

# Sumedha Fiscal Services Ltd.

Corporate Identification Number: L70101WB1989PLC047465 Registered Office: 6A, Geetanjali, 8B, Middleton Street, Kolkata – 700071

Tel: 033-2229-8936/6758 Email: investors@sumedhafiscal.com Website: www.sumedhafiscal.com

## NOTICE OF 35th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 35th Annual General Meeting of the Members of Sumedha Fiscal Services Limited will be held on Wednesday, the 28th day of August, 2024, at 11.00 A.M. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following businesses:

# **ORDINARY BUSINESSES**

#### 1. Adoption of Audited Standalone and Consolidated Financial Statements

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.

#### 2. Declaration of Dividend

To declare a dividend of Re. 1/- per equity share of the face value of Rs. 10/- each (10%) of the Company for the financial year ended March 31, 2024.

#### 3. Appointment of Mr. Vijay Maheshwari (DIN: 00216687) as Director, liable to retire by rotation

To appoint a Director in place of Mr. Vijay Maheshwari (DIN: 00216687), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

# **SPECIAL BUSINESSES**

Re-appointment of Mr. S. A. Ramesh Rangan (DIN: 07586413) as Independent Director of the Company

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 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the 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 based on the recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. S. A. Ramesh Rangan (DIN: 07586413), who has submitted a declaration confirming that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and who is eligible for re-appointment as a Non-Executive Independent Director of the Company, not liable to retire by rotation, be and is hereby re-appointed as Independent Director for the second term of five years commencing from 14th September, 2024.

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. S. A. Ramesh Rangan (DIN: 07586413) shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

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."

# 5. Re-appointment of Mr. Santanu Mukherjee (DIN: 07716452) as Independent Director of the Company

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 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the 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 based on the recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Santanu Mukherjee (DIN: 07716452), who has submitted a declaration confirming that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and who is eligible for re-appointment as a Non-Executive Independent Director of the Company, not liable to retire by rotation, be and is hereby re-appointed as Independent Director for the second term of five years commencing from 14th September, 2024.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Santanu Mukherjee (DIN: 07716452) shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

**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.

By Order of the Board

Dhwani Fatehpuria Company Secretary & Compliance Officer ICSI Membership No. F12817

Date: 14th May, 2024



## **Notes:**

- 1. The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular Nos. 20/2020 and 09/2023 dated 5th May, 2020 and 25th March, 2023, respectively, and other circulars issued in this respect ("MCA Circulars") has allowed, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC / OAVM") facility on or before 30th September, 2024. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Accordingly, in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars along with SEBI Circular, the AGM of the Company is being held through VC / OAVM, without the physical presence of the members at a common venue.
- 2. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 3. Pursuant to Section 113 of the Act, representatives of Corporate Members may be appointed for the purpose of voting through Remote e-Voting or for participation and voting in the AGM to be conducted through VC/OAVM. Corporate Members intending to attend the AGM through their authorised representatives are requested to send a Certified True Copy of the Board Resolution and Power of Attorney (PDF/JPG Format), authorizing its representative to attend and vote on their behalf at the AGM. The said Resolution/Authorisation shall be sent to the Company by e-mail through its registered e-mail address at investors@sumedhafiscal.com with a copy marked to helpdesk.evoting@cdslindia.com latest by Tuesday, 27th August, 2024 (upto 5 p.m.). Corporate Members/Institutional shareholders (i.e. other than individuals, HUF's, NRI's etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. when they login.
- 4. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Registrar & Share Transfer Agent ("RTA") of the Company i.e. Maheshwari Datamatics Private Limited in case the shares are held by them in physical form.
- 5. The Register of Members and Share transfer book of the Company will remain closed from 22nd August, 2024 to 28th August, 2024 (both days inclusive).
- **6.** The Board of Directors has recommended Dividend of Re.1/- (10%) per fully paid-up equity share of Rs.10/- each for the Financial Year 2023-24.
- 7. Necessary information of the Director retiring on rotation, as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is appended to the Notice.
- 8. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning the businesses under Item Nos. 4 & 5 of the Notice is annexed hereto. The relevant details pursuant to Regulation 36(3) of the Listing Regulations and Revised Secretarial Standard on General Meetings (SS-2) issue by ICSI, in respect of Director seeking re-appointment at this AGM are also annexed herewith.
- **9.** In case of Joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

#### 10. Unclaimed Dividend

Pursuant to the provisions of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividends which remain unclaimed / unpaid for a period of 7 years are required to be transferred to Investor Education and Protection Fund ("IEPF").

The Company requests the Members to claim the unclaimed dividends within the prescribed period. The details of the unclaimed

dividends are available on the website of the Company at www.sumedhafiscal.com and Ministry of Corporate Affairs at www.iepf.gov.in. The Members can contact Maheshwari Datamatics Private Limited for claiming the unclaimed dividends standing to the credit in their account.

#### 11. Shares transferred to IEPF:

The Equity shares in respect to which dividend has not been encashed for seven consecutive years or more are required to transfer to IEPF pursuant to Section 124(6) of the Act. Relevant details in this respect are posted on the website of the Company at www.sumedhafiscal.com.

In this regard, the Company has sent intimations to the Members from time to time. The Members are requested to contact Company or RTA to claim their dividend and in case of any pending legal disputes, provide certified copy of order from Court / Authority restraining transfer, payment of dividend etc. During the financial year 2023-24, the Company has transferred 1006 equity shares on November 11, 2023 to IEPF Authority.

- 12. Vide SEBI circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and the latest being November 17, 2023) Members, who hold shares in physical form and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode with effect from 1st April, 2024. Accordingly, payment of final dividend, subject to approval by the Members in this AGM, shall be paid to physical holders only after the above details are updated in their folios.
  - a. In view of the aforesaid, dividend will be credited in electronic mode only. Kindly ensure to update KYC before the record date 21-Aug-24 to continue to receive dividend in compliance with the SEBI directives. Relevant Forms / documents in connection with Updation of KYC for the Security Holders in physical mode are available on the Website of the Company under the URL https://www.sumedhafiscal.com/other-related-disclosure/important-announcement-physical-shareholders/ as well as the Website of Maheshwari Datamatics Private Limited, Registrar & Share Transfer Agent (RTA) of the Company.
  - b. As per the Central Board of Direct Taxes (CBDT), it is mandatory to link PAN with Aadhaar number, hence the RTAs shall accept only valid / operative PANs i.e. the ones which are linked to the Aadhaar number. The folios in which PAN is / are not valid shall also be frozen. In view of the above, we request the Shareholders to complete the KYC formalities in due course as mentioned above.
  - c. In case of KYC updation for the Security holders holding securities in electronic mode are requested to contact their DP and register their email address and KYC details along with bank account details in their demat account, as per the process advised by their DP.
- 13. SEBI vide its circular dated 30th May, 2022, has provided SOP effective from 1st June, 2022, for resolving disputes between the Company and its all shareholders through the stock exchange arbitration mechanism. In furtherance to this, SEBI directed listed companies to inform its physical shareholders availability of said dispute resolution mechanism through emails or SMS on their mobile. Company has accordingly informed to its physical shareholders whose email ID or mobile no. are registered with the Company regarding availability of said dispute resolution mechanism. Investor may note that the said SOP is available on the website of the stock exchange and the Company.
- 14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 7th October, 2023, Notice of the AGM alongwith the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.sumedhafiscal.com, website of the Stock Exchange- BSE Limited at www.bseindia.com and on the website of the CDSL at www.evotingindia.com. Members who have not registered their email address are requested to get their email address registered with their DP in case the shares are held in electronic mode and with Company's Registrar and Share Transfer Agent - Maheshwari Datamatics Private Limited, Kolkata in case shares are held in Physical Form. This may be treated as an advance opportunity in terms of proviso to Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014.
- 15. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- 16. The Members who would like to express their views / ask questions during the AGM may register themselves as a speaker by



sending their request from their registered e-mail Id mentioning their name, demat account number / folio number, email id, mobile number at *investors@sumedhafiscal.com* up to Saturday, August 24, 2024 (upto 5.00 p.m.). Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM.

When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

The Members who do not wish to speak during the AGM but have queries may send their queries from their registered e-mail Id mentioning their name, demat account number / folio number, email id, mobile number at <code>investors@sumedhafiscal.com</code> up by Saturday, August 24, 2024 (upto 5.00 p.m.). Alternatively, Members can also put question on the Q&A box available at the time of the AGM.

- 17. The Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same up to the date of AGM, by sending an e-mail to the Company at *investors@sumedhafiscal.com*.
- 18. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on **cut-off date i.e.** Wednesday, 21st August, 2024 only shall be entitled to avail the facility of remote e-voting or voting at the Meeting.
- 19. Shareholders holding shares in Electronic Form may note that their bank account details as furnished by their depositories to the Company will be used by the Company for payment of Dividend. Members who are holding shares in electronic mode are requested to make sure, that they have updated details of Bank Account Number, Name of Bank, Branch address, MICR Code, IFSC Code with their respective depository participant.

The Company will not entertain any direct request from such shareholders for deletion of / change in such bank details. Shareholders who wish to change such bank account details are, therefore, requested to advise their Depository Participants about such change, with complete details of bank account.

20. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from 1st April, 2020, dividend declared and paid by the Company is taxable in the hands of its members and the Company is required to deduct tax at source (TDS) from dividend paid to the members at the applicable rates. A separate e-mail will be sent at the registered e-mail ID of the members describing about the detailed process to submit the documents/declarations along with the formats in respect of deduction of tax at source on the dividend payout. Sufficient time will be provided for submitting the documents/declarations by the members who are desiring to claim beneficial tax treatment.

# 21. Brief resume of the Director, who retires by rotation, is proposed to be re-appointed at this meeting is given below:

| Name                 | Mr. Vijay Maheshwari   |
|----------------------|--|
| DIN:                 | 00216687   |
| Date of Birth        | 03-Jan-1951 (Age: 73 years)  |
| Date of Appointment  | 04-Jul-1992 (Appointed as Non-Executive Promoter Director, liable to     |
|                      | retire on rotation)  |
| Qualification        | B. Com., FCA   |
| Expertise/Experience | Mr. Maheshwari, Chairman of the Company, is the driving force and        |
|                      | visionary leader steering the Sumedha brand towards success, possesses   |
|                      | extensive networking expertise within the realms of finance, audit, and  |
|                      | taxation. He also plays the critical role of business development in the |
|                      | highly competitive market. As a distinguished chartered accountant, his  |
|                      | extensive investment banking knowledge serves as an ongoing              |
|                      | wellspring of motivation for our team. Notably, he previously held the   |
|                      | position of Co-Chairman at the Economic Affairs, Finance, and Taxation   |
|                      | Sub-Committee under CII-ER. Currently he is Chairman, CII Eastern        |
|                      | Region - Banking Core Committee.   |

| No. of Board Meeting attended during the year   | 4 out of 4 (he was entitled to attend all the 4 Board Medunder review)   | etings held during the year   |
|---|--|---|
| Chairman/Member of the Committee of the Company   | Nil  |   |
| Other Directorships/Membership or Chairmanship of Board or Committees of other companies  | Name of the Company  | Committee<br>Membership, if any   |
|   | Paramount Communications Limited,     Listed Company   | a) Audit Committee, Chairman b) Nomination and Remuneration Committee, Member |
|   | <ol> <li>SFSL Commodity Trading Pvt. Ltd. –         Subsidiary Company</li> <li>US Infotech Pvt. Ltd. – Associate Company</li> <li>Superb Estate Services Pvt. Ltd.</li> <li>Brandshoots Ventures Pvt. Ltd. – Associate Company</li> <li>Sumedha Management Solutions Pvt. Ltd.</li> </ol> | -<br>-<br>-<br>-  |
| Name of listed entities from which the person has resigned in the past three years  | Nil  |   |
| Details of remuneration sought to be paid   | NIL (Only entitled to sitting fees as determined by the Board from tito time).   |   |
| Shareholding in the Company (as on 31.03.2024) including shareholding as a beneficial owner   | 16,69,220 equity shares  |   |
| Relationship with other Directors, Managers, and other Key<br>Managerial Personnel of the Company   | None   |   |
| Terms and conditions of appointment/re-appointment  | Appointment as Non-Executive Promoter Director, liable to retire or rotation   |   |
| In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements | NA   |   |

None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Agenda Item No. 3 of the accompanying Notice of 35th Annual General Meeting. Accordingly, the Board recommends his re-appointment.

#### 22. INSTRUCTION FOR E-VOTING AND JOINING THE AGM:

- 1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 5th May, 2020 and 25th March, 2023 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- 2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.



- 4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- 5. Shareholders holding equity shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion.

# THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on **25th August**, **2024 at IST 9.00 a.m.** and ends on **27th August**, **2024 at IST 5.00 p.m.** 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 21st August, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) 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.

(iv) 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 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 | 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 & 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 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. |

|  | 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="https://www.cdslindia.com">www.cdslindia.com</a> and click on login & New System Myeasi Tab and then click on registration option.  |
|--|---|
|  | 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 <i>www.cdslindia.com</i> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Dema 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.   |
| Individual Shareholders holding securities in demat mode with NSDL Depository                                      | 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.nsdl.com">https://eservices.nsdl.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 or joining virtual meeting & voting during the meeting. |
|  | 2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>   |
|  | 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.               |
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository</b> Participants (DP) | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.  |

**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 <i>evoting@nsdl.co.in</i> or call at: 022 - 4886 7000 and 022 - 2499 7000 |



- B. Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
  - (v) Login method for e-Voting and joining virtual meetings 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.  |
|---|--|
| DAN   | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)                         |
| PAN   | 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.                   |
|   | • 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.                     |

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (XVII) Additional Facility for Non Individual Shareholders and Custodians –For Remote Voting only.
  - a. 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.
  - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
  - c. 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.
  - d. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - e. 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.
  - f. 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; *investors@sumedhafiscal.com* (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

# INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- 1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- 2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- 3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- 4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance within **24th August**, **2024** (**upto 5.00 p.m.**) mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **24th August**, **2024** (**upto 5.00 p.m.**) mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the Company suitably by email.
- 8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



#### PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- 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.**
- For Demat shareholders Please update your email id & mobile no. with your respective **Depository Participant (DP)**
- 3. For Individual Demat shareholders Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 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 toll free no. 1800 22 55 33

#### INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- 2) The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- 3) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- 4) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- 5) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote during the AGM.
- 23. The Board of Directors has appointed Mr. Asit Kumar Labh, Company Secretary in Practice (Membership No. 32891; C.P. No. 14664), to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.

#### **24. Voting Results:**

- The Scrutinizer shall, after the conclusion of the AGM, electronically submit the Consolidated Scrutinizer's Report (i.e. votes cast through Remote e-Voting and e-Voting during AGM) of the total votes cast in favour or against the resolution and invalid votes, to the Chairman of the AGM or to any other person authorised by the Board of the Company.
- Based on the Scrutinizer's Report, the Company will submit within two working days of the conclusion of the AGM, to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the Listing Regulations.
- 3. The result declared along with Scrutinizer's Report will be placed on the website of the Company at www.sumedhafiscal.com and on the website of CDSL at www.evotingindia.com

# EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to Item No(s). 4 and 5 mentioned in the accompanying Notice.

#### Item No. 4

The members of the Company had at their 30th Annual General Meeting (AGM) held on September 14, 2019, appointed Mr. S. A. Ramesh Rangan as an Independent Director for a term of 5 years up to 13th September, 2024 and therefore, his first term as Independent Director of the Company will be completed on 13th September, 2024.

Further, as per provisions of Sections 149(10) and 149(11) of the Act and the Rules framed thereunder and Listing Regulations, an Independent Director can be appointed for two consecutive terms of 5 (five) years each by passing special resolutions by the members of the Company and disclosure of such re-appointment in the Board's Report.

Mr. S. A. Ramesh Rangan is eligible and not disqualified from being re-appointed as Director in terms of Section 164 of the Act and have consented to continue to act as Independent Director of the Company.

The Company has received the followings from Mr. Rangan:

- (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, 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. Rangan 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. S. A. Ramesh Rangan is a distinguished banker with more than 38 years of practical experience in the finance sector, held the position of Managing Director at the State Bank of Patiala. His expertise extends to various domains, including small-scale credit, agriculture financing, corporate and MSME credit, among others.

While recommending the re-appointment of Mr. S. A. Ramesh Rangan on the Board, the Nomination and Remuneration Committee took into consideration his performance evaluation by the Board which includes – qualification, knowledge and competency, fulfillment of functions, commitment, contribution and integrity along with his rich experience in Banking and Financial Services industry. Further, the Committee also noted that the skills, expertise and knowledge possessed by Mr. Rangan were in alignment with the skills, expertise and knowledge identified by the Committee and the Board, for the Directors of the Company.

Further, the Board of Directors of the Company at its meeting held on May 14, 2024, on the recommendation of the Nomination and Remuneration Committee, recommended to the members of the Company the re-appointment of Mr. S. A. Ramesh Rangan as an Independent Director for second term of five years.

The resolution seeks the approval of members for the re-appointment of Mr. Rangan as an Independent Director of the Company from 14th September, 2024 till 13th September, 2029 (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. Rangan 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. Rangan as Independent Director of the Company, as a special resolution as set out above.

Other than Mr. S. A. Ramesh Rangan, 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 Notice.

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

#### Item No. 5

The members of the Company had, at their 30th Annual General Meeting (AGM) held on September 14, 2019, appointed Mr. Santanu Mukherjee as an Independent Director for a term of 5 years up to 13th September, 2024 and therefore, his first term as Independent Director of the Company will be completed on 13th September, 2024.

Further, as per provisions of Sections 149(10) and 149(11) of the Act and the Rules framed thereunder and Listing Regulations, an Independent Director can be appointed for two consecutive terms of 5 (five) years each by passing special resolutions by the members of the Company and disclosure of such re-appointment in the Board's Report.

Mr. Santanu Mukherjee is eligible and not disqualified from being re-appointed as Director in terms of Section 164 of the Act and have consented to continue to act as Independent Director of the Company.

The Company has received the followings from Mr. Mukherjee:

- (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, 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. Mukherjee 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. Mukherjee is the former Managing Director of the erstwhile State Bank of Hyderabad, an associate bank of the country's largest lender - State Bank of India. He has four decades of experience in the fields of banking, finance, risk management, etc. in various capacities. From 2013 to mid-2014, he was acting as Chief General Manager of State Bank of Bikaner and Jaipur. He has also worked as a Chief Executive Officer of State Bank of India, Paris from 2004 to 2008. He joined as a probationary officer and carried out important domestic and overseas assignments in the SBI Group.

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

Further, the Board of Directors of the Company at its meeting held on May 14, 2024, on the recommendation of the Nomination and Remuneration Committee, recommended to the members of the Company the re-appointment of Mr. Santanu Mukherjee as an Independent Director for second term of five years.

The resolution seeks the approval of members for the re-appointment of Mr. Mukherjee as an Independent Director of the Company from 14th September, 2024 till 13th September, 2029 (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. Mukherjee 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. Mukherjee as Independent Director of the Company, as a special resolution as set out above.

Other than Mr. Santanu Mukherjee, 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 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.

Date: 14th May, 2024

By Order of the Board

**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. S. A. Ramesh Rangan (DIN: 07586413)

Mr. Rangan, a distinguished banker with more than 38 years of practical experience in the finance sector, held the position of Managing Director at the State Bank of Patiala. During his deputation from the State Bank of India, he skillfully oversaw the bank's merger with the parent entity as part of the consolidation and merger initiative. His expertise extends to various domains, including small-scale credit, agriculture financing, corporate and MSME credit, among others. He is presently serving as Director of Equitas Small Finance Bank Ltd., Omkara Assets Reconstruction Pvt. Ltd., SBI DFHI Ltd. etc.

#### Brief Profile of Mr. Santanu Mukherjee (DIN: 07716452)

Mr. Mukherjee is the former Managing Director of the erstwhile State Bank of Hyderabad, an associate bank of the country's largest lender - State Bank of India. He has four decades of experience in the fields of banking, finance, risk management, etc. in various capacities. From 2013 to mid-2014, he was acting as Chief General Manager of State Bank of Bikaner and Jaipur. He has also worked as a Chief Executive Officer of State Bank of India, Paris from 2004 to 2008. He joined as a probationary officer and carried out important domestic and overseas assignments in the SBI Group.

Currently, he is also on the Boards of Muthoot Housing Finance Company Limited, Suven Life Sciences Limited, Sumedha Fiscal Services Limited, Rainbow Children's Medicare Limited, Aurobindo Pharma Limited, NACL Industries Limited, etc. He is also on the Board of Governors of the Institute of Management and Technology Hyderabad.

| Name of the Director   | Mr. S. A. Ramesh Rangan  | Mr. Santanu Mukherjee   |
|--|--|---|
| DIN  | 07586413   | 07716452  |
| Date of Birth & Age  | 15th May, 1957 (67 years)  | 19th December, 1956 (67 years)  |
| Date of first appointment on Board   | 18th May, 2019   | 10th November, 2018   |
| Qualification  | B.Sc., CAIIB, India, Management Diploma from Dukes' University (London), AMIE (Part I), Fellow of IIBF, Executed Education Course on Leadership & Corporate Accountability from Harvard Business School. | B.Sc. (Honours) from Presidency College under University of Calcutta and CAIIB from Indian Institute of Bankers.  |
| Nature of expertise in specific functional   |  |   |
| areas  | Please refer the brief profile of Mr. Rangan   | Please refer the brief profile of Mr.<br>Mukherjee  |
| Skills and capabilities required for the role and the manner in which the Directors meet such requirements |  |   |
| Key terms and conditions of re-appointment   | Independent Director, not liable to retire by rotation, to be re-appointed for second term of 5 consecutive years, with effect from 14th September, 2024 up to 13th September, 2029.                     |   |
| Details of last drawn remuneration (FY 2023-24)  | Sitting Fees: Rs. 1,70,000/-   | Sitting Fees: Rs. 1,70,000/-  |
| Details of remuneration sought to be paid  | NIL (Only entitled to sitting fees as determined by the Board from time to time)   | NIL (Only entitled to sitting fees as determined by the Board from time to time)  |
| Number of Board meetings attended during the FY 2023-24 and up to date of this Notice                      | Attended 5 Board Meetings out of 5 Board Meetings held during the period.  | Attended 5 Board Meetings out of 5 Board Meetings held during the period.   |
| Directorships in other Companies   | <ul> <li>Equitas Small Finance Bank Limited</li> <li>Panyam Cements and Mineral Industries<br/>Limited</li> <li>SBI DFHI Limited</li> <li>Omkara Assets Reconstruction Private<br/>Limited</li> </ul>    | <ul> <li>Bandhan Bank Limited</li> <li>Suven Life Sciences Limited</li> <li>Aurovindo Pharma Ltd.</li> <li>Rainbow Children's Medicare Ltd.</li> <li>NACL Industries Ltd.Muthoot Housing</li> <li>Finance Company Ltd.</li> <li>Rainbow Speciality Hospitals Private<br/>Limited</li> </ul> |

| Name of the Director  | Mr. S. A. Ramesh Rangan  | Mr. Santanu Mukherjee  |
|---|--|--|
| Membership/Chairpersonship of Committees in other companies                               | Equitas Small Finance Bank Limited 1. Audit Committee (AC) – Member 2. Policy Formulation Committee – Member 3. Credit Committee – Chairman 4. Risk Management Committee – Member 5. Business Committee - Member | Suven Life Sciences Limited 1. Audit Committee (AC) – Chairman 2. Nomination & Remuneration Committee (NRC) – Chairman 3. Risk Management Committee (RMC) – Member |
|   | Omkara Assets Reconstruction Private<br>Limited<br>1. Audit Committee – Chairman   | Bandhan Bank Limited  1. AC – Member  2. RMC – Chairman  3. Committee of Directors – Member  4. Customer Service Committee – Member                                |
|   |  | Rainbow Children's Medicare Limited  1. AC – Chairman  2. NRC – Member  3. Corporate Social Responsibility Committee (CSR) – Member  4. RMC – Member               |
|   |  | Aurobindo Pharma Limited  1. NRC – Chairman  2. IT Stewardship Committee – Chairman  3. AC – Member  4. SRC – Member  5. RMC – Member  6. ESG Committee – Member   |
|   |  | NACL Industries Limited  1. AC – Chairman  2. Banking Committee – Chairman  3. NRC – Member  |
|   |  | Muthoot Housing Finance Company Limited  1. AC – Member  2. NRC – Member   |
|   |  | Rainbow Speciality Hospitals Private Limited 1. AC – Chairman 2. NRC - Member  |
| Listed entities from which the person has resigned in the past three years                | NIL  | Donear Industries Limited  |
| Inter-se relationship with other Directors and<br>Key Managerial Personnel of the Company | Not related to any Director or Key<br>Managerial Personnel   | Not related to any Director or Key<br>Managerial Personnel   |
| Shareholding in the Company   |  |  |
| - Own   | NIL  | NIL  |
| - as a Beneficial Owner   | NIL  | NIL  |

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

By Order of the Board

Dhwani Fatehpuria

Company Secretary & Compliance Officer ICSI Membership No. F12817