



Sumedha Fiscal Services Ltd.

CIN: L70101WB1989PLC047465

Registered & Corporate Office :

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

T – 91 33 2229 8936 / 6758

E – secretarial@sumedhafiscal.com

W – www.sumedhafiscal.com

January 27, 2023

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 January 21, 2023, informing the Stock Exchanges about the decision of the Board of Directors of the Company at their meeting held on 21-Jan-23 to seek shareholders’ approval by means of Postal Ballot for continuance of directorship of Dr. Basudeb Sen (DIN: 00056861) aged 74 years (who will attain the age of 75 years as on 16.06.2023) as an Independent Non-Executive Director of the Company till the conclusion of his tenure of appointment 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, General Circular 03/2022 dated May 05, 2022 and General Circular No. 11/2022 dated December 28, 2022 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, January 20, 2023 (“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 Wednesday, 1st February, 2023 (9:00 A.M. IST) and end on Thursday, 2nd March, 2023 (5:00 P.M. IST) (both days inclusive). 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 Datamatics Private Limited

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 pursuant to the provisions of sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for conducting postal ballot through e-voting vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 03/2022 dated May 05, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard-2 (“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).

In view of the prevailing COVID-19 pandemic requiring social distancing and as permitted under the MCA Circulars, the Company is sending Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository/ depository participants. Hence, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope (BRE) will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting facility.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its shareholders, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form. The instructions for remote e-voting are appended to the Notice. The shareholders can vote on the resolution through remote e-voting facility. Assent (FOR) or dissent (AGAINST) of the shareholders of the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA circulars.

The instructions for remote e-voting are mentioned in the Notes under the section "Voting through Remote E-voting" in this Postal Ballot Notice.

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 E-voting facility.

Remote e-voting period shall commence on Wednesday, 1st February, 2023 (9:00 A.M. IST) and end on Thursday, 2nd March, 2023 (5:00 P.M. IST) (both days inclusive), failing which it will be strictly considered that no reply has been received from the Members. Members are requested to carefully read the instructions in the notes under the section "Voting through Remote E-voting" while expressing their assent or dissent and cast vote via remote e-voting not later than the close of working hours at 5:00 P.M. (IST) on Thursday, 2nd March, 2023.

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 Friday, 3rd March, 2023 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 the special resolution passed by the members of the Company in its 29th Annual General Meeting held on Saturday the 15th day of September, 2018, for appointment of Dr. Basudeb Sen (DIN: 00056861) as an Independent Director of the Company for a period of five consecutive years for a term up to March 31, 2024 and pursuant to the recommendation of the Nomination and Remuneration Committee and pursuant to the Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of members of the Company be and is hereby accorded for continuance of directorship of Dr. Basudeb Sen (DIN: 00056861) who will attain the

age of 75 years as on 16.06.2023 as an Independent Non-Executive Director of the Company till the conclusion of his tenure of appointment;

RESOLVED FURTHER THAT Dr. Basudeb Sen (DIN: 00056861) being eligible to continue his directorship as an Independent Director of the Company has submitted a declaration under Section 164, 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time;

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) and / or any Key Managerial Personnel of the Company be and is hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

Registered Office :
6A, Geetanjali,
8B, Middleton Street,
Kolkata – 700 071
CIN: L70101WB1989PLC047465
E-mail: investors@sumedhafiscal.com
Website: www.sumedhafiscal.com
Place: Kolkata
Date: 21st January 2023

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, 20th January, 2023 ("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

resolution 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 Wednesday, 1st February, 2023 and ends at 5:00 p.m. (IST) on Thursday, 2nd March, 2023. 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 resolution 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 resolution, if approved, shall be deemed to have been passed on the last date of voting, i.e. Thursday, 2nd March, 2023.
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.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

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 resolution. 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.

13. 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 Depository	<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 users to login to Easi / Easiest are requested to visit CDSL website 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, 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 CDSL website www.cdslindia.com and click on log in and New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in	<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'</p>

<p>demat mode with NSDL Depository</p>	<p>section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</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 held 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.</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.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • 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 resolution 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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to Scrutinizer for verification.

(xiii) 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 will be mapped automatically and can be delink in case of any wrong mapping.
- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney(POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@sumedhafiscal.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 e-Voting from the CDSL e Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

14. 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).
15. 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.
16. 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**.
17. 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.

18. 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.

19. 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.

20. 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**

21. 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: 21st January 2023

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

Dr. Basudeb Sen (DIN: 00056861) was appointed as an Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 to hold office as an Independent Director of the Company, in its 29th Annual General Meeting held on Saturday the 15th day of September, 2018 for a period of five consecutive years for a second term up to March 31, 2024. Dr. Basudeb Sen is an active member on the Board and regular in attending Board Meetings. Dr. Basudeb Sen will attain the age of 75 years on June 16, 2023. Regulation 17(1A) of the Listing Regulations, requires the Company to obtain approval of shareholders by way of a special resolution for appointing or continuing the directorship of a person as a Non-Executive Independent Director who has attained seventy five years of age.

Dr. Basudeb Sen- M.A. (Econ.), Ph.D., (ISMP-AMP) of Harvard Business School, has over four 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 knowledge and expertise in Commercial Banking, Investment Management and Strategic Planning adds significant value to the Company. He has about 50 years of experience in diverse areas. He was also involved in the Board as Independent Director of some prestigious Company like ITC Limited, Mahanagar Gas Ltd etc.

In the opinion of the Board, Dr. Basudeb Sen fulfils the conditions for continuance of Directorship as an Independent Director of the Company as specified in the Act and the Listing Regulations. The Board of Directors and Nomination and Remuneration Committee at its meeting held on 21st January, 2023, concluded that the association of Dr. Basudeb Sen would be beneficial to the Company and it is desirable to continue the directorship of Dr. Basudeb Sen as an Independent Director of the Company till the conclusion of his second term upto March 31st, 2024.

The Board of Directors recommends the resolution at Item No. 1 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof except Dr. Basudeb Sen, has any concern or interest, financial or otherwise in the aforesaid resolution. The relatives of Dr. Basudeb Sen may be deemed to be interested in the above resolution to the extent of their shareholding interest, if any.

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	Dr. Basudeb Sen	
Date of Birth	16-Jun-1948 (Age : 74.5 Years)	
Date of Appointment	15-Sep-2018 (Appointed as Independent Director for the 2 nd term of 5 consecutive years upto March 31, 2024)	
Qualifications	M.A. (Econ.), Ph.D., (ISMP-AMP) of Harvard Business School	
Expertise/Experience	Dr. Basudeb Sen has over four 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 knowledge and expertise in Commercial Banking, Investment Management and Strategic Planning adds significant value to the Company. He has about 50 years of experience in diverse areas. He was also involved in the Board as Independent Director of some prestigious Company like ITC Limited, Mahanagar Gas Ltd etc.	
No. of Board Meeting attended during the year	2 out of 3	
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	
	Dhunseri Ventures Ltd.	<ul style="list-style-type: none"> • Audit Committee, Member • Stakeholders Relationship Committee, Member
	o Unlisted Companies	
	1. Twelve Cupcakes Pte Ltd. (Foreign Co.)	-
Details of Remuneration	Nil (Only entitled to Sitting Fees @ Rs. 10000/- per meeting)	
Shareholding in the Company (as on 31.12.2022):	4,000 Equity Shares of Rs. 10/- each	

In his own name as Beneficial Owner		
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		This is continuation of Independent Directorship upto his extant term of appointment upto 31-Mar-2024 beyond the age of 75 years

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

Registered Office :
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8B, Middleton Street,
Kolkata – 700 071
CIN: L70101WB1989PLC047465
E-mail: investors@sumedhafiscal.com
Website: www.sumedhafiscal.com
Place: Kolkata
Date: 21st January 2023

By Order of the Board

Dhwani Fatehpuria
Company Secretary
Membership No- A23072