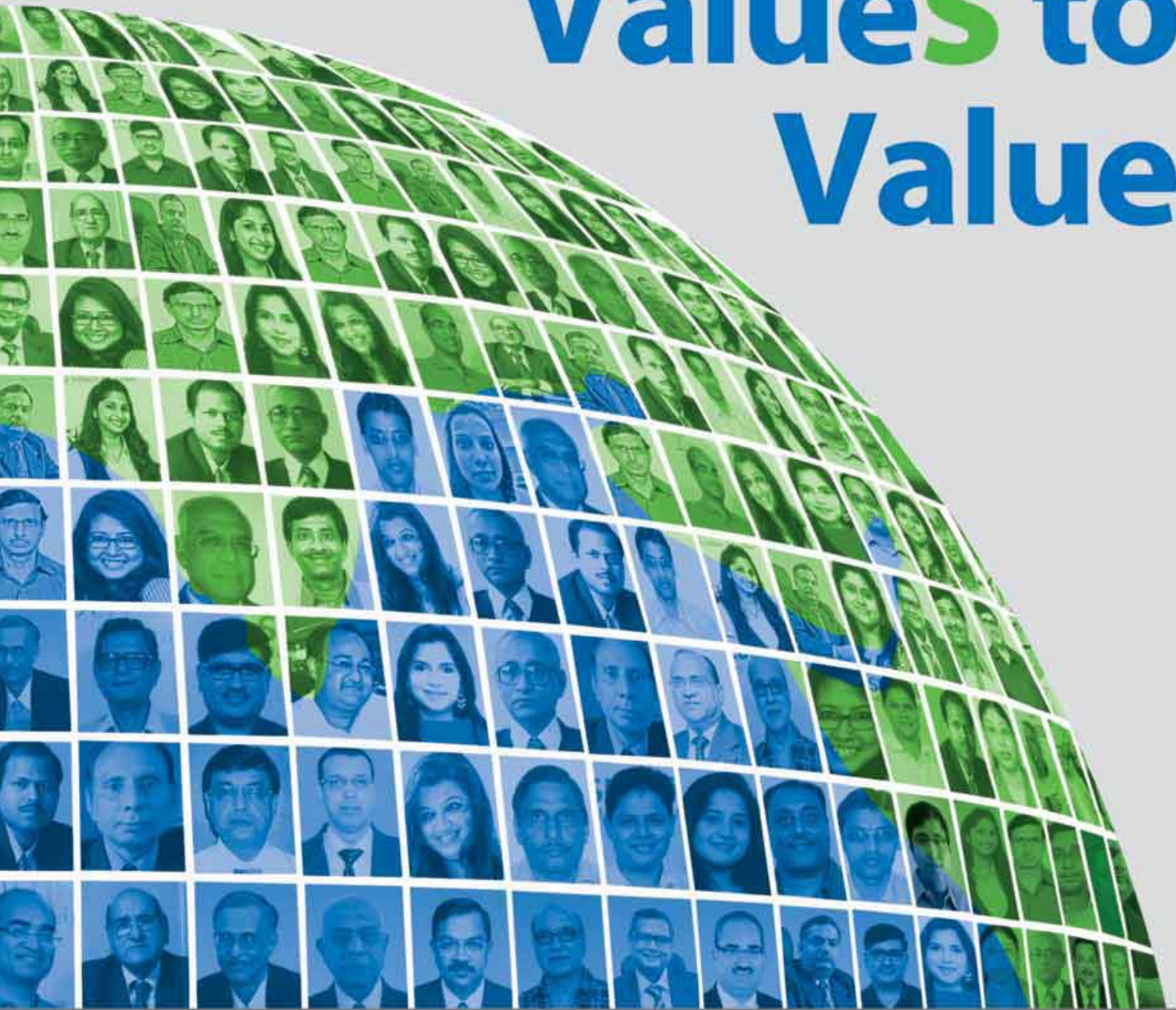


Adding Values to Value



ANNUAL REPORT 2014-15
SUMEDHA FISCAL SERVICES LIMITED



SUMEDHA
adding values to value



SUMEDHA FISCAL SERVICES LIMITED

CIN: L70101WB1989PLC047465

REGISTERED and CORPORATE OFFICE

6A Geetanjali, 8B Middleton Street, Kolkata – 700 071

Tel: +91 33 2229 8936/6758/3237/4473 Fax: +91 33 2226 4140/2265 5830

Web: www.sumedhafiscal.com Email: kolkata@sumedhafiscal.com

BRANCH OFFICES

MUMBAI

C-703 "Marathon Innova",
Off Ganapatrao Kadam Marg,
Opp. Peninsula Corporate Park,
Lower Parel (W) , Mumbai - 400 013
Tel: +91 22 4033 2400
Fax: +91 22 2498 2878
Email: mumbai@sumedhafiscal.com

NEW DELHI

B1/12, Safdarjung Enclave, 2nd Floor,
New Delhi – 110 029
Tel: +91 11 4165 4481/4482
Fax: +91 11 4165 4483
Email: delhi@sumedhafiscal.com

HYDERABAD

309/1, 3rd Floor, Krishna Plaza,
Khairatabad, Hyderabad – 500 004
Tel: +91 40 4020 2826/4026 7272
Fax: +91 40 4020 2826
Email: hyderabad@sumedhafiscal.com

AHMEDABAD

A/82, Pariseema Complex, Opp. IFCI Bhawan,
C.G. Road , Ahmedabad – 380 009
Tel: +91 79 3002 3337 / 6605 2957
Fax: +91 79 2646 0394
Email: ahmedabad@sumedhafiscal.com

BANGALORE

"Park Plaza", 1st Floor, No. 1 Park Road,
(Off. Infantry Road), Tasker Town, Bangalore – 560 051
Tel: +91 80 4124 2545 / 2546
Fax: +91 80 4124 2547
Email: bangalore@sumedhafiscal.com

CHENNAI

Door No: 7, IIIrd Floor, Vairam Complex,
112, Thyagaraya Road, T. Nagar,
Chennai – 600 017
Tel: +91 44 4212 5901
Fax: +91 44 4212 5901
Email: chennai@sumedhafiscal.com

NSE CASH: INB231075830, NSE DERIVATIVES: INF231075830, NSE CURRENCY DERIVATIVE SEGMENT: INE231075830,
BSE CASH: INB011075836, BSE DERIVATIVES: INF011075836, MCX-SX (CURRENCY DERIVATIVES): INE261075830,
DEPOSITORY PARTICIPANT OF NSDL: IN-DP-NSDL-303-2008, AMFI NO: ARN - 0205, *MCX MEMBERSHIP CODE: 12185,
SEBI CATEGORY I MERCHANT BANKER: MB/INM000008753, PMS: PM/INP000004144

(* Through Subsidiary Company)

BOARD OF DIRECTORS



Mr. Ratan Lal Gagar, Chairman
Independent Director



Dr. Basudeb Sen
Independent Director



Mr. Atul Chandra Varma
Independent Director



Mr. Prashant Sekhar Panda
Independent Director



Mr. Prabhat Agarwala
Independent Director



Mr. Vijay Maheshwari
Non-Executive Director



Mr. Anil Kumar Birla
Non-Executive Director



Mr. Bijay Murmuria
Non-Executive Director



Mr. Bhawani Sankar Rathi
Wholetime Director & CFO




Mrs. Garima Maheshwari
Non-Executive Director



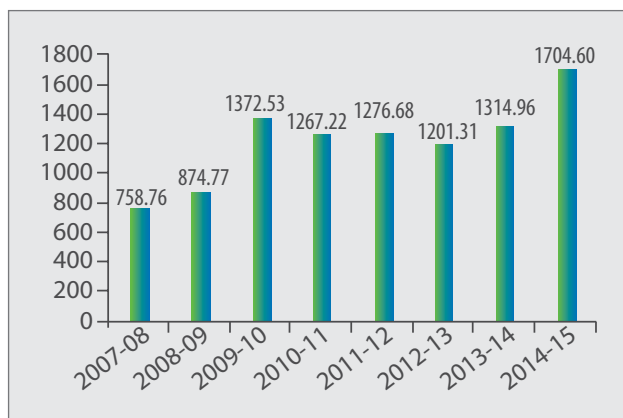
KEY BUSINESS HIGHLIGHTS IN 2014 – 2015

 PAT stood at ₹248.22 Lakhs.

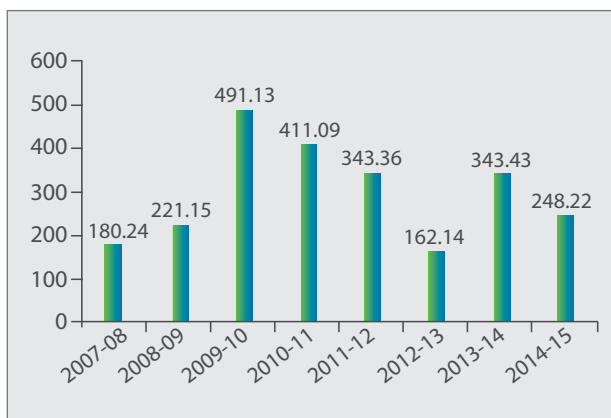
 •The Investment Banking Segment continues to remain the major earning vertical accounting to 50.75% of Total Income and 62.47% of operating profits of the Company.

PERFORMANCE HIGHLIGHTS

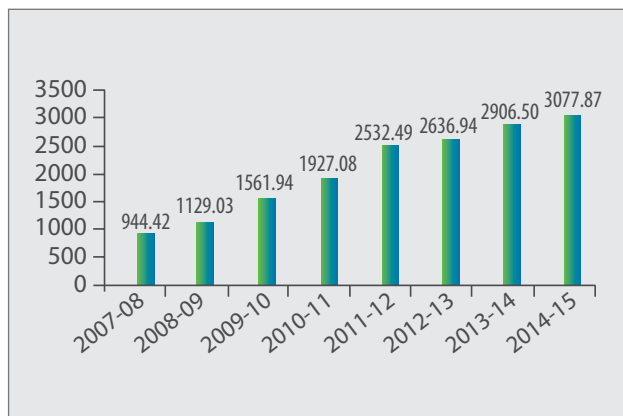
INCOME FROM OPERATIONS (In ₹ Lakhs)



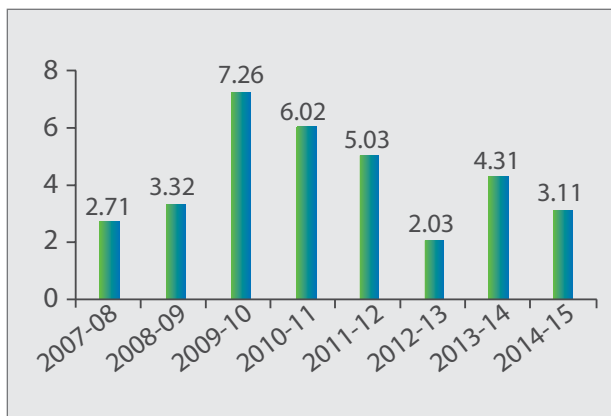
PAT (In ₹ Lakhs)



SHAREHOLDERS' FUND (In ₹ Lakhs)



EPS (In ₹)



CHAIRMAN'S ADDRESS



Dear Stakeholders,

Welcome to the 26th Annual General Meeting of your Company. I thank you for your sustained trust, encouragement and support.

Since we met last time the Indian Regulatory system was tested once again. Indian market did not face any major tremor during fallout of the Greek Credit Crisis. Neither did volatility in the Chinese Stock Market had any significant fallout.

At the threshold of growth and productivity

The fiscal year 2015 was a mixed bag for the global economy. In India, it was a year of certain positive attributes. A fall in crude prices together with a decline in international food prices meant that India's inflation and trade deficit fell sharply. On formation of a single party Modi led government, there has been a positive impact and incremental changes to economic reforms.

The Government's Policy of "Make in India" has become a catalyst for fundamental change on how India would respond to national priorities and job creation.

During F.Y. 2015, the Indian markets rallied behind the formation of new government whereas other emerging markets like Brazil and Russia suffered due to declining commodity prices.

At Sumedha Fiscal, we are constantly striving to have a diversified financial services business model and new opportunities are being closely worked upon so as to have a sustainable future growth.

Key area of focus

Investment Banking continues to be the focus area for the Company, as a one-stop solution for major value added corporate services. The services covered include merchant banking, loan syndication financial restructuring, resolution of stressed assets, merger amalgamation, placements of securities.

Financial Performance

Sumedha Fiscal Services Ltd. has posted revenues of Rs. 1705 lacs during FY15. Considering the overall sluggish economic growth, the Profit before Tax fell by 25% to Rs. 363 lacs against Rs. 484 lacs in the previous year, whereas PAT stood at Rs. 248 lacs compared with Rs. 344 lacs for FY14, a decline of 27.9%. Our EPS stood at Rs. 3.11 in FY15, compared to Rs. 4.31 in FY14.

Looking ahead

The corporate financial performance continues to be dismal and a visible turnaround is possibly few quarters away.

Strategic Debt Restructuring Scheme (SDR) announced by the Reserve Bank of India on June 8, 2015 authorises the Lender/Joint Lenders' Forum to convert the NPA of the Borrower into Equity Shares for effecting change in ownership of the Borrower, in the event of failure of the SDR. This indeed would pose a new challenge to the defaulting Borrowers.

Massive market distortions due to rapid product and technology obsolescence, new threats from e-commerce would present more challenges to organizations. Survival and growth in this scenario call for lean and flexible organizations that can respond to changing market dynamics of a globalised economy. Proactive de-risking of business and ensuring stringent regulatory requirements have become critical.

The country's economy is likely to grow at higher single digit rate from next year onwards and it is expected to be sustainable which augurs well for the Financial Sector.

As an organisation, your company continues to be driven by strong set of values and is committed to delivering excellence to its stakeholders. Our investment in our people, capabilities, technology and infrastructure continues to ensure that your Company remains relevant to our customers and close to their business.

I thank you all for standing by us and supporting us.

Regards,

R. L. Gaggar
Chairman



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.

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Corporate Information

Board of Directors

Mr. Ratan Lal Gaggar, *Chairman*

Dr. Basudeb Sen

Mr. Atul Chandra Varma

Mr. Vijay Maheshwari

Mr. Prashant Sekhar Panda

Mr. Anil Kumar Birla

Mr. Bijay Murmuria

Mr. Bhawani Sankar Rathi, *Wholetime Director & CFO*

Mr. Prabhat Agarwala [w.e.f. 16-May-15]

Mrs. Garima Maheshwari [w.e.f. 8-Nov-14]

Mr. Rajesh Kumar Gupta,

Wholetime Director [Resigned w.e.f. 31-Aug-14]

Company Secretary

Mr. Deb Kumar Sett

Registered & Corporate Office

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

Corporate Identity No.: L70101WB1989PLC047465

Tel: + 91 33 2229 8936/6758/3237/4473

Fax: + 91 33 2226 4140/2265 5830

Web: www.sumedhafiscal.com

Email: kolkata@sumedhafiscal.com

Bankers

Canara Bank

HDFC Bank

Auditors

ARSK & Associates, Chartered Accountants, Kolkata

Registrar & Share Transfer Agents

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 : rpatra@mdpl.in | mdpldc@yahoo.com

Annual General Meeting

Day : Saturday

Date : 12th September, 2015

Time : 10.30 A.M.

Venue : MCC Chamber of Commerce & Industry

15-B, Hemanta Basu Sarani,
Kolkata - 700 001.

Sumedha Fiscal Services Ltd.

CIN - L70101WB1989PLC047465

Registered Office: 6A, Geetanjali, 8B, Middleton Street, Kolkata – 700071

Tel : 033-2229-8936/6758 Fax : 033-2226-4140/ 033-2265-5830.

Email: investors@sumedhafiscal.com Website: www.sumedhafiscal.com

NOTICE OF 26TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Sixth Annual General Meeting of Sumedha Fiscal Services Ltd. will be held at MCC Chamber of Commerce & Industry, 15B Hemanta Basu Sarani, Kolkata – 700 001, on Saturday, the 12th day of September, 2015 at 10:30 AM for transaction of the following business :-

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2015 together with the Report of the Board of Directors and the Auditors thereon and the Consolidated Audited Financial Statement of the Company for the financial year ended March 31, 2015.
2. To declare dividend for the financial year ended 31st March, 2015.
3. To appoint a Director in place of Mr. Anil Kumar Birla [DIN – 00015948] who retires by rotation and being eligible offers himself for re-election.
4. To appoint a Director in place of Mr. Bijay Murmuria [DIN – 00216534] who retires by rotation and being eligible offers himself for re-election.
5. **To appoint Auditors and to pass the following resolution as an Ordinary Resolution :-**
 “RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, M/s. ARSK & Associates, Chartered Accountants (Firm's Registration No. 315082E), the retiring Auditors, be and are hereby reappointed as the Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the Twenty Seventh Annual General Meeting of the Company to be held in the calendar year 2016 and that the Board of Directors and the Audit Committee of the Company be and are hereby authorized to fix their remuneration for the said period and reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties.”

SPECIAL BUSINESS

6. **To appoint Mr. Prabhat Agarwala as an Independent Director:**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Prabhat Agarwala (DIN: 01063586), who was appointed as an Additional Director on May 16, 2015 to hold office upto forthcoming Annual General Meeting and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto 31st March, 2020.”

7. **To appoint Mrs. Garima Maheshwari as a Non-Executive Director:**

To consider and, if thought fit, to pass the following Resolutions as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Garima Maheshwari (DIN: 07001628), who was appointed as an Additional Director on 8th November, 2014 to hold office upto forthcoming Annual General Meeting and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation.”

Registered Office :
 6A, Geetanjali,
 8B, Middleton Street,
 Kolkata – 700 071.
 Date : 16th May, 2015

By Order of the Board
Deb Kumar Sett
 Company Secretary

Notes including e-voting instructions

1. Explanatory Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder with respect to Special Business set out in the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM') MAY APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE TIME FOR HOLDING THE MEETING.

Proxy/Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) members and holding in the aggregate not more than ten (10) per cent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Only registered Members of the Company or any proxy appointed by such registered Member may attend and vote at the Meeting as provided under the provisions of the Companies Act, 2013. In case any shareholder has voted electronically, then he/she can participate in the Meeting but not vote.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, September 4, 2015 to Saturday, September 12, 2015 (both days inclusive) for determining the name of Members eligible for dividend on equity shares if declared at the meeting.
5. Duly executed and stamped transfer deeds, along with the share certificates, should be submitted to the Company's Registrar and Share Transfer Agents before the closure of the Register of Members for registration.
6. Corporate Members are requested to send a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013/ Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. Dividend on Equity Shares, if declared at the Meeting will be paid to those members, whose names shall appear in the Company's Register of Members after giving effect to all valid share transfers in physical form lodged with the Company on or before the close of working hours of the Company as on Thursday, September 3, 2015. In respect of the shares held in Electronic Form, the Dividend will be paid to those persons whose names shall appear as beneficial owners as at the end of the business hours on Saturday, September 12, 2015 as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited.
8. Dividends which remain unpaid / unclaimed over a period of seven years from the date of transfer to the unpaid dividend account will have to be transferred by the Company to Investor Education and Protection Fund of the Central Government under Section 205A and Section 205C of the Companies Act, 1956 as amended from time to time and/or relevant corresponding provisions of the Companies Act, 2013 once notified. Accordingly, all unpaid / unclaimed amounts in respect of dividends paid by the Company for the year ended 31 March 2008 have to be transferred to the said Fund by 27-Oct-15. Shareholders are requested to encash the dividend before the due date of transfer i.e., before 27-Oct-15. Shareholders are advised to encash the unpaid Dividend Warrants for the year ended March 31, 2008 or any subsequent year, before transfer to the above referred Fund by writing a request to the Company Secretary, Sumedha Fiscal Services Ltd., 6A, Geetanjali, 8B, Middleton Street, Kolkata – 700071. No claim will be entertained thereafter by the Company. The details of the dates on which dividend should be transferred to the aforesaid fund is given below :-

Financial Year	Date of Declaration	Due for Transfer
2007-2008	20-Sep-08	27-Oct-15
2008-2009	12-Sep-09	19-Oct-16
2009-2010	21-Aug-10	27-Sep-17
2010-2011	20-Aug-11	26-Sep-18
2011-2012	25-Aug-12	30-Sep-19
2012-2013	10-Aug-13	16-Sep-20
2013-2014	13-Sep-14	20-Oct-21

The Company has uploaded the information in respect of the unpaid and unclaimed dividend amounts lying with the Company, as on the date of the last Meeting held on 13-Sep-14, on the website of the IEPF viz. www.iepf.gov.in and under "Investors Section" on the Website of the Company viz. www.sumedhafiscal.com.

9. Securities and Exchange Board of India (SEBI) vide its Circular No. CIR/MRD/DP/10/2013 dated 21 March 2013, has mandated usage of electronic mode for making cash payments such as dividend etc. to the investors of Companies whose securities are listed on the Stock Exchanges. Payment of dividend through electronic mode is beneficial to the Members since the risks associated with receiving payment through dividend warrants such as loss in transit/ misplacement/revalidation etc. can be easily mitigated.

Therefore, Members are advised to avail National Electronic Clearing Service (NECS) facility whereby the dividend will be directly credited electronically to their respective Bank Accounts. Members holding the Company's shares in dematerialized mode are requested to provide NECS particulars to their respective Depository Participants, if they have not done so already. Members holding the Company's shares in physical form who have not opted for NECS are requested to provide their NECS particulars in the enclosed 'NECS Mandate Form' and forward the same duly filled in and signed to the Company's Registrar and Share Transfer Agent (RTA) i.e. Maheshwari Datamatics Pvt. Ltd., 6, Mango Lane, 2nd Floor, Kolkata – 700001 at mdpl@cal.vsnl.net.in, at the earliest to avail this facility.

10. Members holding shares in physical form are requested to intimate change in their registered address or bank particulars, mentioning full address in block letters with Pin code of the Post Office, mandate, bank particulars and Permanent Account Number (PAN) to the Company's RTA and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.
11. Members holding shares in physical form and wishing to make / change a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 may submit the prescribed particulars in Form No. SH-13 (Nomination Form) or SH-14 (Cancellation or Variation of Nomination), to the Company.
12. The Company has entered into necessary arrangement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable the Shareholders to dematerialize their shareholding in the Company for which they may contact the Depository Participant of either of the above Depositories.
13. Electronic copy of the Annual Report, Notice of the Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
14. In view of Go Green initiative being undertaken by the Company, Members who have not yet registered their e-mail address so far are requested to register/update their e-mail addresses with the Company's RTA or with the Company at investors@sumedhafiscal.com. Shareholders holding shares in dematerialized form are requested to register their e-mail addresses and changes therein with the concerned Depositories through their Depository Participant.
15. Members are requested to bring their copy of Annual Report to the Meeting. A member desirous of getting any information with regard to Accounts of the Company is requested to send the queries to the Company at least 10 days before the meeting to the Company Secretary at the Registered Office of the Company.
16. Members are requested to mention their Folio Number/Client ID/DP ID Number (in case of shares held in dematerialized form) in all their correspondence with the Company / Depository Participant in order to facilitate response to their queries promptly.
17. Members are requested to produce the enclosed attendance slip duly signed as per the specimen signature recorded with the Company/Depository Participant for admission at the entrance to the place of the meeting.
18. Members who are holding shares of the Company in physical form through multiple folios in identical order of names are requested to write to the Company, enclosing their share certificates, to enable the Company to consolidate their holdings in one folio.
19. In case of joint holders attending the meeting, 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.
20. Members are requested to contact the Company's RTA for reply to their queries/redressal of complaints, if any, or contact the Company Secretary at the Registered Office of the Company (Phone: +91 33 2229 8936; Email: investors@sumedhafiscal.com).
21. Members may note that the Notice of the Meeting will be available on the Company's website www.sumedhafiscal.com. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued thereunder will be available for inspection by the members at the Meeting.
22. The relevant documents referred to in this Notice and Explanatory Statement are open for inspection at the Meeting and such documents will also be available for inspection in physical or in electronic form at the Registered Office and copies thereof shall also be available for inspection in physical or electronic form at the registered office from the date of dispatch of the Notice till the date of the Meeting on all working days, except Saturdays, from 11:00 A.M to 2:00 P.M.