

# Sumedha Fiscal Services Ltd.

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

CIN - L70101WB1989PLC047465

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

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

## NOTICE OF 25TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fifth Annual General Meeting of Sumedha Fiscal Services Ltd. will be held at MCC Chamber of Commerce & Industry, 15B Hemanta Basu Sarani, Kolkata – 700 001, on Saturday, the 13th day of September, 2014 at 10:30 AM for the transaction of the following business :-

### ORDINARY BUSINESS

1. To consider and adopt the Accounts of the Company for the financial year ended 31st March, 2014, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon;
2. To declare dividend for the financial year ended 31st March, 2014;
3. To appoint a Director in place of Mr. Vijay Maheshwari who retires by rotation and being eligible offers himself for re-election;
4. To appoint a Director in place of Mr. Bijay Murmura who retires by rotation and being eligible offers himself for re-election;
5. To appoint Auditors and to pass, with or without modification(s), the following resolution as an Ordinary Resolution :-  
"Resolved that M/s. ARSK & Associates, Chartered Accountants (Firm's Registration No. 315082E), be and are hereby appointed as the Auditors of the Company from the conclusion of this Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

### SPECIAL BUSINESS

To consider and, if thought fit, to pass, with or without modification(s), the following Resolutions:-

6. **Modification in terms of Appointment of Mr. Bhawani Sankar Rathi, Wholetime Director as an Ordinary Resolution:**  
"Resolved that the resolution passed by the members at the Twenty Fourth Annual General Meeting held on 10th August, 2013 re-appointing Mr. Bhawani Sankar Rathi (DIN - 00028499), Wholetime Director, be and is hereby partially amended making his said appointment subject to retirement by rotation in pursuance of the provisions of Sections 149 and 152 of Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act read with Rules made there under. All the other terms and conditions of his aforesaid original re-appointment stand unchanged."
7. **To appoint Mr. Ratan Lal Gaggar as an Independent Director and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**  
"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ratan Lal Gaggar (DIN: 00322904), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto 31st March, 2019."

8. **To appoint Dr. Basudeb Sen as an Independent Director and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Basudeb Sen (DIN: 00056861), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto 31st March, 2019.”

9. **To appoint Mr. Atul Chandra Varma as an Independent Director and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Atul Chandra Varma (DIN: 03281839), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto 31st March, 2019.”

10. **To appoint Mr. Prashant Sekhar Panda as an Independent Director and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Prashant Sekhar Panda (DIN: 00596554), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto 31st March, 2019.”

11. **Leasing out of office-space and to pass, with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT approval of the Company pursuant to Section 188(1)(c) of the Companies Act, 2013 and Rules made thereunder and other laws applicable thereto be and is hereby given to the letting out of the office space (565 sq. ft. approx.) along with furniture and fittings at the 1st floor of Geetanjali Apartment, Flat No. 1/1C, 8B Middleton Street, Kolkata – 700071 to M/s. Maheshwari & Associates, Chartered Accountants at a monthly rent of ₹ 35,000/- plus Service Tax and Maintenance Charges, be and is hereby approved.

Registered Office :  
6A, Geetanjali,  
8B, Middleton Street,  
  
Kolkata – 700 071.  
Date : 17th May, 2014

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

## NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**  
**A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE PAID UP CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE PAID UP CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
2. The Register of Members of the Company will remain closed from September 6, 2014 to September 13, 2014, both days inclusive.
3. Instructions for e-voting are appended hereto.
4. The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company.
5. E-voting period will commence from September 07, 2014 at 10.00 a.m. (IST) and will end on September 09, 2014 at 6.00 p.m. IST).
6. Mr. B. L. Patni, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner, whose e-mail address is patnibl@yahoo.com.
7. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
8. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.sumedhafiscal.com](http://www.sumedhafiscal.com) and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company.
9. The Dividend if approved at the Meeting shall be credited/dispatched on or before October 12, 2014 to those members holding shares in physical form whose names are on the register of members on September 13, 2014 or their mandatees. In respect of shares held in electronic form, the dividend will be paid to the beneficial owners of the shares appearing on closure of the business hours on September 05, 2014 as per details provided by the Depositories for the purpose.
10. Members holding shares in dematerialized form should intimate to their Depository Participant, the necessary bank account details, 9 digit MICR code and 11 digit IFS code. Members holding shares, in physical form may intimate the Registrar and Share Transfer Agents, the necessary bank details, 9 digit MICR code and 11 digit IFS code along with photocopy of cheque and PAN Card for NECS credit directly to their bank accounts wherever NECS facility is available or for printing of their bank account details on the dividend warrants. In case of any change in the bank particulars, the change should be intimated to the Depository Participant (in case of dematerialized shares) and the Registrar and Share Transfer Agents (in case of physical share, immediately so that the changed particulars may be used for dividend payment.
11. Duly executed and stamped transfer deeds, along with the relative Share Certificates, should be submitted to the Company's Registrar & Share Transfer Agents before the closure of the Register of Members for registration of transfers.
12. Members are requested to encash their Dividend Warrants as Dividend remaining unclaimed for seven years are required to be transferred to the Investor Education & Protection Fund established by the Central Government under Section 205C of the Companies Act, 1956. Pursuant to the provisions of the Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules 2012, the Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on August 10, 2013 (date of last AGM) on the website of the Company [www.sumedhafiscal.com](http://www.sumedhafiscal.com) and also on the website of the Ministry of Corporate Affairs.
13. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market transaction and off-market/private transaction including, transfer of shares held in physical form, deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholders, transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares and transposition of shares - when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders.
14. Members are requested to register their e-mail id's with the Company or Registrar and Share Transfer Agents of the Company by sending their e-mail id's to [investors@sumedhafiscal.com](mailto:investors@sumedhafiscal.com) or [mdpl@cal.vsnl.net.in](mailto:mdpl@cal.vsnl.net.in) in case of shares held in physical form. Members who register their email ID would receive the notice(s)/documents through e-mail instead of physical copy. However, the Company would provide the physical copy of the documents to any shareholders against requisition received from him/her.
15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
16. The information as required to be provided in terms of Clause 49 of the Listing Agreements with the Stock Exchanges regarding the Directors who are proposed to be appointed/re-appointed is also annexed.

## PARTICULARS RELATING TO DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED

<b>1</b>	Name	Mr. Vijay Maheshwari		
	Date of Birth	03-Jan-1951		
	Date of Appointment	24-Nov-1999		
	Qualifications	B.Com, FCA		
	Expertise	Mr. Maheshwari is the main architect of the organisation with vision and leadership quality to lead a highly qualified and diversified group of individuals in their role as human capital of the Company. He also plays the critical role of business development in the highly competitive market. He is also an active member of the Confederation of Indian Industry (CII).		
	Chairman/Member of the Committee of the Company	<ul style="list-style-type: none"> <li>■ Remuneration /Compensation Committee, Member</li> <li>■ Management Committee, Member</li> </ul>		
	Other Directorships (as at 31.03.2014)	<b>Name of the Company</b>	<b>Committee Membership, if any</b>	
		<ol style="list-style-type: none"> <li>1. SFSL Commodity Trading Pvt. Ltd.</li> <li>2. Solar Electronics Pvt. Ltd.</li> <li>3. Premier Stock Broking &amp; Financial Services (P) Ltd.</li> <li>4. US Infotech Pvt. Ltd.</li> <li>5. Superb Estate Services Pvt. Ltd.</li> <li>6. Hitech Tradecomm Pvt. Ltd.</li> </ol>	Nil	
Shareholding in the Company	1562220 Equity Shares of ₹ 10/- each			

<b>2</b>	Name	Mr. Bijay Murmura		
	Date of Birth	14-Oct-1967		
	Date of Appointment	04-Jul-1992		
	Qualifications	B.Com (Hons), FCA, AICWA		
	Expertise	Mr. Murmura is an execution wizard as well as knowledge leader of the Company. His understanding of money market, securities market and Foreign Exchange acts as the corner stone for the Company. Mr. Murmura is past President of Association of National Exchange Members of India (ANMI) and active member of the Confederation of Indian Industry (CII).		
	Chairman/Member of the Committee of the Company	<ul style="list-style-type: none"> <li>■ Audit Committee, Member</li> <li>■ Management Committee, Member</li> </ul>		
	Other Directorships (as at 31.03.2014)	<b>Name of the Company</b>	<b>Committee Membership, if any</b>	
		<ol style="list-style-type: none"> <li>1. SFSL Commodity Trading Pvt. Ltd.</li> <li>2. Fortune Credit &amp; Real Estates Pvt. Ltd.</li> <li>3. Rahul Fiscal Services Pvt. Ltd.</li> <li>4. SFSL Risk Management Services Pvt. Ltd.</li> <li>5. US Infotech Pvt. Ltd.</li> <li>6. SFSL Insurance Advisory Services Pvt. Ltd.</li> <li>7. Hitech Tradecomm Pvt. Ltd.</li> </ol>	Nil	
Shareholding in the Company	369920 Equity Shares of ₹ 10/- each			

3	Name	Mr. Ratan Lal Gaggar		
	Date of Birth	01-Dec-1932		
	Date of Appointment	30-Mar-1993		
	Qualifications	B.A., LLB		
	Expertise	Mr. Gaggar is an eminent Solicitor and ranks amongst the foremost Legal Practitioner in the Country and his expertise and pre-eminence has been of considerable support to the Company.		
	Chairman/Member of the Committee of the Company	Chairman of the Board of Directors of the Company		
	Other Directorships (as at 31.03.2014)	<b>Name of the Company</b>	<b>Committee Membership, if any</b>	
		1. Somani Ceramics Limited	<ul style="list-style-type: none"> <li>■ Audit Committee, Member</li> <li>■ Share Holders / Investors' Grievance Committee, Member</li> <li>■ Remuneration Committee, Member</li> </ul>	
		2. Sarda Plywood Industries Ltd.	<ul style="list-style-type: none"> <li>■ Audit Committee, Member</li> <li>■ Share Holders / Investors' Grievance Committee, Member</li> <li>■ Remuneration Committee, Member</li> </ul>	
		3. TIL Limited	<ul style="list-style-type: none"> <li>■ Audit Committee, Member</li> <li>■ Share Transfer Committee, Member</li> <li>■ Remuneration Committee, Member</li> </ul>	
		4. The Peria Karmalai Tea & Produce Co. Ltd.		
5. Paharpur Cooling Towers Ltd.		<ul style="list-style-type: none"> <li>■ Audit Committee, Member</li> </ul>		
6. International Combustion (India) Ltd.		<ul style="list-style-type: none"> <li>■ Audit Committee, Member</li> <li>■ Remuneration Committee, Member</li> </ul>		
7. SPML Infra Ltd.				
8. Machino Plastics Ltd.				
9. Shree Cement Ltd.		<ul style="list-style-type: none"> <li>■ Audit Committee, Member</li> <li>■ Remuneration Committee, Member</li> <li>■ Selection Committee, Member</li> <li>■ Share Holders / Investors' Grievance Committee, Member</li> </ul>		
10. Machino Polymer Ltd.				
11. Subhash Kabini Power Corporation Ltd.				
Shareholding in the Company	Nil			

4	Name	Dr. Basudeb Sen		
	Date of Birth	16-Jan-1948		
	Date of Appointment	28-Dec-2005		
	Qualifications	M.A. (Econ.), Ph.D., (ISMP-AMP) of Harvard Business School		
	Expertise	Dr. Sen has over three decades of association with the banking and mutual fund industry. He is also associated with infrastructure and manufacturing sectors for a considerable period of time. He has held top positions in a number of commercial banks and institutions. His overall expertise provides the organization with tremendous supportive value in related areas of Commercial Banking, Investment Management and Strategic Planning.		
	Chairman/Member of the Committee of the Company	Nil		
	Other Directorships (as at 31.03.2014)	<b>Name of the Company</b>	<b>Committee Membership, if any</b>	
		1. Mahanagar Gas Ltd.	<ul style="list-style-type: none"> <li>■ Remuneration Committee, Member</li> <li>■ Audit Committee, Chairman</li> </ul>	
2. Dhunseri Petrochem & Tea Ltd.		<ul style="list-style-type: none"> <li>■ Remuneration Committee, Chairman</li> <li>■ Corporate Governance Committee, Chairman</li> <li>■ Audit Committee, Member</li> <li>■ Shareholders' Grievance Committee, Member</li> <li>■ Share Transfer Committee, Member</li> </ul>		
	3. AI Champdani Industries Ltd.			
Shareholding in the Company	4000 Equity Shares of ₹ 10/- each			

5	Name	Mr. Atul Chandra Varma		
	Date of Birth	18-Feb-1949		
	Date of Appointment	13-Nov-2010		
	Qualifications	B.Sc.		
	Expertise	<p>Mr. Varma has wealth of experience in Banking sector. His last assignment, prior to retirement, was Managing Director, State Bank of Patiala. He has been an advisor to ARCIL, Forbes &amp; Technosys.</p> <p>His wide experience in Banking sector is of immense value to the Company.</p>		
	Chairman/Member of the Committee of the Company	<ul style="list-style-type: none"> <li>■ Audit Committee, Member</li> <li>■ Remuneration / Compensation Committee, Member</li> </ul>		
	Other Directorships (as at 31.03.2014)	<b>Name of the Company</b>	<b>Committee Membership, if any</b>	
		Nil	Nil	
Shareholding in the Company	Nil			

6	Name	Mr. Prashant Sekhar Panda		
	Date of Birth	25-Jan-1956		
	Date of Appointment	24-Jan-2009		
	Qualifications	B.Com (Hons), FCA		
	Expertise	Mr. Panda is a Practicing Chartered Accountant with vast exposure in finance and Audit. He is having expertise and knowledge in wide area (Company Laws, Income Tax Laws, Service Tax Laws, Computer-based Accounting Practices).		
	Chairman/Member of the Committee of the Company	<ul style="list-style-type: none"> <li>■ Audit Committee, Chairman</li> <li>■ Remuneration / Compensation Committee, Member</li> <li>■ Investors' Grievance Committee, Chairman</li> </ul>		
	Other Directorships (as at 31.03.2014)	<b>Name of the Company</b>	<b>Committee Membership, if any</b>	
		1. World Resorts Ltd.	<ul style="list-style-type: none"> <li>■ Audit Committee, Chairman</li> <li>■ Remuneration Committee, Member</li> </ul>	
		2. SFSL Commodity Trading Pvt. Ltd.		
		3. Somnath Commercials (P) Ltd.		
4. Devika Properties (P) Ltd.				
5. IITL Corporate Insurance Services (P) Ltd.				
6. MRG Hotels (P) Ltd.				
Shareholding in the Company	Nil			

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

### Item No. 6

Mr. Bhawani Sankar Rathi was re-appointed as Wholetime Director and Chief Financial Officer of the Company at its Annual General Meeting held on August 10, 2013. He is not liable to retire by rotation pursuant to provisions of the Companies Act, 1956. However in terms of Section 152 of the new Companies Act, 2013 and Rules made there under, appointments of not less than 2/3rds of total number of directors shall be subject to retirement by rotation. To bring the composition of the Board in line with the new provisions of the Act, a partial modification to his original appointment is proposed for your approval without changing other terms and conditions of his original appointment.

Mr. Bhawani Sankar Rathi is interested in this resolution. The relatives of Mr. B. S. Rathi may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item Nos. 6 of the Notice.

### Item No. 7, 8, 9 and 10

Mr. Ratan Lal Gagggar, Dr. Basudeb Sen, Mr. Atul Chandra Varma and Mr. Prashant Sekhar Panda are Non-Executive Directors of the Company and have been Independent Directors of the Company in terms of Clause 49 of the Listing Agreement with the Stock Exchanges.

In terms of Section 149 of the Companies Act, 2013 (the Act) and Rules made thereunder, each being eligible for appointment, are proposed to be individually appointed as Independent Directors for five consecutive years for a term up to the conclusion of the 30th Annual General Meeting of the Company.

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

In the opinion of the Board each of them fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for their individual appointment as an Independent Director of the Company and each is individually independent of the management.

The Board considers that each of the above mentioned Director's continued association would be of immense benefit to the Company and it is desirable to continue to avail services of each of the above mentioned Directors as Independent Director. Accordingly, the Board recommends the resolutions by way of Ordinary Resolutions as set out as above under Item Nos. 7 to 10, in relation to the individual appointments of Mr. R. L. Gaggar, Dr. Basudeb Sen, Mr. A. C. Varma and Mr. P. S. Panda as Independent Director, for the approval by the shareholders of the Company.

Notice(s) has been received from member(s) along with the deposits of requisite amounts under Section 160 of the Act proposing each of Mr. R. L. Gaggar, Dr. Basudeb Sen, Mr. A. C. Varma and Mr. P. S. Panda as candidate(s) for the office of Independent Directors of the Company. The details with regard to age, qualification, expertise and directorships in other Indian Companies as well as shareholding in the Company of the above mentioned Independent Directors as at March 31, 2014 have been provided.

Copies of the draft letters for appointment of Mr. R. L. Gaggar, Dr. Basudeb Sen, Mr. A. C. Varma and Mr. P. S. Panda as Independent Directors setting out the terms and conditions would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Save and except Mr. R. L. Gaggar, Dr. Basudeb Sen, Mr. A. C. Varma and Mr. P. S. Panda, being individual appointee(s), none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in their respective resolutions set out at Item Nos. 7 to 10.

#### **Item No. 11**

The Company is having an office space of about 565 Sq. ft. at 1st floor of Geetanjali Apartment, Flat No. 1/1C, 8B Middleton Street, Kolkata – 700071 which has been remaining idle for quite some time and due to depressed market condition the Company does not have any immediate plan for utilisation thereof. The said office space, since lying idle, is now proposed to be let out to M/s. Maheshwari Associates, Chartered Accountants.

M/s. Maheshwari Associates, Chartered Accountants (M & A), having their Head Office at 6A Geetanjali, 8B, Middleton Street, Kolkata – 700071 need some additional space wherein Mr. Vijay Maheshwari, Mr. Bijay Murmuria, Mr. Anil Kumar Birla, Directors and Mr. Ajay kumar Laddha, Vice President of the Company (as permitted by the ICAI) are also Partners therein. For administrative convenience it is desirable to house the additional space near to Registered Office of the Company.

M & A are agreeable to pay monthly rents at market rate of ₹ 35,000/- plus Service Tax as applicable (presently at 12.36 %) alongwith maintenance charges to the Company for using the said furnished office space. The monthly rental has been determined in accordance with Valuation Report from a Registered Valuer.

The Audit Committee as well as the Board of Directors of the Company have duly considered the proposed transaction and now placed before the members of the Company for consideration and approval.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement

Mr. Vijay Maheshwari, Mr. Bijay Murmuria, Mr. Anil Kumar Birla, Directors and Mr. Ajay kumar Laddha, Vice President of the Company being Partners therein are interested in the resolution set out at Item No. 11 of the Notice. Their relatives may be deemed to be interested therein to the extent of their shareholding interest, if any, in the Company.

Save and except Mr. Vijay Maheshwari, Mr. Bijay Murmuria, Mr. Anil Kumar Birla and Mr. Ajay kumar Laddha, being Partners of the said firm, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the Notice.

The Valuation Report and draft Rent Agreement shall be available for inspection during 11.00 a.m. to 3.00 p.m. at the Registered Office of the Company till the date of the Annual General Meeting.

Registered Office :  
6A, Geetanjali,  
8B, Middleton Street,  
Kolkata – 700 071.  
Date : 17th May, 2014

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



## The instructions for members for voting electronically

In case of members receiving e-mail:

- (i) Log on to the e-voting website **www.evotingindia.com**
- (ii) lick on "Shareholders" tab.
- (iii) Now, select the "**Sumedha Fiscal Services Ltd.**" from the drop down menu and click on "SUBMIT"
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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"> <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> <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. – Sequence number is communicated in the Attendance Slip/ Covering Letter.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>■ Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) lick on the EVSN for the relevant "**Sumedha Fiscal Services Ltd.**" on which you choose to vote.
- (xii) 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.

- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts 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.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

***In case of members receiving the physical copy:***

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on **September 7, 2014 at 10.00 a.m.** and ends on **September 9, 2014 at 6.00 p.m.** During this period Shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) **August 8, 2014**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).