

## Sumedha Fiscal Services Ltd.

CIN - L70101WB1989PLC047465

**Registered Office: 6A, Geetanjali, 8B, Middleton Street, Kolkata – 700071**

Tel : 033-2229-8936/6758 Fax : 033-2226-4140/ 033-2265-5830.

Email: investors@sumedhafiscal.com Website: www.sumedhafiscal.com

### NOTICE OF 28TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Eighth Annual General Meeting of Sumedha Fiscal Services Ltd. will be held at Merchants' Chamber of Commerce & Industry, 15B Hemanta Basu Sarani, Kolkata – 700 001, on Saturday, the 23rd day of September, 2017 at 10:30 AM for transaction of the following business:-

#### ORDINARY BUSINESS

1. To consider and adopt –
  - a. Audited Financial Statements of the Company for the financial year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon; and
  - b. Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017.
2. To declare Dividend for the financial year ended March 31, 2017;
3. To appoint a Director in place of Mrs. Garima Maheshwari (DIN – 07001628) who retires by rotation and being eligible offers herself for re-appointment.
4. To appoint M/s. V. Singhi & Associates, Chartered Accountants, 4, Mangoe Lane, Ground Floor, Kolkata – 700001 (Firm Registration No. 311017E) as Auditors of the Company [in place of M/s. ARSK & Associates, Chartered Accountants] u/s. 139(2) of the Companies Act, 2013 from conclusion of the forthcoming Annual General Meeting for the financial year 2017-18 to the conclusion of the Annual General Meeting for the financial year 2021-22 (subject to ratification by the Members at every Annual General Meeting held thereafter) and at such remuneration as shall be fixed by the Board of Directors.

Registered Office:  
6A, Geetanjali,  
8B, Middleton Street,  
Kolkata – 700 071.  
Date : May 20, 2017

By Order of the Board  
**Deb Kumar Sett**  
Company Secretary

#### Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM') MAY APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**  
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 the Company. Members holding more than ten percent of the total share capital of the 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 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.

2. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed **from Tuesday, September 19, 2017 to Saturday, September 23, 2017** (both days inclusive). The **Book Closure** dates have been fixed in consultation with the Stock Exchanges.
4. The Dividend for the financial year ended 31st March, 2017, as recommended by the Board, if approved at the AGM, will be paid on or after **Thursday, September 28, 2017** to those Members whose name appears in the Register of Members of the Company as on the Book Closure dates.
5. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
6. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Maheshwari Datamatics Pvt. Ltd./the Company immediately (attached NECS Mandate vide website [http://www.sumedhafiscal.com/ecs\\_mandate.pdf](http://www.sumedhafiscal.com/ecs_mandate.pdf)).
7. Mrs. Garima Maheshwari, Director of the Company, retires by rotation and being eligible, offers herself for re-appointment at the forthcoming Annual General Meeting. The relevant details of the Director seeking re-appointment under Item No. 3 of this Notice are annexed hereto. The Independent Directors of the Company have been appointed for a term of 5 years in accordance with the relevant provisions of the Companies Act, 2013, and are not eligible to retire by rotation.
8. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, 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 with the Depository Participant(s). Members who have not registered their email address with the Company can now register the same by submitting a duly filled-in 'Form for Updation/Registration of Email Address (available on the website of the Company [http://www.sumedhafiscal.com/email\\_form.pdf](http://www.sumedhafiscal.com/email_form.pdf)) to M/s. Maheshwari Datamatics Pvt. Ltd. or Investor Service Department of the Company. Members holding shares in demat form are requested to register their email address with their Depository Participant(s) only. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
9. The Notice of AGM, Annual Report and Attendance Slip are available on the Company's website ([www.sumedhafiscal.com](http://www.sumedhafiscal.com)) under the head "Investors" web-link thereof are being sent in electronic mode to Members whose email address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy thereof. 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 and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.
10. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Saturday, September 16, 2017**, being the **cut-off date**, are entitled to vote on the Resolutions set forth in this Notice.

Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting). The **remote e-voting period** will commence at **Wednesday, September 20, 2017** (9.00 A.M. IST) and end on **Friday, September 22, 2017** (5.00 P.M. IST). Voting by ballot process shall be available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to

vote at the AGM. The Company has appointed M/s. A. K. Labh, a firm of Company Secretaries in Practice, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

## PROCEDURE FOR REMOTE E-VOTING

- I.** The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:
- (i) The voting period begins on Wednesday, September 20, 2017 (9.00 A.M. IST) and ends on Friday, September 22, 2017 (5.00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 16, 2017 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> <li>● 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.</li> </ul>
	<ul style="list-style-type: none"> <li>● 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>● 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 (iv).</li> </ul>

- (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 Sumedha Fiscal Services Ltd. on which you choose to vote.
- (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) **Shareholders can also cast their vote using CDSL’s mobile app “CDSL m-Voting” available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **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](http://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](mailto: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](mailto: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.
- (xxi) In case of any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- II.** The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company.
- 11.** In case of joint holders attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the Meeting.
- 12.** The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 and the Certificate from Auditors of the Company certifying that the “SFSL Employees Stock Option Scheme, 2011” is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, will be available for inspection at the Annual General Meeting.
- 13.** Unclaimed dividend for the financial year ended 31st March, 2010 and the corresponding Equity Shares of the Company in respect of which dividend entitlements have remained unclaimed for seven consecutive years from the financial year ended 31st March, 2010 will be due for transfer to the Investor Education and Protection Fund of the Central Government (IEPF) on 26th September, 2017, pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016

(‘IEPF Rules’). In respect of the said dividend and corresponding shares, it will not be possible to entertain any claim received after 25th September, 2017.

Details of the unclaimed dividend and particulars with respect to corresponding shares due for transfer to the IEPF are available on the Company’s website [www.sumedhafiscal.com](http://www.sumedhafiscal.com) under the section “Investors”.

14. Dividend and corresponding shares, as stated in 13 above, once transferred to the IEPF by the Company, may be claimed only from the IEPF Authority by following the procedure prescribed under the IEPF Rules.

Mr. Deb Kumar Sett, Company Secretary, is the Nodal Officer of the Company for the purpose of verification of such claims.

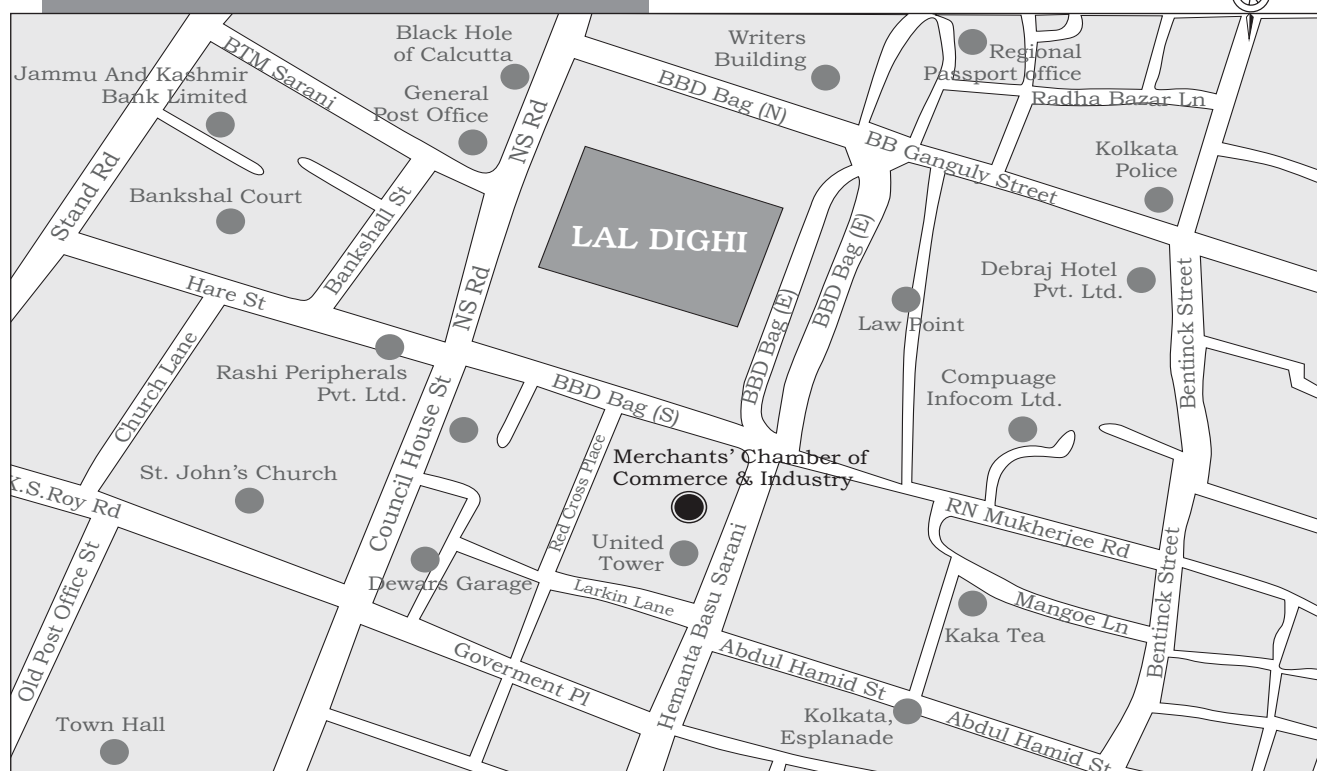
15. Members are requested to contact Maheshwari Datamatics Pvt. Ltd./ Investor Service Department of the Company for encashing the unclaimed dividends standing to the credit of their account. The detailed dividend history and due dates for transfer to IEPF are available on ‘UNPAID / UNCLAIMED DIVIDEND’ page under ‘INVESTORS’ section on the website of the Company [www.sumedhafiscal.com](http://www.sumedhafiscal.com).

16. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Maheshwari Datamatics Pvt. Ltd./ Investor Service Department of the Company.

17. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the Registration Counter at the venue.

18. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

## LOCATION OF THE AGM VENUE



● Merchants' Chamber of Commerce & Industry, 15B Hemanta Basu Sarani, Kolkata – 700 001



**PARTICULARS RELATING TO DIRECTOR PROPOSED  
TO BE APPOINTED/RE-APPOINTED**

Name	Ms. Garima Maheshwari	
DIN	07001628	
Date of Birth	16-Mar-1984 (Age : 33 Years)	
Date of Appointment	08-Nov-2014	
Qualifications	B. Com (Hons), MBA	
Expertise	Ms. Garima Maheshwari, holds a degree of MBA from the International Institute of Management, New Delhi and has done her Bachelors from Sydenham College of Commerce & Economics (Mumbai). She has around 6 years of rich experience in financial services where she spent most of her career working with Australia & New Zealand (ANZ) Bank in Singapore. In India she has worked with Barclays & Citibank in Mumbai & Hewitt Associates in Gurgaon. She has excellent problem solving & analytical skills and pays great attention to detail.	
Chairman/Member of the Committee of the Company	-	
Other Directorships / Partnerships / Proprietorships	Name of the Company	Committee Membership, if any
	-	-
Shareholding in the Company (as on 31.03.2017)	25,000 Equity Shares of ₹ 10/- each	
Relationship	She is related to Mr. Vijay Maheshwari, Director/ Promoter (daughter-in-law)	

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

**DIRECTORS' INTEREST**

The Directors may be deemed to be concerned or interested to the extent of shares held by them (more than 2%) in the Company as given in the table below:

Name of Director	No. of Shares	% Holding
Mr. Vijay Maheshwari	16,69,220	20.91
Mr. Bijay Murmuria	3,69,920	4.63
Mr. Bhawani Sankar Rathi	1,19,270	1.49
Mrs. Garima Maheshwari	25,000	0.31

Registered Office:  
6A, Geetanjali,  
8B, Middleton Street,  
Kolkata – 700 071.

Date : May 20, 2017

By Order of the Board  
**Deb Kumar Sett**  
Company Secretary