



**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](mailto:secretarial@sumedhafiscal.com)

W – [www.sumedhafiscal.com](http://www.sumedhafiscal.com)

## **POSTAL BALLOT NOTICE**

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

To the members of the Company,

NOTICE is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”).

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 resolutions 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 Tuesday, November 21, 2023 (9:00 A.M. IST) and end on Wednesday, December 20, 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 Wednesday, December 20, 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, December 22, 2023** and will be displayed on the Company's website [www.sumedhafiscal.com](http://www.sumedhafiscal.com) and will also be communicated to the Stock Exchanges and Central Depository Services (India) Limited ("CDSL").

## **RESOLUTIONS**

### **1. Appointment of Mr. Deepankar Bose (DIN: 09450920) as an Independent Director.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Deepankar Bose (DIN: 09450920), who was appointed as an Additional Director (in the capacity of an Independent Director) by the Board of Directors with effect from November 06, 2023, and who has submitted the declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a period of five years till November 05, 2028, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board or duly constituted committee be and is hereby authorized to do all acts, deeds and things and take all such steps as may be deemed necessary, and/or expedient in connection therewith and incidental thereto, to give effect to this resolution."

### **2. Appointment of Mr. Rana Som (DIN: 00352904) as an Independent Director.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations")

(including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Rana Som (DIN: 00352904), who was appointed as an Additional Director (in the capacity of an Independent Director) by the Board of Directors with effect from November 06, 2023, and who has submitted the declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a period of five years till November 05, 2028, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to 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 Mr. Rana Som (DIN: 00352904) who will attain the age of 75 years as on 01.01.2027 as Non-Executive Independent Director of the Company till the conclusion of his tenure of appointment;

**RESOLVED FURTHER THAT** the Board or duly constituted committee be and is hereby authorized to do all acts, deeds and things and take all such steps as may be deemed necessary, and/or expedient in connection therewith and incidental thereto, to give effect to this resolution.”

**3. Appointment of Mr. Mohit Bhuteria (DIN: 00105745) as an Independent Director.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Mohit Bhuteria (DIN: 00105745), who was appointed as an Additional Director (in the capacity of an Independent Director) by the Board of Directors with effect from November 06, 2023, and who has submitted the declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and

Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a period of five years till November 05, 2028, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board or duly constituted committee be and is hereby authorized to do all acts, deeds and things and take all such steps as may be deemed necessary, and/or expedient in connection therewith and incidental thereto, to give effect to this resolution.”

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

Kolkata  
November 06, 2023

By Order of the Board  
For **Sumedha Fiscal Services Ltd.**

Sd/-  
**Dhwani Fatehpuria**  
*Company Secretary & Compliance Officer*  
ICSI Membership No. F12817

#### **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 November 03, 2023 (“Cut-Off Date”) received from the Depositories and whose e-mail addresses are 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](http://www.sumedhafiscal.com), website of the Stock Exchange- BSE Limited at [www.bseindia.com](http://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 November 21, 2023 and ends at 5:00 p.m. (IST) on December 20, 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](mailto:investors@sumedhafiscal.com) up to 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., December 20, 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 FOR THE SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period **begins on Tuesday, November 21, 2023 (9:00 A.M. IST) and end on Wednesday, December 20, 2023 (5:00 P.M. IST) (both days inclusive)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of November 03, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL Depository</b>	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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab.  2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for

	<p>casting your vote during the remote e-Voting period or joining virtual meeting &amp; 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; 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 No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p><b>Individual Shareholders holding securities in demat mode with NSDL Depository</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home</p>

	<p>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><b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</b></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**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <i>helpdesk.evoting@cdslindia.com</i> or contact at toll free no. <i>1800 22 55 33</i>
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <i>evoting@nsdl.co.in</i> or call at toll free no.: <i>022-4886 7000</i> and <i>022-2499 7000</i>



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

(iv) Login method for Remote 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>• 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.</li> </ul>
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"> <li>• 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.</li> </ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.

- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **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](http://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](mailto: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 & 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 mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; *investor@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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

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

The following Statement sets out all material facts relating to Resolution No(s). 1 to 3 mentioned in the accompanying Notice.

### **Resolution No. 1**

The Board of Directors of the Company at their meeting held on November 06, 2023, on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Deepankar Bose (DIN: 09450920) as an Additional Director in the capacity of an Independent Director of the Company, with effect from November 06, 2023 in accordance with Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company to hold office for a period of five consecutive years up to November 05, 2028, not liable to retire by rotation, subject to the approval of the shareholders through Special Resolution.

The Company has received the followings from Mr. Bose:

- (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules');
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Listing Regulations;
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Further, Mr. Bose has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the Data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Deepankar Bose is a management leader and professional from the Banking and Financial Services industry. He has served organizations based in India and the USA.

Mr. Bose was last employed with Bandhan Bank Limited as Executive President and Head Corporate Centre till August 2021. He was the second in hierarchy in the Bank after MD & CEO. Prior to that he was the Chief General Manager in State Bank of India, the country's largest Bank.

While recommending the appointment of Mr. Deepankar Bose on the Board, the Nomination and Remuneration Committee took into consideration his rich experience in Banking and Financial Services industry. Further, the Committee also noted that the skills, expertise and knowledge possessed by Mr. Bose were in alignment with the skills, expertise and knowledge identified by the Committee and the Board, for the Directors of the Company.

The resolution seeks the approval of members for the appointment of Mr. Bose as an Independent Director of the Company from November 06, 2023 to November 05, 2028 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise of Mr. Bose and other relevant information as required under SEBI Listing Regulations and SS-2 are provided as annexure.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the approval of the Members is sought for the appointment of Mr. Bose as Independent Director of the Company, as a special resolution as set out above.

Other than Mr. Deepankar Bose, to whom the resolution relates, none of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the proposed Special Resolution as set out in this Postal Ballot notice.

The Board recommends the special resolution set forth in this notice for the approval of Members.

## **Resolution No. 2**

The Board of Directors of the Company at their meeting held on November 06, 2023, on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Rana Som (DIN: 00352904) as an Additional Director in the capacity of an Independent Director of the Company, with effect from November 06, 2023 in accordance with Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company to hold office for a period of five consecutive years up to November 05, 2028, not liable to retire by rotation, subject to the approval of the shareholders through Special Resolution.

The Company has received the followings from Mr. Som:

- (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules');
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Listing Regulations;
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Further, Mr. Som has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Rana Som is the former Chairman & Managing Director of NMDC, a Navratna Company of Government of India. He had also served the State Trading Corporation as a Director and Hindustan Copper Ltd in the capacity of Director and CMD.

While recommending the appointment of Mr. Rana Som on the Board, the Nomination and Remuneration Committee took into consideration the rich experience possessed by him and his capability to continue as Director after the attainment of 75 years of age on 01-01-2027. Further, the Committee also noted that the skills, expertise and knowledge possessed by Mr. Som were in alignment with the skills, expertise and knowledge identified by the Committee and the Board, for the Directors of the Company.

The resolution seeks the approval of members for the appointment of Mr. Som as an Independent Director of the Company from November 06, 2023 to November 05, 2028 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The resolution further seeks the approval of members for continuation of his directorship in the Company as non-executive Independent Director who will attain the age of 75 years as on 01.01.2027.

The profile and specific areas of expertise of Mr. Som and other relevant information as required under SEBI Listing Regulations and SS-2 are provided as annexure.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the approval of the Members is sought for the appointment of Mr. Som as Independent Director of the Company, as a special resolution as set out above.

Other than Mr. Rana Som, to whom the resolution relates, none of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the proposed Special Resolution as set out in this Postal Ballot notice.

The Board recommends the special resolution set forth in this notice for the approval of Members.

### **Resolution No. 3**

The Board of Directors of the Company at their meeting held on November 06, 2023, on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Mohit Bhuteria (DIN: 00105745) as an Additional Director in the capacity of an Independent Director of the Company, with effect from November 06, 2023 in accordance with Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company to hold office for a period of five consecutive years up to November 05, 2028, not liable to retire by rotation, subject to the approval of the shareholders through Special Resolution.

The Company has received the followings from Mr. Bhuteria:

- (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules');
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Listing Regulations;
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Further, Mr. Bhuteria has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Mohit Bhuteria is a fellow member of the Institute of Chartered Accountant of India and an Insolvency Resolution Professional, Registered Valuer (Securities or Financial Assets). He is a managing partner in M/s A C Bhuteria & Co, Chartered Accountants.

While recommending the appointment of Mr. Mohit Bhuteria on the Board, the Nomination and Remuneration Committee took into consideration the rich experience possessed by him. Further, the Committee also noted that the skills, expertise and knowledge possessed by Mr. Bhuteria were in alignment with the skills, expertise and knowledge identified by the Committee and the Board, for the Directors of the Company.

The resolution seeks the approval of members for the appointment of Mr. Bhuteria as an Independent Director of the Company from November 06, 2023 to November 05, 2028 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise of Mr. Bhuteria and other relevant information as required under SEBI Listing Regulations and SS-2 are provided as annexure.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the approval of the Members is sought for the appointment of Mr. Bhuteria as Independent Director of the Company, as a special resolution as set out above.

Other than Mr. Mohit Bhuteria, to whom the resolution relates, none of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the proposed Special Resolution as set out in this Postal Ballot notice.

The Board recommends the special resolution set forth in this notice for the approval of Members.

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

Kolkata  
November 06, 2023

**By Order of the Board**  
**For Sumedha Fiscal Services Ltd.**

Sd/-  
**Dhwani Fatehpuria**  
*Company Secretary & Compliance Officer*  
ICSI Membership No. F12817



## **ANNEXURE TO THE NOTICE**

*Details of Director seeking appointment / re-appointment pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 - Secretarial Standard on General Meetings.*

### **Brief Profile of Mr. Deepankar Bose (DIN: 09450920)**

Mr. Deepankar Bose is a management leader and professional from the Banking and Financial Services industry. He has served organizations based in India and the USA.

Mr. Bose was last employed with Bandhan Bank Limited as Executive President and Head Corporate Centre till August 2021. He was the second in hierarchy in the Bank after MD & CEO. He was responsible for setting up the Bank after it got Banking license in 2014 and started commercial operations in 2015. He joined the Bank before the listing at stock exchange and was instrumental in putting in place proper structure, hiring of senior executives, implementing the control functions and all regulations. He developed the risk culture in the Bank and helped in developing products and services. He was part of all the strategic decisions. He was responsible for merger of Gruh Finance Limited with the Bank, which was completed in record time of 9 months after obtaining all the regulatory and legal approvals. He was also instrumental in developing the state of art digital banking IT architecture for the Bank. Mr. Bose participated in all board and various board committee meetings. He was also part of all management committees of the Bank.

Prior to that he was the Chief General Manager in State Bank of India, the country's largest Bank. During his tenure in the Bank, he held important positions like Head of Mumbai Circle, the largest Circle of the Bank with a balance sheet size of over INR 4 lacs crores. He also headed the Wealth Management Department of the Bank. He also worked as Chief Credit Officer in US based bank, State Bank of India California, a wholly owned subsidiary of SBI. He has significant exposure in credit, risk management, HR Development, retail business and operations.

Mr. Bose is a Postgraduate in Economics from Delhi School of Economics, University of Delhi. He is also a Certified Associate of the Indian Institute of Bankers.

Mr. Bose's main interests are in the areas of Leadership and Organizational Excellence, Corporate Governance and Risk Management and Organizational Culture.

He is now engaged as Consultant and Non-Executive Independent Director in various companies.

He is Chairman and Public Interest Director of Calcutta Stock Exchange, Independent Director of Century Extrusions Limited, Peerless Financial Services Ltd., and Royal Infraconstru Limited. He is also Strategic Consultant at Jagaran Microfinance Pvt. Limited.

### **Brief Profile of Mr. Rana Som (DIN: 00352904)**

Mr. Rana Som is the former Chairman & Managing Director of NMDC, a Navratna Company of Government of India. He had also served the State Trading Corporation as a Director and Hindustan Copper Ltd in the capacity of Director and CMD. He is known as the architect of Hindustan Copper's revival when the Company was completely sunk and led NMDC to growth and diversification. Under his leadership NMDC became one of the most valuable companies of the world. The company's shares were sold in the global market at a premium

of 300 times over the face value. The company was adjudged as the best performing PSU in India.

As a turnaround strategist Mr. Som recorded his experience in HCL and NMDC in his book titled "The Sleeping Tigers" which has been published by SAGE publications and released in the USA and the UK as well.

Mr. Som while in NMDC was a member of India-South Africa and India- Russia CEO's forum. He met with the President of the Russian Federation at Kremlin along with the Indian Prime Minister in 2011 and explained to him the scope of Russian investment in India in Steel and Mining sector.

Mr. Som has been a speaker in various forums in India and abroad. He is a judge for selecting the best companies and best managers in the world in the metals and the mining sector every year for Platts Global Awards.

Mr. Som was born in 1952 and did Master of Arts in Economics in 1973. His Post Graduate Diploma is in Personnel Management. He had been a practicing manager in that field for more than 30 years before assuming the top management role.

#### **Brief Profile of Mr. Mohit Bhuteria (DIN: 00105745)**

Mr. Mohit Bhuteria is a fellow member of the Institute of Chartered Accountants of India and an Insolvency Resolution Professional, Registered Valuer (Securities or Financial Assets). He is a managing partner in M/s A C Bhuteria & Co, Chartered Accountants.

He has the following professional achievements:

- ❖ Stood 1st in Chartered Accountancy Finals in Eastern Region;
- ❖ Co-opted Member at the Expert Advisory Committee of ICAI, New Delhi;
- ❖ Co-opted Member in Study Group of ICAI on Guidance Notes and Upgradation of existing AS on the basis of corresponding Ind AS and Guidance Note on CARO 2016 and 2020;
- ❖ Chairman Corporate Law Committee at ACAE and Views Exchange;
- ❖ Empaneled as Quality Reviewer, Peer Reviewer and with FRRB, ICAI;
- ❖ Made Presentations on Companies Act, for large number of corporates;
- ❖ Addressed on Taxation, Company Law, Merger, Demerger and Restructuring, Assurance and Non-Banking finance Company issues at ICAI, ICSI, MCA, Study Circles under ICAI, Comptroller and Auditor General of India (C&AG) and other platforms;
- ❖ Handled in aggregate more than 1000 Statutory Audits of PSU, Banks, and Private Sector Corporates;
- ❖ Represented ICAI before CBI;
- ❖ Member of Governing Council of Peerless Skill Academy- a joint initiative on Skill Development between the Peerless General Finance and Inv Co Ltd and Ramkrishna Math and Mission;
- ❖ Has contributed articles in various journals issued by Study Circles under ICAI;
- ❖ One of the Key Contributors in Technical Guide on Functioning of Audit Committee issued by ICAI in 2018 and Guidance Note on CARO , 2016 and CARO,2020;
- ❖ Independent Director at GKW Ltd.

Name of the Director	<b>Mr. Deepankar Bose</b>	<b>Mr. Rana Som</b>	<b>Mr. Mohit Bhuteria</b>
DIN	09450920	00352904	00105745
Date of Birth & Age	06 <sup>th</sup> August, 1959 (64 years)	01 <sup>st</sup> January, 1952 (71 years)	26 <sup>th</sup> September, 1970 (53 years)
Date of first appointment on Board	November 06, 2023 (Additional Director in the capacity of Independent Director, subject to the approval of shareholders)		
Qualification	<ul style="list-style-type: none"> <li>➤ Post Graduate in Economics from Delhi School of Economics, University of Delhi.</li> <li>➤ Certified Associates, Indian Institute of Bankers.</li> </ul>	<ul style="list-style-type: none"> <li>➤ Master of Arts in Economics</li> <li>➤ Post Graduate Diploma in Personnel Management</li> </ul>	<ul style="list-style-type: none"> <li>➤ Chartered Accountant</li> <li>➤ Insolvency Resolution Professional</li> <li>➤ Registered Valuer (Securities or Financial Assets)</li> </ul>
Nature of expertise in specific functional areas	Please refer to the brief profile of Mr. Bose	Please refer to the brief profile of Mr. Som	Please refer to the brief profile of Mr. Bhuteria
Skills and capabilities required for the role and the manner in which the Directors meet such requirements			
Key terms and conditions of appointment	Independent Director, not liable to retire by rotation, to hold office for a period of 5 consecutive years, with effect from 06 <sup>th</sup> November 2023 up to 5 <sup>th</sup> November 2028.		
Details of last drawn remuneration	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>
Details of remuneration sought to be paid	<i>NIL</i> (Only entitled to sitting fees as determined by the Board from time to time)	<i>NIL</i> (Only entitled to sitting fees as determined by the Board from time to time)	<i>NIL</i> (Only entitled to sitting fees as determined by the Board from time to time)
Number of Board meetings attended	1	1	1
Directorships in other Companies	<ul style="list-style-type: none"> <li>➤ Century Extrusions Limited</li> <li>➤ Peerless Financial Services Limited</li> <li>➤ Royal Infraconstru Limited</li> <li>➤ Calcutta Stock Exchange Limited</li> </ul>	<ul style="list-style-type: none"> <li>➤ Bengal Birbhum Coalfields Ltd.</li> <li>➤ Sun Risk Management and Insurance Broking Services Pvt. Ltd.</li> <li>➤ Triveni Meat Products Pvt. Ltd.</li> <li>➤ Jagaran Microfin Pvt. Ltd.</li> <li>➤ Newland Business Solutions Pvt. Ltd.</li> <li>➤ GTFS Multi Services Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>➤ Tirupati Fincon Pvt. Ltd.</li> <li>➤ Spatial Services Pvt. Ltd.</li> <li>➤ ACB Advisors Pvt. Ltd.</li> <li>➤ Axis Properties Pvt. Ltd.</li> <li>➤ GKW Ltd.</li> <li>➤ Alliance Mills (Lessees) Ltd.</li> </ul>

Membership/ Chairpersonship of Committees in other companies	<b>Century Extrusions Limited</b> 1. Audit Committee (AC) – Member 2. Nomination & Remuneration Committee (NRC) – Chairman 3. Stakeholders Relationship Committee (SRC) - Member <b>Peerless Finance Services Limited</b> 1. SRC - Member <b>Royal Infraconstru Limited</b> 1. AC – Chairman 2. NRC – Member 3. SRC – Member <b>Calcutta Stock Exchange Limited</b> 1. Board of Governors – Chairman 2. AC – Member 3. NRC – Chairman 4. SRC – Chairman	<b>Jagaran Microfin Pvt. Ltd.</b> 1. AC – Chairman 2. NRC – Chairman 3. Corporate Social Responsibility (CSR) – Chairman 4. Risk Management Committee – Member 5. IT Strategy Committee - Member  <b>GTFS Multi Services Ltd.</b> 1. AC - Member	<b>GKW Ltd.</b> 1. AC – Member 2. SRC – Chairman
Listed entities from which the person has resigned in the past three years	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel	Not related to any Director or Key Managerial Personnel	Not related to any Director or Key Managerial Personnel
Shareholding in the Company			
(a) Own	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>
(b) as a Beneficial Owner	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>