

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 26TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Sixth 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 12th day of September, 2015 at 10:30 AM for transaction of the following business :-

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2015 together with the Report of the Board of Directors and the Auditors thereon and the Consolidated Audited Financial Statement of the Company for the financial year ended March 31, 2015.
2. To declare dividend for the financial year ended 31st March, 2015.
3. To appoint a Director in place of Mr. Anil Kumar Birla [DIN – 00015948] who retires by rotation and being eligible offers himself for re-election.
4. To appoint a Director in place of Mr. Bijay Murmura [DIN – 00216534] who retires by rotation and being eligible offers himself for re-election.
5. **To appoint Auditors and to pass the following resolution as an Ordinary Resolution :-**

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, M/s. ARSK & Associates, Chartered Accountants (Firm’s Registration No. 315082E), the retiring Auditors, be and are hereby reappointed as the Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the Twenty Seventh Annual General Meeting of the Company to be held in the calendar year 2016 and that the Board of Directors and the Audit Committee of the Company be and are hereby authorized to fix their remuneration for the said period and reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties.”

SPECIAL BUSINESS

6. **To appoint Mr. Prabhat Agarwala as an Independent Director:**

To consider and, if thought fit, to pass 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. Prabhat Agarwala (DIN: 01063586), who was appointed as an Additional Director on May 16, 2015 to hold office upto forthcoming Annual General Meeting 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, 2020.”

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

To consider and, if thought fit, to pass the following Resolutions as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 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, Mrs. Garima Maheshwari (DIN: 07001628), who was appointed as an Additional Director on 8th November, 2014 to hold office upto forthcoming Annual General Meeting 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 Non-Executive Director of the Company liable to retire by rotation.”

Registered Office :
6A, Geetanjali,
8B, Middleton Street,
Kolkata – 700 071.
Date : 16th May, 2015

By Order of the Board
Deb Kumar Sett
Company Secretary

Notes including e-voting instructions

1. Explanatory Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder with respect to Special Business set out in the Notice is annexed hereto.
2. **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.** THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE TIME FOR HOLDING THE MEETING.

Proxy/Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) members and holding in the aggregate not more than ten (10) per cent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Only registered Members of the Company or any proxy appointed by such registered Member may attend and vote at the Meeting as provided under the provisions of the Companies Act, 2013. In case any shareholder has voted electronically, then he/she can participate in the Meeting but not vote.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, September 4, 2015 to Saturday, September 12, 2015 (both days inclusive) for determining the name of Members eligible for dividend on equity shares if declared at the meeting.
5. Duly executed and stamped transfer deeds, along with the share certificates, should be submitted to the Company's Registrar and Share Transfer Agents before the closure of the Register of Members for registration.
6. Corporate Members are requested to send a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013/ Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. Dividend on Equity Shares, if declared at the Meeting will be paid to those members, whose names shall appear in the Company's Register of Members after giving effect to all valid share transfers in physical form lodged with the Company on or before the close of working hours of the Company as on Thursday, September 3, 2015. In respect of the shares held in Electronic Form, the Dividend will be paid to those persons whose names shall appear as beneficial owners as at the end of the business hours on Saturday, September 12, 2015 as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited.
8. Dividends which remain unpaid / unclaimed over a period of seven years from the date of transfer to the unpaid dividend account will have to be transferred by the Company to Investor Education and Protection Fund of the Central Government under Section 205A and Section 205C of the Companies Act, 1956 as amended from time to time and/or relevant corresponding provisions of the Companies Act, 2013 once notified. Accordingly, all unpaid / unclaimed amounts in respect of dividends paid by the Company for the year ended 31 March 2008 have to be transferred to the said Fund by 27-Oct-15. Shareholders are requested to encash the dividend before the due date of transfer i.e., before 27-Oct-15. Shareholders are advised to encash the unpaid Dividend Warrants for the year ended March 31, 2008 or any subsequent year, before transfer to the above referred Fund by writing a request to the Company Secretary, Sumedha Fiscal Services Ltd., 6A, Geetanjali, 8B, Middleton Street, Kolkata – 700071. No claim will be entertained thereafter by the Company. The details of the dates on which dividend should be transferred to the aforesaid fund is given below :-

Financial Year	Date of Declaration	Due for Transfer
2007-2008	20-Sep-08	27-Oct-15
2008-2009	12-Sep-09	19-Oct-16
2009-2010	21-Aug-10	27-Sep-17
2010-2011	20-Aug-11	26-Sep-18
2011-2012	25-Aug-12	30-Sep-19
2012-2013	10-Aug-13	16-Sep-20
2013-2014	13-Sep-14	20-Oct-21

The Company has uploaded the information in respect of the unpaid and unclaimed dividend amounts lying with the Company, as on the date of the last Meeting held on 13-Sep-14, on the website of the IEPF viz. www.iepf.gov.in and under "Investors Section" on the Website of the Company viz. www.sumedhafiscal.com.

9. Securities and Exchange Board of India (SEBI) vide its Circular No. CIR/MRD/DP/10/2013 dated 21 March 2013, has mandated usage of electronic mode for making cash payments such as dividend etc. to the investors of Companies whose securities are listed on the Stock Exchanges. Payment of dividend through electronic mode is beneficial to the Members since the risks associated with receiving payment through dividend warrants such as loss in transit/ misplacement/revalidation etc. can be easily mitigated.
Therefore, Members are advised to avail National Electronic Clearing Service (NECS) facility whereby the dividend will be directly credited electronically to their respective Bank Accounts. Members holding the Company's shares in dematerialized mode are requested to provide NECS particulars to their respective Depository Participants, if they have not done so already. Members holding the Company's shares in physical form who have not opted for NECS are requested to provide their NECS particulars in the enclosed 'NECS Mandate Form' and forward the same duly filled in and signed to the Company's Registrar and Share Transfer Agent (RTA) i.e. Maheshwari Datamatics Pvt. Ltd., 6, Mango Lane, 2nd Floor, Kolkata – 700001 at mdpl@cal.vsnl.net.in, at the earliest to avail this facility.
10. Members holding shares in physical form are requested to intimate change in their registered address or bank particulars, mentioning full address in block letters with Pin code of the Post Office, mandate, bank particulars and Permanent Account Number (PAN) to the Company's RTA and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.
11. Members holding shares in physical form and wishing to make / change a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 may submit the prescribed particulars in Form No. SH-13 (Nomination Form) or SH-14 (Cancellation or Variation of Nomination), to the Company.
12. The Company has entered into necessary arrangement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable the Shareholders to dematerialize their shareholding in the Company for which they may contact the Depository Participant of either of the above Depositories.
13. Electronic copy of the Annual Report, Notice of the Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
14. In view of Go Green initiative being undertaken by the Company, Members who have not yet registered their e-mail address so far are requested to register/update their e-mail addresses with the Company's RTA or with the Company at investors@sumedhafiscal.com. Shareholders holding shares in dematerialized form are requested to register their e-mail addresses and changes therein with the concerned Depositories through their Depository Participant.
15. Members are requested to bring their copy of Annual Report to the Meeting. A member desirous of getting any information with regard to Accounts of the Company is requested to send the queries to the Company at least 10 days before the meeting to the Company Secretary at the Registered Office of the Company.
16. Members are requested to mention their Folio Number/Client ID/DP ID Number (in case of shares held in dematerialized form) in all their correspondence with the Company / Depository Participant in order to facilitate response to their queries promptly.
17. Members are requested to produce the enclosed attendance slip duly signed as per the specimen signature recorded with the Company/Depository Participant for admission at the entrance to the place of the meeting.
18. Members who are holding shares of the Company in physical form through multiple folios in identical order of names are requested to write to the Company, enclosing their share certificates, to enable the Company to consolidate their holdings in one folio.
19. In case of joint holders attending the meeting, 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.
20. Members are requested to contact the Company's RTA for reply to their queries/redressal of complaints, if any, or contact the Company Secretary at the Registered Office of the Company (Phone: +91 33 2229 8936; Email: investors@sumedhafiscal.com).
21. Members may note that the Notice of the Meeting will be available on the Company's website www.sumedhafiscal.com. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued thereunder will be available for inspection by the members at the Meeting.
22. The relevant documents referred to in this Notice and Explanatory Statement are open for inspection at the Meeting and such documents will also be available for inspection in physical or in electronic form at the Registered Office and copies thereof shall also be available for inspection in physical or electronic form at the registered office from the date of dispatch of the Notice till the date of the Meeting on all working days, except Saturdays, from 11:00 A.M to 2:00 P.M.

23. Voting through electronic means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 w.e.f. March 19, 2015 and Clause 35B of the Equity Listing Agreement, the Company is pleased to provide to the members, the facility of voting by electronic means in respect of business to be transacted at the Meeting which includes the facility of casting the votes by the Members using an electronic voting system from a place other than venue of the Meeting ("remote e-voting") and the same will be provided by Central Depository Services (India) Limited (CDSL). The Board of Directors of the Company has appointed Mr. Babu Lal Patni, Practicing Company Secretary, (Membership No. FCS - 2304 and C. P. No. 1321), Kolkata as the Scrutinizer for the purpose.
- II. The facility of voting through ballot or polling paper shall also be made available for the members at the Meeting who have not been able to vote electronically and who are attending the Meeting. The members who have cast their vote electronically would be entitled to attend the Meeting but would not be permitted to cast their vote again at the Meeting. The facility to vote by electronic voting system will not be provided at the Meeting.
- III. The **remote e-voting period commences on Tuesday, September 8, 2015 (9.00 A.M. IST) and ends on Friday, September 11, 2015 (5.00 P.M. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the close of working hours on **Saturday, September 5, 2015 ('cut-off date')** may cast their vote electronically. The **remote e-voting module shall be disabled by CDSL for voting on Friday, September 11, 2015 after 5.00 P.M. IST**. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

Process and Manner for Members Opting for Remote E-Voting:

The instructions for remote e-voting are as under:

Voting through electronic means

The instructions for shareholders voting electronically are as under:

- A. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- B. Click on "Shareholders" tab.
- C. Now Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- D. Next enter the Image Verification as displayed and Click on Login.
- E. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- F. 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"> ● 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. ● 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.
DOB	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.
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"> ● 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 as mentioned in instruction (vii).

- G. After entering these details appropriately, click on "SUBMIT" tab.
- H. 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.
- I. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- J. Click on the EVSN for the relevant SUMEDHA FISCAL SERVICES LIMITED on which you choose to vote.
- K. 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.
- L. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- M. 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.
- N. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- O. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- P. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Q. **Note for Institutional Shareholders -**
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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.
 - After receiving the login details they have to create 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 should be mailed to 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.
- R. 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.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- S. The shareholders shall have one vote per equity share held by them as on the **cut-off date** (record date) of **September 5, 2015**. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

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

1	Name	Mr. Anil Kumar Birla											
	DIN	00015948											
	Date of Birth	12-Oct-1965 (Age : 49.5 Years)											
	Date of Appointment	30-Nov-2005											
	Qualifications	B.Com, FCA											
	Expertise	Mr. Birla, is a practicing Chartered Accountant with wide ranging experience in Audit, Strategy Formulation and Financial Planning. His keenness into financial details is a mainstay in business dealings. He has proven leadership skills for motivating teams to achieve Company objectives.											
	Chairman/Member of the Committee of the Company	<ul style="list-style-type: none"> ■ Stakeholders Relationship Committee, Member ■ Management Committee, Member 											
	Other Directorships/ Partnerships /Proprietorships (as at 31.03.2015)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Name of the Company</th> <th style="text-align: left;">Committee Membership, if any</th> </tr> </thead> <tbody> <tr> <td>1. Latitudes Tourism Pvt. Ltd.</td> <td rowspan="5" style="text-align: center; vertical-align: middle;">Nil</td> </tr> <tr> <td>2. Span Health Care Pvt. Ltd.</td> </tr> <tr> <td>3. Schoolcity Learning India Pvt. Ltd.</td> </tr> <tr> <td>4. Vardaan Advisors Pvt. Ltd.</td> </tr> <tr> <td>5. Maheshwari & Associates, Chartered Accountants - Partner</td> </tr> </tbody> </table>	Name of the Company	Committee Membership, if any	1. Latitudes Tourism Pvt. Ltd.	Nil	2. Span Health Care Pvt. Ltd.	3. Schoolcity Learning India Pvt. Ltd.	4. Vardaan Advisors Pvt. Ltd.	5. Maheshwari & Associates, Chartered Accountants - Partner			
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Shareholding in the Company	6,000 Equity Shares of ₹ 10/- each												
2	Name	Mr. Bijay Murmura											
	DIN	00216534											
	Date of Birth	14-Oct-1967 (Age : 47.5 Years)											
	Date of Appointment	04-Jul-1992											
	Qualifications	B.Com (Hons), FCA, AICWA											
	Expertise	Mr. Murmura, a partner of Maheshwari & Associates, Chartered Accountants, comes with a solid background in securities market and financial services. As a practicing Chartered Accountant, he ably guides all issues pertaining to securities, shares, bonds and the money markets. His in depth understanding of regulatory issues and domestic business environment are pivotal to success. Currently he is the Chairman of Financial Market Core Committee, CII-ER.											
	Chairman/Member of the Committee of the Company	<ul style="list-style-type: none"> ■ Audit Committee, Member ■ Nomination & Remuneration Committee / Compensation Committee, Member ■ Management Committee, Chairman 											
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7. Hitech Tradecomm Pvt. Ltd.													
8. Maheshwari & Associates, Chartered Accountants - Partner													
Shareholding in the Company	3,69,920 Equity Shares of ₹ 10/- each												

3	Name	Mr. Prabhat Agarwala									
	DIN	01063586									
	Date of Birth	01-Sep-1955 (Age : 59.5 Years)									
	Date of Appointment	16-May-2015									
	Qualifications	B. Com, FCA									
	Expertise	Mr. Agarwala is a Chartered Accountant and an experienced Industrialist. He has great analytical and problem solving skills and mentored his Company to higher growth path.									
	Chairman/Member of the Committee of the Company	<ul style="list-style-type: none"> ■ Audit Committee, Member ■ Nomination & Remuneration Committee / Compensation Committee, Member 									
	Other Directorships/ Partnerships /Proprietorships (as at 31.03.2015)	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Committee Membership, if any</th> </tr> </thead> <tbody> <tr> <td>1. Lily India Pvt. Ltd.</td> <td rowspan="5">Nil</td> </tr> <tr> <td>2. Ritik Poly Industries Pvt. Ltd.</td> </tr> <tr> <td>3. Asrit International Pvt. Ltd.</td> </tr> <tr> <td>4. Vinam Resources Pvt. Ltd.</td> </tr> <tr> <td>5. Ritik International, <i>Proprietor</i></td> </tr> </tbody> </table>	Name of the Company	Committee Membership, if any	1. Lily India Pvt. Ltd.	Nil	2. Ritik Poly Industries Pvt. Ltd.	3. Asrit International Pvt. Ltd.	4. Vinam Resources Pvt. Ltd.	5. Ritik International, <i>Proprietor</i>	
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3. Asrit International Pvt. Ltd.											
4. Vinam Resources Pvt. Ltd.											
5. Ritik International, <i>Proprietor</i>											
Shareholding in the Company	2500 Equity Shares of ₹ 10/- each										

4	Name	Mrs. Garima Maheshwari					
	DIN	07001628					
	Date of Birth	16-Mar-1984 (Age : 31 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 B.Com (Hons) from Mumbai University. 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, Barclays Bank PLC and Citibank N.A in Mumbai in the Wealth Advisory team of the Retail Banking division in India. She has excellent relationship management skills with experience in efficient business operations.					
	Chairman/Member of the Committee of the Company	Nil					
	Other Directorships/ (as at 31.03.2015)	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Committee Membership, if any</th> </tr> </thead> <tbody> <tr> <td>Nil</td> <td>Nil</td> </tr> </tbody> </table>	Name of the Company	Committee Membership, if any	Nil	Nil	
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Nil	Nil						
Shareholding in the Company	25,000 Equity Shares of ₹ 10/- each						

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

Item No. 6

The Board of Directors, at its meeting held on May 16, 2015, appointed Mr. Prabhat Agarwala as an Additional Director of the Company with immediate effect pursuant to Section 161 of the Companies Act, 2013, read with Article 138 of the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Prabhat Agarwala will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, along with a deposit of ₹ 100,000/- proposing the candidature of Mr. Prabhat Agarwala for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Prabhat Agarwala (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Prabhat Agarwala as an Independent Director of the Company for a period up to March 31, 2020 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, he will not be liable to retire by rotation.

In the opinion of the Board, Mr. Prabhat Agarwala, the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. The Directors also think that his inclusion to the Board would benefit the Company. No director, key managerial personnel or their relatives, except Mr. Prabhat Agarwala, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 6 for the approval of the members.

Item No. 7

The Board of Directors at its meeting held on November 8, 2014 had appointed Mrs. Garima Maheshwari as an Additional Director of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Garima Maheshwari will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, along with a deposit of ₹ 100,000/- proposing the candidature of Mrs. Garima Maheshwari for the office of the Director of the Company. The Company has received her declaration that she is not disqualified from being appointed as a Director in terms of 164(2) of the Act (DIR - 8) and her consent to act as a Director.

The Board considers that her appointment, would be in compliance with the requirement of the Woman Director pursuant to second proviso of Section 149(1) of the Act. Her experience (provided earlier) would benefit the Company. Accordingly, the Board recommends the resolution by way of Ordinary Resolution as set out as above under Item No. 7, in relation to the appointment of Mrs. Garima Maheshwari as a Director, for the approval of the shareholders of the Company.

Mr. Vijay Maheshwari, Director of the Company and Mrs. Garima Maheshwari, being relative to each other, are interested in the resolution set out at Item No. 7.

None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set forth in Item No. 7 for the approval of the members.

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

Date : 16th May, 2015

By Order of the Board
Deb Kumar Sett
Company Secretary

**Form No. MGT-11
PROXY FORM**



[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)
of the Companies (Management and Administration) Rules, 2014]

Name of the Company : **Sumedha Fiscal Services Ltd.**

CIN : **L70101WB1989PLC047465**

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

Telephone : 033-2229 8936/6758/3237 Fax : 033-2226 4140/22655830 Email : investors@sumedhafiscal.com

Name of the Member (s) :

Registered Address :

.....

Email ID:

Folio No. / Client ID :

DP ID :

I / We, being the member(s) of Shares of the above named Company, hereby appoint -

1. Name :
Address :
Email ID :
Signature :, or failing him/her
2. Name :
Address :
Email ID :
Signature :, or failing him/her
3. Name :
Address :
Email ID :
Signature :

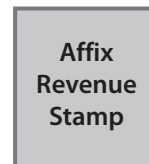
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Saturday, the 12th day of September, 2015 at 10.30a.m. at "Somany Conference Hall", MCC Chamber of Commerce & Industry, 15B, Hemanta Basu Sarani, Kolkata – 700 001 and at any adjournment thereof in respect of such resolutions as are indicated below :

Sl.No.	Resolution	Vote (Note4)	
		For	Against
	Ordinary Business :		
1	Adopt the audited Financial Statement and Reports thereon for the financial year ended March 31, 2015		
2	Declare dividend for the financial year ended 31st March, 2015;		
3	Re-appoint Mr. Anil Kumar Birla as Director who retires by rotation		
4	Re-appoint Mr. Bijay Murmuria as Director who retires by rotation		
5	Appoint ARSK & Associates, Chartered Accountants as Auditors of the Company		
	Special Business :		
6	Appoint Mr. Prabhat Agarwala as an Independent Director for five years		
7	Appoint Mrs. Garima Maheshwari as a Non-Executive Director		

Signed thisday of, 2015

Signature of Shareholder :

Signature of Proxy holder(s) :



Note. :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. Members holding more than 10% of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
4. It is optional to indicate your preference. If you leave the 'for,' 'against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



SUMEDHA
adding values to value

SUMEDHA FISCAL SERVICES LIMITED

CIN : L70101WB1989PLC047465

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

Telephone : 033-2229 8936/6758/3237/4473 Fax : 033-2226 4140/22655830

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

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall.

DP Id.. : Folio No. / Client Id. No. of Shares

Name :

Address :

.....

Name of Proxy :
(in Block letters)

(To be filled in if the Proxy attends instead of the Member)

I hereby record my presence at the TWENTY SIXTH ANNUAL GENERAL MEETING at "Somany Conference Hall", MCC Chamber of Commerce & Industry, 15B, Hemanta Basu Sarani, Kolkata – 700 001 on Saturday, the 12th September, 2015 at 10.30 a.m.

.....
Member's Signature

.....
Proxy's Signature

Shareholders/Proxy representatives are requested to produce this Attendance Slip for admission to meeting hall. The admission may, however, be subject to verification/checks, as may be deemed necessary.



SUMEDHA
adding values to value

SUMEDHA FISCAL SERVICES LIMITED

NECS MANDATE FORM

To

Sumedha Fiscal Services Ltd.

(CIN : L70101WB1989PLC047465)

6A Geetanjali, 8B Middleton Street,

Kolkata – 700 071.

I/we hereby authorize you to make all payments in respect of my holding in your Company to my bankers for crediting to my account as detailed below:

1. Shareholder's Name :
(In Block letters) (First Holder)
:
(Joint holder, if any)
2. Folio Number/DP ID and Client Id No. :
3. No. of Shares :
4. Name of the Bank :
5. Branch name and address :
6. Account Type SB A/c Current A/c Others
[Mark 'X' in the appropriate box] (Please specify)
7. Bank Account Number :
8. MICR Code Number of the Bank and Branch :
9. Nine digit code number of the bank and branch appearing on the cheque :
10. IFSC Code :
11. PAN/GIR no. : Word No.

I/we hereby declare that the particulars given above are correct and complete. If credit is not effected for the reason(s) of incomplete or incorrect information. I /we would not hold the Company responsible.

Dated :

Signature of the first holder
(as appearing in the Company's records)

Certificate of the investor's bank

Certified that the particulars of the bank account furnished above are correct as per our records.

Bank stamp:

Dated :

Signature of the authorized
official of the bank

Note: Please attach a photocopy of cheques issued by your bank relating to your above account for verifying the accuracy of the code number.