

NOTICE OF 36th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 36th Annual General Meeting of the Members of Sumedha Fiscal Services Limited will be held on Tuesday, the 26th day of August, 2025, at 11:00 A.M. (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESSES

1. Adoption of Audited Standalone and Consolidated Financial Statements

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon.

2. Declaration of Dividend

To declare a dividend of Re. 1 per equity share of the face value of Rs. 10/- each (10%) of the Company for the financial year ended March 31, 2025.

3. Re-Appointment of Mrs. Garima Maheshwari (DIN:07001628) as Director, liable to retire by rotation

To appoint a Director in place of Mrs. Garima Maheshwari (DIN:07001628), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

SPECIAL BUSINESSES

4. Appointment of M/s. Labh & Labh Associates, Company Secretaries, as Secretarial Auditor of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 204 of the Companies Act, 2013 (“the Act”) read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, M/s. Labh & Labh Associates, Company Secretaries (Firm Registration No. : P2025WB105500) be and are hereby appointed as Secretarial Auditor of the Company, to hold office for a term of five consecutive years (FYs 2025-26 to 2029-30) from the conclusion of 36th Annual General Meeting until the conclusion of the 41st Annual General Meeting of the Company to be held in the year 2030, at such remuneration as may be decided by the Board of Directors of the Company in consultation with the Secretarial Auditor of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to decide and/or alter the terms and conditions of the appointment including the remuneration for subsequent financial years as it may deem fit.”

5. Continuation of Mr. Vijay Maheshwari (DIN: 00216687), as the Non-Executive, Non-Independent Director of the Company after attaining the age of 75 years

To consider and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the Company be and is hereby accorded for continuation of directorship of Mr. Vijay Maheshwari (DIN: 00216687) who will attain the age of 75 years on 03-01-2026, as an Non-Executive & Non-Independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

Registered Office :

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

Date : 16th May, 2025

By Order of the Board

Dhwani Fatehpuria
Company Secretary & Compliance Officer
Membership No. FCS12817

Notes:

1. The Ministry of Corporate Affairs, Government of India (“MCA”) vide its circular no. 09/2024 dated September 19, 2024 read with General Circular Nos. 20/2020 and 09/2023 dated 5th May, 2020 and 25th March, 2023, respectively, and other circulars issued in this respect (“MCA Circulars”) has allowed, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means (“VC / OAVM”) facility on or before 30th September, 2025. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 (“SEBI Circular”) has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). Accordingly, in compliance with the provisions of the Companies Act, 2013 (“Act”), Listing Regulations and MCA Circulars along with SEBI Circular, the AGM of the Company is being held through VC / OAVM, without the physical presence of the members at a common venue.
2. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form pursuant to Regulation 44(4) of the Listing Regulations and Attendance Slip are not annexed to this Notice.
3. Pursuant to Section 113 of the Act, representatives of Corporate Members may be appointed for the purpose of voting through Remote e-voting or for participation and voting in the AGM to be conducted through VC / OAVM. Corporate Members intending to attend the AGM through their authorised representatives are requested to send a Certified True Copy of the Board Resolution and Power of Attorney (PDF / JPG Format), authorizing its representative to attend and vote on their behalf at the AGM. The said Resolution/Authorisation shall be sent to the Company by e-mail through its registered e-mail address at investors@sumedhafiscal.com with a copy marked to helpdesk.evoting@cdslindia.com latest by **Monday, 25th August, 2025 (upto 5 p.m.)**. Corporate Members/ Institutional shareholders (i.e. other than individuals, HUF’s, NRI’s etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. when they login.
4. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Registrar & Share Transfer Agent (“RTA”) of the Company i.e. Maheshwari Datamatics Private Limited in case the shares are held by them in physical form.
5. The Board of Directors has recommended Dividend of Re. 1/- (10%) per fully paid-up equity share of Rs. 10/- each for the Financial Year 2024-25.
6. Necessary information of the Director retiring on rotation, as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is appended to the Notice.
7. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning the businesses under Item Nos. 4 & 5 of the Notice are annexed hereto. The relevant details pursuant to Regulation 36(3) of the Listing Regulations and Revised Secretarial Standard on General Meetings (SS-2) issue by ICSI, in respect of continuation of Directorship after attaining the age of 75 years are also annexed herewith.
8. In case of Joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
9. **Unclaimed Dividend**
Pursuant to the provisions of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”), dividends which remain unclaimed / unpaid for a period of 7 years are required to be transferred to Investor Education and Protection Fund (“IEPF”).
The Company requests the Members to claim the unclaimed dividends within the prescribed period. The details of the unclaimed dividends are available on the website of the Company at www.sumedhafiscal.com and Ministry of Corporate Affairs at www.iepf.gov.in. The Members can contact Maheshwari Datamatics Private Limited for claiming the unclaimed dividends standing to the credit in their account.

10. Shares transferred to IEPF:

The Equity shares in respect to which dividend has not been encashed for seven consecutive years or more are required to be transferred to IEPF pursuant to Section 124(6) of the Act. Relevant details in this respect are posted on the website of the Company at www.sumedhafiscal.com.

In this regard, the Company has sent intimations to the Members from time to time. The Members are requested to contact Company or RTA to claim their dividend and in case of any pending legal disputes, provide certified copy of order from Court / Authority restraining transfer, payment of dividend etc. During the financial year 2024-25, the Company has transferred 999 equity shares on November 23, 2024 to IEPF Authority.

11. SEBI vide their circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023, November 17, 2023 and the latest being the Master Circular dated May 07, 2024) Members who hold shares in physical form and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Specimen Signature], shall be eligible to get dividend only in electronic mode with effect from 1st April, 2024. Accordingly, payment of final dividend, subject to approval by the Members in this AGM, shall be paid to physical holders only after the above details are updated in their folios.

a. In view of the aforesaid dividend will be credited in electronic mode only. Kindly ensure to update KYC before the record date 19th August, 2025 to continue to receive dividend in compliance with the SEBI directives. Relevant Forms / documents in connection with updation of KYC for the Security Holders in physical mode are available on the Website of the Company under the URL <https://www.sumedhafiscal.com/other-related-disclosure/important-announcement-physical-shareholders/> as well as the Website of Maheshwari Datamatics Private Limited, Registrar & Share Transfer Agent (RTA) of the Company.

b. As per the Central Board of Direct Taxes (CBDT), it is mandatory to link PAN with Aadhaar number, hence the RTAs shall accept only valid / operative PANs i.e. the ones which are linked to the Aadhaar number. The folios in which PAN is / are not valid shall also be frozen. In view of the above, we request the Shareholders to complete the KYC formalities in due course as mentioned above.

c. In case of KYC updation for the Security holders holding securities in electronic mode are requested to contact your DP and register your email address and KYC details along with bank account details in your demat account, as per the process advised by your DP.

12. SEBI vide its circular dated 30th May, 2022, has provided SOP effective from 1st June, 2022, for resolving disputes between the Company and its all shareholders through the stock exchange arbitration mechanism. In furtherance to this, SEBI directed listed companies to inform its physical shareholders availability of said dispute resolution mechanism through emails or SMS on their mobile. Company has accordingly informed to its physical shareholders whose email ID or mobile no. registered with the company regarding availability of said dispute resolution mechanism. Investor may note that the said SOP is available on the website of the stock exchange and the Company.

13. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 03rd October, 2024, Notice of the AGM alongwith the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.sumedhafiscal.com, website of the Stock Exchange- BSE Limited at www.bseindia.com and on the website of the CDSL at www.evotingindia.com. Members who have not registered their email address are requested to get their email address registered with their DP in case the shares are held in electronic mode and with Company's Registrar and Share Transfer Agent - Maheshwari Datamatics Private Limited, Kolkata in case shares are held in Physical Form. This may be treated as an advance opportunity in terms of proviso to Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014.

14. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

15. The Members who would like to express their views / ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail Id mentioning their name, demat account number / folio number, email id, mobile number at investors@sumedhafiscal.com up to Friday, August 22, 2025 (upto 5.00 p.m.). Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM.

When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to

speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

The Members who do not wish to speak during the AGM but have queries may send their queries from their registered e-mail Id mentioning their name, demat account number / folio number, email id, mobile number at investors@sumedhafiscal.com up to Friday, August 22, 2025 (upto 5.00 p.m.). Alternatively, Members can also put question on the Q&A box available at the time of the AGM.

16. The Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same up to the date of AGM, by sending an e-mail to the Company at investors@sumedhafiscal.com.
17. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on **cut-off date i.e. Tuesday, 19th August, 2025** only shall be entitled to avail the facility of remote e-voting or voting at the Meeting.
18. Shareholders holding shares in Electronic Form may note that their bank account details as furnished by their depositories to the Company will be used by the Company for payment of Dividend. Members who are holding shares in electronic mode are requested to make sure, that they have updated details of Bank Account Number, Name of Bank, Branch address, MICR Code, IFSC Code with their respective depository participant.

The Company will not entertain any direct request from such shareholders for deletion of / change in such bank details. Shareholders who wish to change such bank account details are, therefore, requested to advise their Depository Participants about such change, with complete details of bank account.

19. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from 1st April, 2020, dividend declared and paid by the Company is taxable in the hands of its members and the Company is required to deduct tax at source (TDS) from dividend paid to the members at the applicable rates. A separate e-mail will be sent at the registered e-mail ID of the members describing about the detailed process to submit the documents/declarations along with the formats in respect of deduction of tax at source on the dividend payout. Sufficient time will be provided for submitting the documents/declarations by the members who are desiring to claim beneficial tax treatment.
20. Brief resume of the director, who retires by retirement, is proposed to be re-appointed at this meeting is given below:

Name	Mrs. Garima Maheshwari
DIN:	07001628
Date of Birth	16-Mar-1984 (Age: 41 years)
Date of Appointment	8th November, 2014 (Appointed as Non-Executive Director, liable to retire on rotation)
Qualification	MBA from International Management Institute (New Delhi) specializing in Finance & Strategy. Bachelors from Sydenham College of Commerce & Economics (Mumbai). Has also attended Stanford - NUS Executive Programme in International Management
Expertise/Experience	She has 16 years of rich experience in Financial Services & Consultancy working as an Investment Banker in Singapore & Mumbai. She was with Australia & New Zealand Bank in Singapore for most years. In India, she has worked with Barclays, Citibank & Hewitt Associates. She is also very active member of FICCI (YFLO) & CII chapters of Mumbai. She has excellent problem solving & analytical skills & pays great attention to detail.
No. of Board Meeting attended during the year	3 out of 4 (she was entitled to attend all the 4 Board Meetings held during the year under review)

Chairman/Member of the Committee of the Company	None
Other Directorships/Membership or Chairmanship of Board or Committees of other companies	None
Name of listed entities from which the person has resigned in the past three years	Nil
Details of remuneration sought to be paid	NIL (Only entitled to sitting fees as determined by the Board from time to time).
Shareholding in the Company (as on 31.03.2025) including shareholding as a beneficial owner	25000 equity shares
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	She is the daughter-in-law of Mr. Vijay Maheshwari- Non Executive Director & Promoter of the Company
Terms and conditions of appointment/re-appointment	Appointment as Non-Independent & Non-Executive Director, liable to retire by rotation
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person	NA

None of the other Directors and Key Managerial Personnel of the Company and their relatives except Mr. Vijay Maheshwari, Chairman, who is also father in law of Mrs. Garima Maheshwari are concerned or interested, financially or otherwise, in the Agenda Item No. 3 of the accompanying Notice of 36th Annual General Meeting. Accordingly, the Board recommended her re-appointment.

21. INSTRUCTION FOR E-VOTING AND JOINING THE AGM:

- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 5th May, 2020 and 25th March, 2023 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- The Members can join AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Sections 112 and 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
- Shareholders holding equity shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on **23rd August 2025 at 09:00 am IST and ends on 25th August 2025 at 05:00 pm 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 19th August, 2025** 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.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

A. Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

B. Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website *www.evotingindia.com*.
2. Click on “Shareholders” module.
3. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to *www.evotingindia.com* and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. 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.
 - d. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - e. It is Mandatory that, 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.
 - f. Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; to investors@sumedhafiscal.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance within 22nd August, 2025 (up to 05.00 pm) mentioning their name, demat account number/folio number, email id, mobile number at investors@sumedhafiscal.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance within 22nd August, 2025 (up to 05.00 pm) mentioning their name, demat account number/folio number, email Id, mobile number at investors@sumedhafiscal.com . These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card along with Email ID and Mobile No. to the Company by email at investors@sumedhafiscal.com OR to RTA email ID at mdpldc@yahoo.com
2. For Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while E-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. **1800 21 09911**

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. **1800 21 09911**.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

- 1) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 - 2) The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
 - 3) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 - 4) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
 - 5) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote during the AGM.
22. The Board of Directors has appointed Mr. Asit Kumar Labh, Company Secretary in Practice (Membership No. 32891; C.P. No. 14664), to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.

23. Voting Results:

1. The Scrutinizer shall, after the conclusion of the AGM, electronically submit the Consolidated Scrutinizer's Report (i.e. votes cast through Remote e-Voting and e-Voting during AGM) of the total votes cast in favour or against the resolution and invalid votes, to the Chairman of the AGM or to any other person authorised by the Board of the Company.
2. Based on the Scrutinizer's Report, the Company will submit within two working days of the conclusion of the AGM, to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the Listing Regulations.
3. The result declared along with Scrutinizer's Report will be placed on the website of the Company at www.sumedhafiscal.com and on the website of CDSL at www.evotingindia.com

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to Item No(s). 4 and 5 mentioned in the accompanying Notice.

Item No. 4

Securities and Exchange Board of India (“SEBI”) vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated December 12, 2024, has amended Regulation 24A of Listing Regulations. As per the said amendment to Regulation 24A of the Listing Regulations, which came into effect from 01 April 2025, the appointment of Secretarial Auditor shall be approved by the Members at the AGM of the Company and the tenure of the Secretarial Auditor in case of an individual Company Secretary in Practice, should be for a maximum of one (1) term of five (5) consecutive years or in case of a Firm of Company Secretaries in Practice, for a maximum of two (2) terms of five (5) consecutive years. However, any association of the individual or the firm as the Secretarial Auditor of the listed entity before 31 March 2025 shall not be considered for the purpose of calculating the tenure under Regulation 24A of the SEBI Listing Regulations.

Pursuant to the above requirement and based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on May 16, 2025, considering the expertise has proposed to the Members of the Company the appointment of “M/s Labh & Labh Associates”, Company Secretaries (FRN: P2025WB105500) a peer reviewed firm, as Secretarial Auditor of the Company for a period of five consecutive financial years (2025-26 to 2029-30), i.e. from the conclusion of 36th Annual General Meeting until the conclusion of the 41st Annual General Meeting of the Company to be held in the year 2030 in terms of Regulation 24A of the SEBI Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 (“SEBI Circular”) read with provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Company has received written consent from M/s Labh & Labh Associates and a certificate that they satisfy the qualification criteria provided under SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 (“SEBI Circular”) and that the appointment, if made, shall be in accordance with the applicable provisions of the Act, Rules framed thereunder, SEBI Listing Regulations, SEBI Circular and other applicable circulars, if any, in this regard. The firm has agreed to the said appointment, and confirmed that their appointment, if made, would be within the limits specified under the Act. They have further confirmed that they are eligible for the proposed appointment as Secretarial Auditor of the Company and have not incurred any of the disqualifications as specified vide the said SEBI Circular.

Brief Profile & Credentials:

“M/s. Labh & Labh Associates” is a firm of Practicing Company Secretaries lead by CS Atul Kumar Labh, Practicing Company Secretary and a Senior Partner of the firm. Mr. Labh is a member of the Institute of Company Secretaries of India since 1996 and is having more than 29 years of extensive experience in company law, SEBI matters, capital markets, corporate restructuring, business planning and other gamut of corporate affairs.

Mr. Labh is also a member of National Company Law Tribunal Kolkata Bar Association, Calcutta Study Circle on Corporate Law & Allied Subject and Direct Tax Professionals’ Association. He is also empanelled as Mediator/Conciliator with RD, Eastern Region, Ministry of Corporate Affairs. He also acted as an Arbitrator Member with BSE, NSE & CDSL and was a member of Corporate Governance Committee of the Bengal Chamber of Commerce & Industry. He is a regular faculty member of ICSI, ICAI, ICMA and other professional forums and has contributed articles to professional magazines. Mr. Labh acts as a Corporate Consultant, providing specialized, high-quality professional services to a diverse clientele, including private and public sector organizations.

The Firm comprises of competent team members and associates having expertise in legal, secretarial, financial and other allied subjects. The Firm leverages a modern infrastructure, competent staff and a network of associates across India to meet the dynamic evolving needs of the corporate world. All the partners of the firm are having the Peer Review Certificate from the Institute of Company Secretaries of India.

Terms of Appointment:

Appointment is proposed for a period of five consecutive financial years (2025-26 to 2029-30), i.e., from the conclusion of 36th Annual General Meeting until the conclusion of the 41st Annual General Meeting of the Company to be held in the year 2030, with the approval of the shareholders of the Company in the 36th Annual General Meeting of the Company, as Secretarial Auditor of the Company at a remuneration of Rs. 1,25,000/- (Rupees One Lac and Twenty Five Thousand) plus out of pocket expenses at actuals, for

each financial year subject to revision as mutually agreed between the Board and the Auditors in due course during the tenure of appointment. The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmarks.

Considering the expertise and profile of the firm, the resolution for appointment of the firm is proposed for approval of the members of the Company.

None of the Directors or Key Managerial Personnel and/or their relatives in any way, financially or otherwise, is interested or deemed to be interested in the proposed resolution.

The Board recommends passing of the Resolution as set out under Item No. 4 of the Notice for approval by the Members of the Company as an Ordinary Resolution.

Item No. 5

Mr. Vijay Maheshwari, a Fellow Member of the Institute of Chartered Accountants of India, is a highly respected professional with over four decades of distinguished experience in project finance, lending, audit, financial restructuring, and corporate advisory. As Chairman and Promoter Director of Sumedha Fiscal Services Limited, he has been the cornerstone of the Company's vision, credibility, and growth.

Under his leadership, the Company has strengthened its position as a trusted financial institution, and his foresight and strategic direction have helped build a robust network and lasting stakeholder relationships. Mr. Maheshwari's ability to identify opportunities and deliver value has been instrumental in driving innovation and excellence across the organization.

In terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a special resolution is required to continue the directorship of a Non-Executive Director who has attained or will attain the age of seventy-five years. Mr. Maheshwari will attain the said age on January 3, 2026.

In view of his continued guidance, commitment, and significant contributions to the Company, the Nomination and Remuneration Committee has recommended, and the Board of Directors has approved, continuation of his directorship, subject to the approval of the shareholders at the ensuing AGM.

The requisite declaration under Section 164 of the Companies Act, 2013 has been received from Mr. Maheshwari.

None of the Directors, Key Managerial Personnel or their relatives, other than Mr. Maheshwari and his relatives (to the extent of their shareholding, if any), is concerned or interested in the resolution.

The Board recommends passing of the Resolution as set out under Item No. 5 of the Notice for approval by the Members of the Company as a Special Resolution.

Disclosure pursuant to Regulation 36(3) of SEBI Listing Regulations and Clause 1.2.5 of SS-2 with respect to Directors seeking appointment / re-appointment at ensuing AGM:

Name	Mr. Vijay Maheshwari
DIN:	00216687
Date of Birth	03-Jan-1951 (Age : 74 years)
Date of Appointment	04-Jul-1992 (Appointed as Non-Executive Promoter Director)
Qualification	B. Com., FCA
Expertise/Experience	Mr. Vijay Maheshwari (DIN: 00216687), a Fellow Member of the Institute of Chartered Accountants of India, is presently serving as a Non-Executive, Non-Independent Director on the Board of the Company. With over four decades of rich professional experience in

	lending, project finance, audit, and financial restructuring, Mr. Maheshwari has been a key contributor to the Company's vision, growth, and governance. As Chairman and Promoter Director of Sumedha Fiscal Services Limited, his leadership has been central to the Company's strategic positioning and stakeholder confidence.	
No. of Board Meeting attended during the year	4 out of 4 (he was entitled to attend all the 4 Board Meetings held during the year under review)	
Chairman/Member of the Committee of the Company	Investment Committee, Chairman	
Other Directorships/Membership or Chairmanship of Board or Committees of other companies	Name of the Company	Name of the Company
	1. Paramount Communications Limited, <i>Listed Company</i>	a) Audit Committee, Chairman b) Nomination and Remuneration Committee, Chairman c) Stakeholders relationship committee, Member d) Risk management committee, Member e) Corporate social responsibility, Member
	2. SFSL Commodity Trading Pvt. Ltd. – <i>Subsidiary Company</i>	-
	3. US Infotech Pvt. Ltd. – <i>Associate Company</i>	-
	4. Superb Estate Services Pvt. Ltd.	-
	5. Sumedha Management Solutions Pvt. Ltd.	-
	6. M/s. Maheshwari & Associates, Chartered Accountants - Partner	-
Name of listed entities from which the person has resigned in the past three years	NIL	
Details of remuneration sought to be paid	NIL (Only entitled to sitting fees as determined by the Board from time to time).	
Shareholding in the Company (as on 31.03.2025) including shareholding as beneficial owner	16,69,220 equity shares	
Inter-se Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	He is the father-in-law of Mrs. Garima Maheshwari- Non Executive Director of the Company.	
Terms and conditions of appointment/ re-appointment	Continuation as Non- Independent, Non- Executive Directorship beyond the age of 75 years.	

Registered Office :

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

Date : 16th May, 2025

By Order of the Board

Dhwani Fatehpuria
Company Secretary & Compliance Officer
ICSI Membership No.F12817