



Sumedha Fiscal Services Ltd.

CIN: L70101WB1989PLC047465

Registered & Corporate Office :

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

T - 91 33 2229 8936 / 6758 / 3237 / 4473

F - 91 33 2226 4140 / 2265 5830

E - secretarial@sumedhafiscal.com

W - www.sumedhafiscal.com

May 24, 2022

Ref: CS-4/34/

BSE Ltd.

The Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort,
Mumbai - 400 001.

Email : corp.relations@bseindia.com

Code No. 530419

The Secretary

The Calcutta Stock Exchange Ltd.

7, Lyons Range,
Kolkata - 700 001.

Email : listing@cse-india.com

Company Code No. 029093

Dear Sir / Madam,

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)

This is further to our letter no. CS-4/34 dated May 23, 2022, informing the Stock Exchanges about the decision of the Board of Directors of the Company at their meeting held on 23-May-22 to seek shareholders’ approval by means of Postal Ballot for terms and remuneration towards re-appointment of Mr. Bhawani Shankar Rathi as Wholetime Director of the Company for 3 years with effect from 01-Apr-22 in terms of Section 110 of the Companies Act, 2013 and rules made thereunder and in compliance with other applicable provisions of the said Act and in compliance with General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021 and No. 20/2021 dated December 8, 2021, issued by the Ministry of Corporate Affairs, Government of India, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, May 20, 2022 (“Cut-off date”).

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose a copy of Postal Ballot Notice seeking the approval of members of the Company for aforesaid re-appointment by way of special resolution.



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The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide remote e-voting facility to its Members. The remote e-voting period commences from Saturday, May 28, 2022 at 9:00 a.m. and ends at 5:00 p.m. on Sunday, June 26, 2022. The e-voting module shall be disabled by CDSL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date.

Shareholders whose email address is not registered with the Company/Depositories, to receive this Notice, may refer the enclosed Notice for the process of registration of e-mail address and remote e-voting.

Communication of assent or dissent of the Members would only take place through the remote e-voting system. The instructions for remote e-voting are provided in the Notice.

This Postal Ballot Notice will also be available on the Company’s website http://www.sumedhafiscal.com/postal_ballot.asp and on the website of CDSL.

This is for your information and record.

Thanking you,

Yours faithfully,

For Sumedha Fiscal Services Ltd.

Dhwani Fatehpuria
Company Secretary & Compliance Officer

Encl: Postal Ballot Notice

Copy to :

1. Central Depository Services (India) Limited
2. National Securities Depository Limited
3. Maheshwari Datamatrics Private Limited



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POSTAL BALLOT NOTICE

[only through e-voting]

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the members of the Company,

Notice is hereby given that the resolution set out below is proposed to be passed by the members of Sumedha Fiscal Services Limited (“the Company”) by means of Postal Ballot, only by way of remote e-voting process (“e-voting”), pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 20/2021 dated December 8, 2021 alongwith General Circular Nos. 10/2021 dated June 23, 2021, 39/2020 dated December 31, 2020, 33/2020 dated September 28, 2020, 22/2020 dated June 15, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020 issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS- 2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors has appointed Mr. Asit Kumar Labh, Practicing Company Secretary (Membership No. ACS - 32891 / CP - 14664) as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of CDSL- Central Depository Services (India) Limited as the agency to provide the E-voting facility.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its

members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically from Saturday, May 28, 2022 at 9:00 a.m. and ends at 5:00 p.m. on Sunday, June 26, 2022, (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Company Secretary of the Company or any person authorized by him. The results of e-voting will be announced on or before Monday, June 27, 2022, and will be displayed on the Company's website **www.sumedhafiscal.com** and will also be communicated to the Stock Exchanges and Central Depository Services (India) Limited ("CDSL").

SPECIAL BUSINESS:

1. To consider and if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 ("The Act") read with Schedule V to the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Company be and is hereby accorded for re-appointment of Mr. Bhawani Shankar Rathi (DIN: 00028499), designated as Whole-time-Director of the Company for a further period of 3 (three) years, with effect from 01.04.2022, on the terms and conditions including remuneration as set out in explanatory statement attached hereto and forming part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Sections 197, 198 and Schedule V to the Companies Act, 2013 in case of no profits / inadequate profits during any financial year / period in between.

RESOLVED FURTHER THAT notwithstanding anything contained in Sections 197, 198 and Schedule V of the Companies Act, 2013 or any amendments / re-enactment thereof or any revised/ new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits as set out in the explanatory statement forming part of this resolution be paid as minimum remuneration to Mr. Bhawani Shankar Rathi (DIN: 00028499), designated as Whole-time-Director of the Company even if it exceeds the various stipulated limits of the various provisions of the Companies Act, 2013 or the rules related thereto during any financial year / period in between.

RESOLVED FURTHER THAT the Board (the term " Board" includes Board of Directors of Company and the Nomination and Remuneration Committee) be and is hereby authorized to vary and / or modify the terms and conditions including remuneration, benefits and perquisites payable / made available to the appointee in such manner as may be agreed upon between the board and the appointee.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things and execute all such documents, instruments and writings, as may be required and to delegate all or any of its powers herein conferred to any committee of directors or to any director or to any employee of the Company to give effect to the aforesaid resolutions.

Registered Office :
6A, Geetanjali,
8B, Middleton Street,
Kolkata – 700 071
CIN: L70101WB1989PLC047465
E-mail: investors@sumedhafiscal.com
Website: www.sumedhafiscal.com
Place: Kolkata
Date: 23rd May, 2022

By Order of the Board

Dhwani Fatehpuria
Company Secretary
Membership No- A23072

NOTES :

1. A Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, May 20, 2022 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at www.sumedhafiscal.com, website of the Stock Exchange- BSE Limited at www.bseindia.com and on the website of CDSL.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020,

SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of CDSL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.

8. The e-voting period commences at 9:00 a.m. (IST) on Saturday, May 28, 2022 and ends at 5:00 p.m. (IST) on Sunday, June 26, 2022. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
9. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to investors@sumedhafiscal.com upto 5(Five) days before the end of e-Voting.
10. The resolutions passed by the requisite majority by the Members through Postal Ballot shall be deemed to have been duly passed at a General Meeting convened in that behalf.
11. The resolutions, if approved, shall be deemed to have been passed on the last date of voting, i.e. Sunday, 26th June, 2022.
12. In case of Joint Holders attending the Meeting, only such Joint Holders who are higher in the order of the names will be entitled to vote.
13. **INSTRUCTIONS FOR REMOTE E-VOTING:**

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Sections 108, 110 and other applicable provisions of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules'), the Company is pleased to provide remote e-voting facility to all its Members, to enable them to cast their votes electronically for the Postal Ballot. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing remote e-Voting facility to all its Members.

During the voting period, Members can login to Central Depository Services (India) Limited (CDSL) e-Voting platform any number of times till they have voted on the resolutions. Once the vote on a resolution is cast by the Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote(s) again.

14. Procedure and instructions relating to remote e-Voting:

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	<p>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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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	<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</p>

<p>demat mode with NSDL</p>	<p>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 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>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.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.nsd.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>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</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 022- 23058738 and 22-23058542- 43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(i) Login method for e-Voting 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.
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- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant SUMEDHA FISCAL SERVICES LIMITED on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xi) 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.
- (xii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- 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.
 - 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 a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@asumedhafiscal.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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) by email to Company/RTA email id.
- (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 attending AGM & e-Voting from the CDSL e Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

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 on 022-23058542/43.

15. Members holding shares in physical mode are requested to immediately notify change in their bank details, e-mail address, address/name, to Company's Registrar & Share Transfer Agents- **Maheshwari Datamatics Private Limited**, 23 R. N. Mukherjee Road, 5th Floor, Kolkata- 700001. Tel No.- 033-2243-5029, 2248-2248. Fax No.- 033-2248-4787. E-mail- mdpldc@yahoo.com, quoting their Folio Number(s).
16. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, ECS mandates, e-mail addresses, nominations, power of attorney, change of address/ name, etc. to their DPs only and not to the Company or **Maheshwari Datamatics Private Limited**. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.
17. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to **Maheshwari Datamatics Private Limited**.
18. Members holding shares in physical mode are advised to make nomination in respect of their shareholding in the Company, in the nomination form (SH-13) and those Members holding shares in electronic mode may contact their respective DPs for availing the nomination facility as provided under Section 72 of the Act.
19. Non-Resident Indian Members are requested to inform their respective DPs, immediately of:
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

20. Members who have not registered/updated their e-mail address with **Maheshwari Datamatics Private Limited**. /Company may write to investors@sumedhafiscal.com OR mdpldc@yahoo.com, if shares are held in physical mode or with their DPs, if shares are held in electronic mode, for receiving all future communications from the Company including Annual Reports, Notices, Circulars, etc. electronically.
21. Process for obtaining User ID and Password/Postal Ballot Notice for those Members whose e-mail ids are not registered:
- In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and self-attested scanned copy of Aadhaar Card by e-mail to investors@sumedhafiscal.com OR **mdpldc@yahoo.com**.
 - In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card and self-attested scanned copy of Aadhaar Card to investors@sumedhafiscal.com OR **mdpldc@yahoo.com**
22. Notification of SEBI relating to transfer of equity shares held in physical form:

SEBI vide notification dated June 8, 2018 amended Regulation 40 of Listing Regulations, which came into force with effect from April 1, 2019. Accordingly, effective April 1, 2019 except in cases of transmission or transposition, transfer of securities of Company cannot be processed unless the securities are held in dematerialized form with a depository. SEBI vide its circular dated 25th January 2022 has advised that listed companies shall henceforth issue the securities in dematerialized form only (vide Gazette Notification no. SEBI/LAD-NRO/GN/2022/66 dated January 24, 2022) while processing the following service request:

- i. Issue of duplicate securities certificate;
- ii. Claim from Unclaimed Suspense Account;
- iii. Renewal / Exchange of securities certificate;
- iv. Endorsement;
- v. Sub-division / Splitting of securities certificate;
- vi. Consolidation of securities certificates/folios;
- vii. Transmission;
- viii. Transposition;

The Members are requested to take note of the same and may consider dematerialization of physical shares held by them to avoid inconvenience in future.

Registered Office :
6A, Geetanjali,
8B, Middleton Street,
Kolkata – 700 071
CIN: L70101WB1989PLC047465
E-mail: investors@sumedhafiscal.com
Website: www.sumedhafiscal.com
Place: Kolkata
Date: 23rd May 2022

By Order of the Board

Dhwani Fatehpuria
Company Secretary
Membership No- A23072

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

As required under section 102 of the Companies Act, 2013 the following explanatory statement sets out all material facts relating to business under Item no. 1 of the accompanying Notice:

Resolution no. 1

Mr. Bhawani Shankar Rathi (DIN: 00028499), aged 55 years was reappointed as the Wholetime Director of the Company by the shareholders of the Company at the Annual General Meeting held on 14th September 2019 for a period of three years wef 01.04.2019. Tenure of his office expired on 31.03.2022.

The Board of Directors at its meeting held on 09.02.2022 has re-appointed him as “Wholetime Director” w.e.f. April 1, 2022 for a period of three years according to the recommendation of the Nomination and Remuneration Committee and subject to the approval of the shareholders of the Company, in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013.

Mr. Rathi is responsible for day-to-day business operations, administration, accounting and finance and internal controls. He is also in-charge of Mumbai Office of the Company.

On his re-appointment Mr. Rathi will be entitled to the following remuneration and perquisites :-

- a. Basic Salary – Rs. 24,00,000/- per annum;
- b. House Rent Allowance – Rs. 3,60,000/- per annum;
- c. Performance Linked Incentive – As per Company Rules (not exceeding 150% of Basic Salary);
- d. Bonus – Rs. 3,00,000/- per annum;

e. PF Contribution- Rs. 2,88,000/- per annum.; and

f. Other Allowances – Rs. 3,60,000/- per annum.

Apart from the aforesaid remuneration, he will be entitled to reimbursement of all expenses incurred in connection with the business of the Company.

The appointee shall not be entitled to any sitting fees for Board / Committee meetings.

The terms and conditions of the said appointment and / or agreement are subject to provisions of Sections 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 ("The Act") read with Schedule V to the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 including any statutory modifications or enactments thereof from time to time and may be altered and varied from time to time by the Board/ Committee as it may in its discretion deem fit within the maximum amount of remuneration payable in accordance with the applicable rules and regulations. Further, the remuneration as would be paid to Mr. Bhawani Shankar Rathi during his tenure would be the remuneration payable to him even if the said remuneration exceeds the stipulated managerial limits in terms of the provisions of Sections 196 and 197 of the Companies Act, 2013 read with Schedule V to the said Act and subject to fulfilment and compliance of other conditions as mentioned under the various provisions of the Act or rules related thereto.

The agreement may be terminated by either party giving the other three months' notice.

The above may be treated as an abstract of the terms of contract between the Company and Mr. Bhawani Shankar Rathi. Mr. Bhawani Shankar Rathi shall perform such duties and exercise such powers as are entrusted to him by the Board.

No director, Key managerial personnel or their relatives, except Mr. Bhawani Shankar Rathi to whom resolution relates are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Resolutions set forth in item no. 1 for the approval of shareholders of the Company

Registered Office :
6A, Geetanjali,
8B, Middleton Street,
Kolkata – 700 071
CIN: L70101WB1989PLC047465
E-mail: investors@sumedhafiscal.com
Website: www.sumedhafiscal.com
Place: Kolkata
Date: 23rd May 2022

By Order of the Board

Dhwani Fatehpuria
Company Secretary
Membership No- A23072

The Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 in respect of Item No. 1 :

I. GENERAL INFORMATION

1. Nature of Industry	Other Financial Services			
2. Date or expected date of commencement of commercial production	Not Applicable (the Company is an existing Company)			
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4. Financial performance based on given indicators	Particulars	2021-22 (Rs. In Lacs)	2020-21 (Rs. In Lacs)	2019-20 (Rs. In Lacs)
	Total Revenue	5867.61	1993.17	1801.16
	Profit after tax	322.69	833.02	(354.85)
5. Foreign investments or collaborators, if any	Not Applicable			

II. INFORMATION ABOUT THE APPOINTEE – MR. BHAWANI SHANKAR RATHI

1. Background details	Qualified Chartered Accountant, having 28 years' post qualification experience in Finance, Law and Banking. Specialist on corporate debt restructuring, a major contributor to investment Banking Services of the Company as well as managing the support structure of the Company.	
2. Past remuneration	Financial Years	Amount (in Rs.)
	2021-22	34,36,266
	2020-21	26,42,100
	2019-20	32,74,500

3. Recognition or awards	Rank-holder (3rd) in the Final Examination held by Institute of Chartered Accountants of India. Completed MBF course conducted by Institute of Chartered Accountants and obtained degree. Stood 1st all over India in the exam held for the degree.
4. Job profile and his suitability	Mr. Rathi is handling the area of core business of Investment Banking, Corporate Advisory Services and managing/ supporting business development of the Company. He is also heading the Mumbai Branch Office.
5. Remuneration proposed	As per details herein above given in the Explanatory Statement.
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration payable to Mr. Rathi has been benchmarked with the remuneration being drawn by similar positions in the industry and size, nature of business and revenue pattern of the Company. The remuneration has been considered by the Nomination and Remuneration Committee of the Company at its meeting held on 09-Feb-22.
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Being one of the Promoters of the Company, holds 1,19,270 Equity Shares (1.49%) in the Company and 50,600 Equity Shares (0.63%) is held by his family member(s). He has no other pecuniary relationship directly or indirectly with the Company.

III. OTHER INFORMATION

1. Reasons for loss or inadequate profits	Performance of Financial Service Sector is linked with market sentiment. Securities Market is performing in subdued manner with occasional spurt in sentiment. Middle Class investors are away from the Market. These have reflected in the performance of the Company.
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	The extent to Covid-19 Pandemic impacts the operations will depend on future developments which remain uncertain.
2. Steps taken or proposed to be taken for improvement	<p>The Company has discontinued its Portfolio Management Services (as an Intermediary) in Financial 2020-21 to avoid risky exposures involved therein.</p> <p>The Company is actively monitoring the impact of the Covid-19 pandemic on its financial condition, liquidity, operations industry and workforce.</p> <p>The Company is in the process of diversification in some other areas and expect to improve the situation with reasonable time.</p> <p>The Company continually fulfills its objective of serving clients in an integrated manner and relentlessly strives to accomplish its vision of 'adding values to value' in each of its deliverables.</p>
3. Expected increase in productivity and profits in measurable terms	Not measurable-depending upon market sentiment and growth rate of the economy.

IV. DISCLOSURE

(1) The shareholders of the Company shall be informed of the remuneration package of the managerial person	As per details herein above given in the Explanatory Statement.														
(2) The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the Annual Report –	Remuneration to Wholetime Director –														
(i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the directors;	<table border="1"> <tr> <td>Salary</td> <td>21,00,000</td> </tr> <tr> <td>Bonus</td> <td>2,62,500</td> </tr> <tr> <td>House Rent Allowance</td> <td>3,00,000</td> </tr> <tr> <td>Other allowance</td> <td>5,21,766</td> </tr> <tr> <td>Employer's contribution to PF</td> <td>2,52,000</td> </tr> <tr> <td>Performance linked Incentive</td> <td>-</td> </tr> <tr> <td>Total</td> <td>34,36,266</td> </tr> </table>	Salary	21,00,000	Bonus	2,62,500	House Rent Allowance	3,00,000	Other allowance	5,21,766	Employer's contribution to PF	2,52,000	Performance linked Incentive	-	Total	34,36,266
Salary	21,00,000														
Bonus	2,62,500														
House Rent Allowance	3,00,000														
Other allowance	5,21,766														
Employer's contribution to PF	2,52,000														
Performance linked Incentive	-														
Total	34,36,266														
(ii) Details of fixed component and performance linked incentives along with the performance criteria;	Remuneration to Wholetime Director(s) – as per Annexure - A below														

(iii) Service contracts, notice period, severance fees;	
(iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	Nil

It is proposed to approve the above in order to enable the Company to pay the remuneration to its Wholetime Director in the eventuality of loss/inadequacy of profits.

Annexure – A

Details of remuneration paid to the Whole-time Director during the financial year 2021-22 –

Name of Directors	Meetings Fees	Salary & Perquisites	Total	No. of Shares held as on 31-Mar-22
Mr. Bhawani Shankar Rathi, Wholetime Director	-	34,36,266	34,36,266	119270
Total		34,36,266	34,36,266	119270

Note: The Company has only one Whole-time Director.

Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings, details of the Directors seeking appointment/re-appointment are given below:

Name	Mr. Bhawani Shankar Rathi
Date of Birth	14-Mar-1966 (Age : 55 Years)
Date of Appointment	01-Mar-1994
Qualifications	B.Com (Hons.), FCA, MBF from ICAI
Expertise/Experience	Having 28 years' post qualification experience in Finance, Law and Banking. Specialist on corporate debt restructuring, a major contributor to investment Banking Services of the Company. Managing the support structure of the Company. Rank-holder (3rd) in the Final Examination held by Institute of Chartered Accountants of India.
No. of Board Meeting attended during the year	4 out of 4

Chairman/Member of the Committee of the Company		Nil	
Other Directorships / Membership or Chairmanship of Committees of other Boards		Name of the Company	Committee Membership, if any
	o	Listed Companies	
		-	-
	o	Unlisted Companies	
	1.	Sumedha Management Solutions Pvt. Ltd.	-
2.	Precision Processors (India) Pvt. Ltd.	-	
Details of Remuneration		Remuneration as stated in the Explanatory Statement of the Notice.	
Shareholding in the Company (as on 31.03.2022): In his own name as Beneficial Owner		1,19,270 Equity Shares of Rs. 10/- each	
Resignation from the directorship of the listed companies in the past three years		NIL	
Relationship		Not related to any Director or Key Managerial Personnel	
Terms and conditions of appointment or re-appointment		Re-appointment as Wholetime Director, for 3 (three) year with effect from 01-Apr-22. Not liable to retire by rotation.	

Committees considered for the purpose are those prescribed in Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

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Website: www.sumedhafiscal.com
Place: Kolkata
Date: 23rd May, 2022

By Order of the Board

Dhwani Fatehpuria
Company Secretary
Membership No- A23072