

VALUES WE STAND BY AT SUMEDHA



partnerships



principles



personal touch

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BOARD OF DIRECTORS



Mr. Ratan Lal Gagar
Chairman



Dr. Basudeb Sen
Independent Director



Mr. Atul Chandra Varma
Independent Director



Mr. Prashant Sekhar Panda
Independent Director



Mr. Anil Kumar Birla
Independent Director



Mr. Vijay Maheshwari
Promoter Director



Mr. Bijay Murmuria
Promoter Director



Mr. Bhawani Sankar Rath,
Wholetime Director & CFO



Mr. Rajesh Kumar Gupta
Wholetime Director

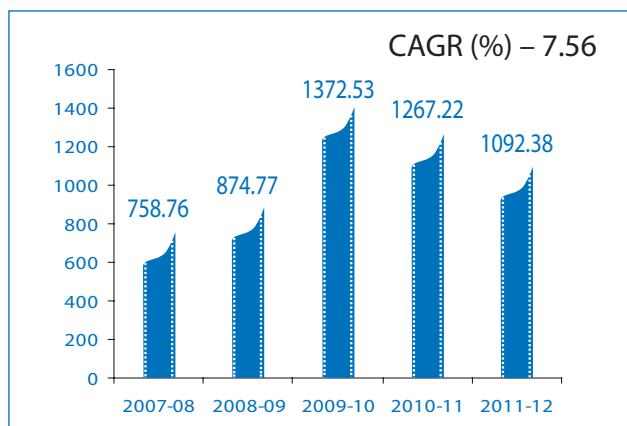


KEY BUSINESS HIGHLIGHTS IN 2011 – 2012

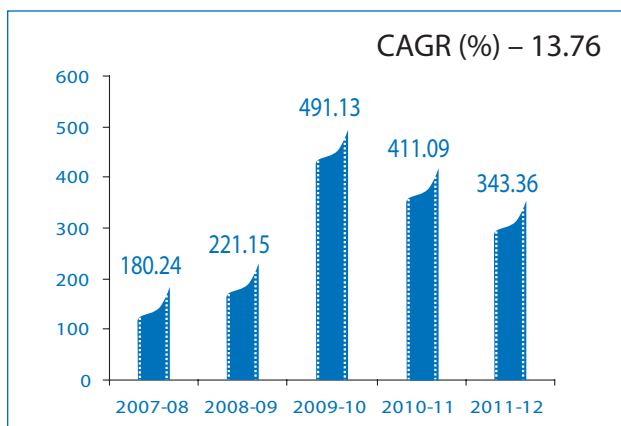
- Obtained Portfolio Management Services License from SEBI to match investor objectives and better fund management.
- Fully Convertible Debenture (0%) of ₹ 290 Lacs issued to Brand Equity Treaties Ltd. on 30th March, 2011 were converted into 9,35,484 Equity Shares of ₹ 10/- each at a Conversion Rate of ₹ 31/- (including premium ₹ 21/- per share) on 30th March, 2012.
- The investment Banking Segment remains the major revenue earning arm accounting for 90.41 percent of Total Income from Operations.

PERFORMANCE HIGHLIGHTS

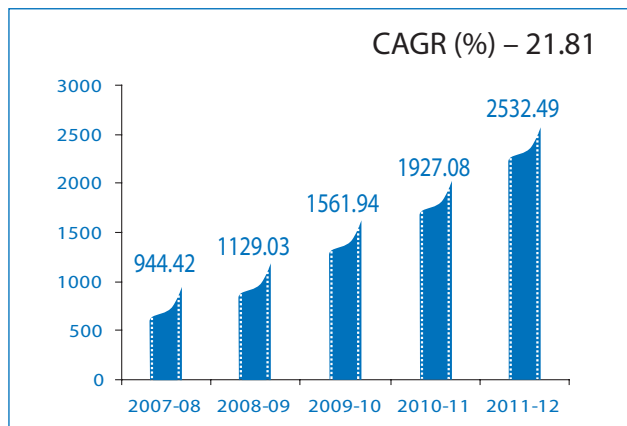
INCOME FROM OPERATIONS (In ₹ lacs)



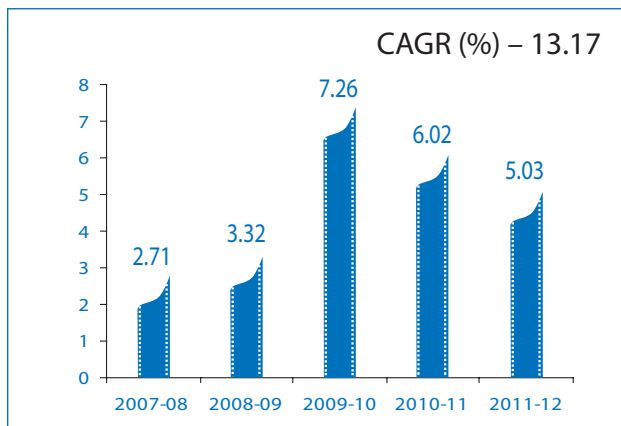
PAT (In ₹ lacs)



SHAREHOLDERS' FUND (In ₹ lacs)



EPS (In ₹ lacs)





MILESTONES

- Sumedha Fiscal's Public Issue – BSE & CSE Listing
- Obtained Category I Merchant Banking Certificate from SEBI
- Operational from Kolkata, Mumbai, Bangalore, New Delhi and Chennai

1995-2004

- Dr. Basudeb Sen, M.A. (Eco) , Ph.D. from Indian Statistical Institute and an alumnus of the Harvard Business School joins the Board
- Internal reorganization with key recruitments
- SFSL Commodity becomes trading and clearing member of MCX
- PAT increases by 83% from ₹ 23.38 lacs to ₹ 42.82 lacs

2005

- Employee Stock Option Scheme launched for employees of Sumedha Fiscal
- Institutional Turnover in Broking Business crosses ₹ 20,239 lacs
- PAT doubles from ₹ 42.82 lacs to ₹ 89.28 lacs

2006

- Expands Branch Network to Tier II cities at Jaipur, Ahmedabad, Guwahati & Hyderabad
- Connected Broking Business through CTCL / RF networking at Jaipur, Ahmedabad, Delhi, Mumbai and Bangalore branches
- PAT stood at ₹ 85.44 lacs

2007

- Awarded by Business Initiative Directions as the International Star in Quality at Paris
- Commenced Depository Services as member of National Securities Depository Ltd. (NSDL)
- PAT at ₹ 180.24 lacs

2008

- Registered with NSE Currency Derivatives Segment and MCX-SX and started Currency Derivatives Trading
- Obtained permission from NSE to start Internet Trading
- Relaunched portal www.sumedhafiscal.com to make it more vibrant as a part of corporate branding initiative
- PAT stood at ₹ 221.15 lacs

2009

- Registered with NSE's MFSS Segment
- Obtained License as Corporate Agent for LIC
- Under SFSL ESOS 2007, shares were allotted
- Mr. Shailesh Haribhakti, Chairman of BDO Consulting has joined as "Permanent Advisor" to the Management Committee of the Company.
- PAT stood at ₹ 491.13 lacs

2010

- Obtained membership of BSE in Cash & Derivative Segments
- Crisil Equities carried out Independent Equity Research on Sumedha Fiscal
- Mr. A C Varma , the former MD of State Bank of Patiala joins the Board
- SFSL ESOS 2011 announced
- Issue of Fully Convertible Debentures aggregating to ₹ 290 lacs to Brand Equity Treaties Ltd.
- PAT stood at ₹ 411.09 lacs

2011

- Obtained Registration for launching Portfolio Management Services from SEBI.
- New Logo-evolution and total re - branding was structured to give our brand a new image.
- PAT stood at ₹ 343.36 lacs

2012

OUR PHILOSOPHY

OUR VISION

To be the best financial service provider and be a one stop shop for all market segments.

OUR MISSION

To strive for total client satisfaction by providing integrated financial solutions through excellence, integrity and teamwork fostering, continuous growth for our stakeholders.

OUR BRAND THOUGHT - Quotation Marks



Quotation marks symbolize dialogue indicating relationships. When those quote marks are transparent, they also suggest transparency and honesty leading to stronger relationships.



CHAIRMAN'S ADDRESS



Dear Stakeholders,

I am glad to welcome you to the 23rd Annual General Meeting of your Company. I thank you for your continued trust, encouragement and support.

I take this opportunity to welcome Mr. Rajesh Kumar Gupta who has been heading Investment Banking Dept. of the Company and has now joined the Board as a Wholtime Director of the Company.

The year 2011-12 was tough in general. Growth rate of the Indian economy has come down from 9% to around 6%. High cost of funds and inflation around 8% has rendered easing of lending rate difficult for the Reserve Bank of India. Supply-side bottlenecks and apparent stymied policy decisions have added to the woes. Shrinkage of export market in US and Europe has slashed income and employment in the export segment. Steep depreciation in INR-USD rate has severely pushed up import bills and worsened balance of payment position. Certain measures by the Government of India to streamline collection of Tax as well as flow of overseas funds into India have resulted in drying up inflow, atleast for the time-being.

Rating downgrades by the international rating agencies (Standard and Poor's and Fitch) appear to be a timely wake-up call for policy makers. Fallout of these macro factors have cast their shadow on the performance of the Company. In such a difficult environment, your company has worked very hard to deliver results.

The annual revenues of the Company for the fiscal 2011-12 were ₹ 1265.53 lacs with Profit Before Tax of ₹ 472 lacs and Profit After Tax of ₹ 343.46 lacs. Your Directors

recommend a dividend of 80 Paise (8%) per Equity Share for the year.

The Company issued 11,35,484 Equity Shares of ₹ 10/- each at a Conversion Price of ₹ 31/- (including Premium of ₹ 21/-) in compliance with the SEBI (ICDR) Regulations and further details of the issue is included in the Annual Report for 2011-12.

Your Company envisages itself as a boutique provider of services for Small and Medium Enterprises that play a vital role for the growth of Indian economy by contributing 45 percent of the industrial output, 40 percent of exports, producing more than 8000 quality products for the Indian and International markets and employing nearly 6 crore people which is next only to the agricultural sector. A number of problems faced by the sector include absence of adequate and timely banking finance, limited capital and knowledge, non-availability of suitable technology, low production capacity, ineffective marketing strategy, identification of new markets and constraints on modernization & expansions. It is indeed the need of the hour to nourish and realize the potential of the SMEs and at Sumedha Fiscal we look forward to become an effective catalyst for transition of these SMEs.

I place on record my appreciation for our clients, partners, investors, and bankers for their continued support. I also thank employees of the Company at all levels for their commitment and hard work. I can assure you of Company's strong commitment to building sustainable growth for all stakeholders.

Thank you,

Ratan Lal Gaggar

Chairman

CORPORATE INFORMATION

- Board of Directors** : Mr. Ratan Lal Gaggar, Chairman
 Dr. Basudeb Sen, Independent Director
 Mr. Atul Chandra Varma, Independent Director
 Mr. Vijay Maheshwari, Promoter Director
 Mr. Prashant Sekhar Panda, Independent Director
 Mr. Bijay Murmuria, Promoter Director
 Mr. Bhawani Sankar Rathi, Wholetime Director & CFO
 Mr. Anil Kumar Birla, Independent Director
 Mr. Rajesh Kumar Gupta, Wholetime Director (w.e.f. 26-Aug-12)
- Company Secretary** : Mr. Deb Kumar Sett
- Bankers** : Canara Bank
 State Bank of Hyderabad
 HDFC Bank
- Statutory Auditors** : ARSK & Associates
Chartered Accountants
- Listing** : Bombay Stock Exchange and Calcutta Stock Exchange
- Registrar and Share Transfer Agent** : Maheshwari Datamatics Private Limited
 6, Mangoe Lane, 2nd Floor,
 Kolkata - 700 001
 Tel. No. : 033-2243-5029, 2243-5809
 Fax No. : 033-2248 4787
 Email : mdpl@cal.vsnl.net.in
- Registered and Corporate Office** : 6A Geetanjali, 8B Middleton Street
 Kolkata - 700 071
 Tel. : 033-2229 8936/6758/3237/4473
 Fax : 033-2226 4140, 2265 5830
 Email : kolkata@sumedhafiscal.com
- Branch Offices** : New Delhi, Mumbai, Bangalore, Hyderabad, Chennai,
 and Ahmedabad
- Website** : www.sumedhafiscal.com
- Investors Communication** : investors@sumedhafiscal.com

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the Members of SUMEDHA FISCAL SERVICES LIMITED will be held at Merchants' Chamber of Commerce, 15B, Hemanta Basu Sarani, Kolkata - 700 001 on Saturday, the 25th day of August, 2012 at 10.30 a.m. to transact the following business :-

ORDINARY BUSINESS

1. To consider and adopt Audited Accounts of the Company for the year ended 31st March, 2012 together with Reports of Directors and Auditors thereon.
2. To declare dividend for the year ended 31st March, 2012.
3. To appoint a Director in place of Dr. Basudeb Sen, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Prashant Sekhar Panda, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS

6. ***Appointment and payment of remuneration to Mr. Rajesh Kumar Gupta as a Wholetime Director***

To consider and, if thought fit, to pass the following Resolution, with or without modification, as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 311, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 ('the Act') (including any amendment and /or re-enactment thereof), the Company hereby approves the appointment of MR. RAJESH KUMAR GUPTA as a WHOLETIME DIRECTOR of the Company for a period of 3 (three) years with effect from May 26, 2012 on the terms and at a remuneration as detailed in Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT pursuant to the sub-paragraphs (B) and (C) of paragraph 1 of Section II of Part II of Schedule XIII and other applicable provisions, if any, of the Act and subject to such approvals as may be necessary, the Company be and is hereby authorized to pay the minimum remuneration, as detailed in the Explanatory Statement, to Mr. Gupta for that financial year, in which there is inadequacy or absence of profits, during the period of three years from the effective date of his appointment.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to increase, vary or amend the remuneration including salary, allowances, perquisites and benefits, minimum remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary."

7. ***Increase in remuneration of Mr. Bhawani Sankar Rathi, Wholetime Director***

To consider and, if thought fit, to pass the following Resolution, with or without modification, as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 311, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 ('the Act') (including any amendment and /or re-enactment thereof), the Company hereby approves the increase in remuneration of MR. BHAWANI SANKAR RATHI, a WHOLETIME DIRECTOR of the Company for the remaining period of his tenure (i.e. upto 31-Mar-13) w.e.f. April 1, 2012 at a remuneration as detailed in Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT pursuant to the paragraphs (B) and (C) of Section II (1) of Part II of Schedule XIII and other applicable provisions, if any, of the Act and subject to such approvals as may be necessary, the Company be and is hereby authorized to pay the minimum remuneration, as detailed in the Explanatory Statement, to Mr. Rathi for the said period.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to increase, vary or amend the remuneration including salary, allowances, perquisites and benefits, minimum remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary."

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

Date : May 26, 2012

By Order of the Board

Deb Kumar Sett
Company Secretary & Compliance Officer

NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting (AGM) may appoint a proxy to attend and vote on his behalf and the proxy need not be a member of the Company.** The instrument appointing the proxy should be deposited at the Registered Office of the Company not less than 48 hours before commencement of the meeting.
2. Corporate Members are required to send to the Company a certified copy of the Board Resolution pursuant to Section 187 of the Companies Act, 1956, authorizing their representatives to attend and vote at the AGM.
3. In terms of Article 145 of the Articles of Association of the Company, Dr. Basudeb Sen, and Mr. Prashant Sekhar Panda, Directors, retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. Appointment and remuneration payable to Mr. Rajesh Kumar Gupta, Wholtime Director has been placed before the Members for their consideration and approval.
4. Brief resume and relevant information of the Directors recommended by the Board of Directors for appointment / re-appointment as required under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Report on Corporate Governance forming part of the Annual Report.
5. The relevant Explanatory Statement, pursuant to Section 173(2) of the Companies Act, 1956 in respect of the Special Business is annexed hereto.
6. The Register of Members and Share Transfer Books of the Company will remain closed from August 23, 2012 to August 25, 2012 (both days inclusive).
7. Subject to the provisions of Section 206A of the Companies Act, 1956, dividend as recommended by the Board of Directors, if declared at the meeting, will be payable on or after August 25, 2012 to those members whose names appear on the Register of Members as on August 25, 2012. In respect of shares held in dematerialised form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on end of the day of August 22, 2012.
8. Members are advised that bank details as furnished by them to the Company for shares held in physical form and to NSDL/CDSL for shares held in the electronic form respectively, will be printed on their dividend warrant(s) as a measure of protection against fraudulent encashment.
9. Members whose shareholding is in electronic mode are requested to inform change of address and updations of Bank Account details to their respective Depository Participants.
10. Members are requested to address all their correspondences, including dividend matters, to the Registrar and Share Transfer Agents – Maheshwari Datamatics Pvt. Ltd., 6, Mangoe Lane, Kolkata – 700 001, Email: mdpl@cal.vsnl.net.in, Phone: 033-2243-5029 / 5809.
11. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 205A of the Companies Act, 1956, be transferred to the Investors Education and Protection Fund (IEPF). Therefore, the amount of unclaimed dividend for the financial year ended March 31, 2005 would be transferred to the IEPF. As such, Members who have not yet encashed their dividend warrant(s) for the financial year ended March 31, 2005 and/or subsequent years are requested to submit their claims to the Registrar and Transfer Agent of the Company without any delay.
12. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on all working days, except Saturdays, between 11.00 A.M. to 1.00 P.M. up to the date of the Annual General Meeting.
13. Members holding shares in physical form, are requested to register their e-mail addresses with the Company for receiving the Report and Accounts, Notices etc. in electronic mode, as a measure of support to the Green Initiative in Corporate Governance of the Ministry of Corporate Affairs, Government of India.
14. Shareholders seeking any information with regard to Accounts are requested to write to the Company early so as to enable the management to keep the information ready.
15. Members are requested to bring their copy of the Annual Report to the Meeting and produce the enclosed Attendance Slip at the entrance to the hall.