



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

December 21, 2023

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

The Secretary

The Calcutta Stock Exchange Ltd.
7, Lyons Range,
Kolkata - 700 001.

Email : listing@cse-india.com

Company Code No. 029093

Code No. 530419

Dear Sir / Madam,

Sub: Proceedings of the Resolution(s) passed by way of Postal Ballot by remote e-voting process.

We are enclosing copy of the proceedings of resolution(s) passed by way of postal ballot by remote e-voting process on 20-Dec-23. The results of postal ballot were announced vide our letter dated 21-Dec-23.

This is for your information and records.

Thanking You,

Yours faithfully,

For **Sumedha Fiscal Services Ltd.**

Dhwani Fatehpuria

Company Secretary & Compliance Officer

Encl.: as above.



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SUMEDHA FISCAL SERVICES LIMITED

MINUTES OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT BY REMOTE E-VOTING PROCESS BY MEMBERS OF SUMEDHA FISCAL SERVICES LIMITED ON DECEMBER 20, 2023, RESULTS OF WHICH WERE DECLARED ON DECEMBER 21, 2023

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'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard-2 on General Meetings (the 'SS-2'), 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"), the Board of Directors in its meeting held on November 06, 2023 approved the notice of postal ballot seeking approval of shareholders by means of postal ballot through remote e-voting.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice was sent only through electronic mode to those Members whose e-mail addresses were registered with the Company/Depositories. Dispatch of the Postal Ballot Notice dated November 06, 2023 was completed on November 16, 2023, in electronic mode through e-voting agency CDSL to the shareholders, whose name(s) appeared on the Register of Members/ List of beneficiaries as on November 03, 2023. Assent or dissent of the Members on the resolutions contained therein were sought only through remote e-voting.

The Postal Ballot Notice advertisement containing relevant details as required by the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, was published on 18th November, 2022 in Financial Express (in English) and Aajkal (in Bengali), having electronic edition.

Mr. Asit Kumar Labh, a Practicing Company Secretary (ACS 32891/ C.P. No.:14664) was appointed as Scrutinizer for conducting the postal ballot process through remote e-voting in a fair and transparent manner. The period of remote e-voting commenced on Tuesday, November 21, 2023 at 9.00 a.m. (1ST) and closed on Wednesday, December 20, 2023 at 5.00 p.m. (1ST).



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Mr. Asit Kumar Labh, the Scrutinizer, submitted his report on December 21, 2023 and the results of Postal Ballot through remote e-voting were declared on Thursday, December 21, 2023 by the Company Secretary.

The results of postal ballot voting (through e-voting) along with the Scrutinizer's Report has been submitted to the Stock Exchanges where the securities of the Company are listed and placed on the website of the Company at <https://www.sumedhafiscal.com/postal-ballot/>. The same has also been uploaded on CDSL's designated Portal.

The details of voting on the Resolutions as per the Scrutinizer's Report are as under:

SPECIAL BUSINESSES:

Resolution 1: Special Resolution

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

“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.”

The following is the summary of the report submitted by the Scrutinizer:

- (i) Voted **in favour** of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	99	4333068	99.9989%



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(ii) Voted **against** the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	2	46	0.0011%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

The proposed Resolution has therefore been passed with requisite majority by the shareholders of the Company.

Resolution 2: Special Resolution

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

“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



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necessary, and/or expedient in connection therewith and incidental thereto, to give effect to this resolution.”

The following is the summary of the report submitted by the Scrutinizer:

(i) Voted *in favour* of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	99	4333068	99.9989%

(ii) Voted *against* the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	2	46	0.0011%

(iii) *Invalid* Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

The proposed Resolution has therefore been passed with requisite majority by the shareholders of the Company.

Resolution 3: Special Resolution

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

“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



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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.”

The following is the summary of the report submitted by the Scrutinizer:

(i) Voted *in favour* of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	99	4333082	99.9993%

(ii) Voted *against* the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	2	32	0.0007%

(iii) *Invalid* Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

The proposed Resolution has therefore been passed with requisite majority by the shareholders of the Company.

Accordingly, the resolutions as set out in Notice have been approved and passed by the shareholders. The resolutions specified in the Notice are deemed to be passed on the last date of remote e-voting i.e. Wednesday, December 20, 2023.

Place : Kolkata
Date : December 21, 2023

Vijay Maheshwari
Chairman