th Annual General Meeting(AGM) under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules) on the Resolutions contained in the Notice to the AGM of the Equity Shareholders of the Company, held on 12th September, 2015 at MCC Chamber of Commerce & Industry, 15B Hemanta Basu Sarani, Kolkata-700001.
2. The management of the Company is responsible to ensure the compliances with the requirements of the Act and Rules relating to voting through electronic means (i.e. by remote e-voting) and voting by using ballot by the shareholders at the AGM for the Resolutions contained in the Notice to the 26th AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting) and voting by using ballot at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the Resolutions as stated above, based on the report generated from the e-voting system provided by Central Depository Services Limited (CDSL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means (i.e. by remote e-voting) and report of voting by use of ballot at the AGM.
3. I submit herewith my Consolidated Scrutinizer's Report & relevant details on the results of voting through electronic means (i.e. by remote e-voting) and voting by using ballots at the AGM as under:



A handwritten signature in black ink, appearing to be "Babu Lal Patni".



Item No 1: ORDINARY RESOLUTION

To consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2015 together with the Report of the Board of Directors and the Auditors thereon and the Consolidated Audited Financial Statement of the Company for the financial year ended March 31, 2015.

| Votes in Favour of the Resolution | | Votes Against the Resolution | | Invalid votes |
|-----------------------------------|----------------------------------|------------------------------|----------------------------------|---------------|
| Nos | % of total number of valid votes | Nos | % of total number of valid votes | |
| 4243378 | 100 | 30 | Neglible | 176 |

Item No 2: ORDINARY RESOLUTION

To declare a Dividend for the year 2014-15 on Equity Shares.

| Votes in Favour of the Resolution | | Votes Against the Resolution | | Invalid votes |
|-----------------------------------|----------------------------------|------------------------------|----------------------------------|---------------|
| Nos | % of total number of valid votes | Nos | % of total number of valid votes | |
| 4243378 | 100 | 30 | Neglible | 176 |

Item No 3: ORDINARY RESOLUTION

To appoint a Director in place of Mr Anil Kumar Birla, a Director retiring by rotation

| Votes in Favour of the Resolution | | Votes Against the Resolution | | Invalid votes |
|-----------------------------------|----------------------------------|------------------------------|----------------------------------|---------------|
| Nos | % of total number of valid votes | Nos | % of total number of valid votes | |
| 4243378 | 100 | 30 | Neglible | 176 |

Item No 4: ORDINARY RESOLUTION

To appoint a Director in place of Mr Bijay Murmura, a Director retiring by rotation

| Votes in Favour of the Resolution | | Votes Against the Resolution | | Invalid votes |
|-----------------------------------|----------------------------------|------------------------------|----------------------------------|---------------|
| Nos | % of total number of valid votes | Nos | % of total number of valid votes | |
| 4243378 | 100 | 30 | Neglible | 176 |



A handwritten signature in black ink, appearing to be a cursive name.



Item No 5: ORDINARY RESOLUTION

To appoint M/s ARSK & Associates, Chartered Accountants as Auditors of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.

| Votes in Favour of the Resolution | | Votes Against the Resolution | | Invalid votes |
|-----------------------------------|----------------------------------|------------------------------|----------------------------------|---------------|
| Nos | % of total number of valid votes | Nos | % of total number of valid votes | |
| 4243378 | 100 | 30 | Neglible | 176 |

Item No 6: ORDINARY RESOLUTION

To appoint Mr Prabhat Agarwala as an Independent Director

| Votes in Favour of the Resolution | | Votes Against the Resolution | | Invalid votes |
|-----------------------------------|----------------------------------|------------------------------|----------------------------------|---------------|
| Nos | % of total number of valid votes | Nos | % of total number of valid votes | |
| 4243378 | 100 | 30 | Neglible | 176 |

Item No 7: ORDINARY RESOLUTION

To appoint Mrs. Garima Maheshwari as a Non-Executive Director

| Votes in Favour of the Resolution | | Votes Against the Resolution | | Invalid votes |
|-----------------------------------|----------------------------------|------------------------------|----------------------------------|---------------|
| Nos | % of total number of valid votes | Nos | % of total number of valid votes | |
| 4243378 | 100 | 30 | Neglible | 176 |

4. The electronic data and all other relevant records relating to the voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the 24th AGM.

Place: Kolkata

Signature:

Besl Patni
13.09.2015

Dated: 13th September, 2015

Name of the Company: BABU LAL PATNI

Secretary in Practice

FCS No : 2304

C.P.No : 1321

Countersigned by:

For Sumedha Fiscal Services Limited

(Bijay Murmuria)
Director

