Siel Financial Services Limited

Refer: SFSL/BSE

08 February, 2019

BSE Limited
1st Floor, New Trading Ring
Rotunda Building
P.J. Towers,
Dalal Street
Fort, Mumbai - 400001

Sub : Notice of Extra-Ordinary General Meeting (EGM)

Dear Sir,

Pursuant to Regulation 34(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we send herewith a copy of Notice of EGM to be held on Thursday, 7th March 2019 at Soni Mansion, 12-B, Ratlam Kothi, Indore-452001 (M.P.) as being sent to the Members of the Company for their approval in respect of the Resolutions contained therein.

The remote e-voting period will commences on March 4, 2019 (9.00 a.m.) and ends on March 6, 2019 (5.00 p.m.)

This is for your information and record.

Thanking you,

Yours faithfully,
For **Siel Financial Services Limited**

(MADHU VRAT KAUSHIK)
DIRECTOR
DIN-07297518

A Subsidiary of MAWANA SUGARS LIMITED
DELHI OFFICE : 5TH FLOOR, KIRTI MAHAL, 19, RAJENDRA PLACE, NEW DELHI - 110 008
TELEPHONE : 91-11-25739103 FAX : 91-11-25743659
REGD. OFFICE : SONI MANSION, 12-B, RATLAM KOTHI, INDORE - 452 001 (M.P.)
CIN: L65999MP1990PLC007674

Siel Financial Services Limited

(CIN No.L65999MP1990PLC007674)

Regd. Office: Soni Mansion, 12-B, Ratlam Kothi, Indore - 452001 (M.P.)

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting (EGM) of the Members of Siel Financial Services Limited will be held as scheduled below:

Day	: Thursday
Date	: 07.03.2019
Time	: 09.00 A.M.
Place	: Soni Mansion, 12-B, Ratlam Kothi, Indore-452001 (M.P.)

to transact the following business:

SPECIAL BUSINESS:

1. **Appointment of Statutory Auditors to fill casual vacancy**

   To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution:-**

   "RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force), M/s. S S Kothari Mehta & Co., Chartered Accountants (ICAI Firm Registration No:000756N), who has given their consent letter along with required certificate under Section 141 to the effect that appointment, if made, would be within the limits specified under Section 139 of the Companies Act, 2013 and certificate issued by the Peer Review Board of ICAI, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the Resignation of M/s. SVTG & Co., Chartered Accountants (ICAI Firm Registration No:006935N) as Statutory Auditors of the Company.

   FURTHER RESOLVED THAT M/s S S Kothari Mehta & Co., Chartered Accountants (ICAI Firm Registration No:000756N) be and are hereby appointed as Statutory Auditors of the Company from 25.1.2019 and they shall hold the office of the Statutory Auditors of the Company from the conclusion of this General Meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31 March, 2019 on the remuneration and out of pocket expenses and on such other terms and conditions as may be decided by the Board of Directors in consultation with them.

   RESOLVED FURTHER THAT Board of Directors of the Company, be and are, hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

By Order of the Board
For **Siel Financial Services Limited**

(Madhu Vrat Kaushik)
Director
DIN: 07297518

Place : New Delhi
Date : 25-01-2019

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the EGM as set out in the Notice is annexed hereto.
3. In compliance of SEBI requirements, Mas Services Limited has been appointed the Registrar and Share Transfer Agent of the Company, who handle share transfer work in Physical as well as in Electronic Form and other related activities at the following address: Mas Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi - 110020, Phone No. : 011-26387281-83, Fax No. : 011-26387384, Website: www.masserv.com, E-mail: info@masserv.com

4. Members are requested to notify immediately any change in their address to Mas Services Ltd. quoting their folio numbers.

5. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.

6. Members seeking any information with regard to proposed resolution are requested to write to the Company at least ten days in advance so as to enable the Company to keep the information ready.

7. The equity shares of the Company have been notified for compulsory trading in demat form by all investors and are available for trading in demat form on Central Depository Services (India) Limited (CDSL).

8. Shareholders are requested to avail this facility and get their shareholding converted into dematerialized form by sending the Dematerialization Request Form (DRF) along with the share certificates to their Depository Participant (DP).

9. Voting through electronic means

   In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members a facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through such voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by Central Depository Services (India) Limited. E-Voting is optional.

   Shareholders are requested to please read the instructions/procedures on remote E-Voting carefully which is given on the back side of the Attendance Slip.

10. **In support of the "Green Initiative" announced by the Government of India, electronic copies of this Notice of EGM inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent by e-mail to those members whose e-mail addresses have been made available to the Company/Depository Participants unless the member has specifically requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of this Notice of EGM inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form, will be sent to them in the permitted mode.**

11. Route map to the venue of the EGM is appended to the Notice of EGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

M/s. SVTG & Co., Chartered Accountants (ICAI Firm Registration No:006935N) have tendered their resignation from the position of Statutory Auditors due to their pre-occupation in other assignments to act as Statutory Auditor of Siel Financial Services Limited, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended at its meeting held on 25.1.2019, that M/s. S S Kothari Mehta & Co., Chartered Accountants (ICAI Firm Registration No:000756N)be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. SVTG & Co., Chartered Accountants (ICAI Firm Registration No: 006935N).

M/s S S Kothari Mehta & Co., Chartered Accountants (ICAI Firm Registration No:000756N) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, or their relatives, in any way, concerned or interested in the said resolution.

By Order of the Board
For **Siel Financial Services Limited**

(Madhu Vrat Kaushik)
Director
DIN: 07297518

Place : New Delhi
Date : 25-01-2019

Siel Financial Services Limited

(CIN No.L65999MP1990PLC007674)

Regd. Office: Soni Mansion, 12-B, Ratlam Kothi, Indore - 452001 (M.P.)

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Folio No./DP ID/ Client ID No.	
Name of Member(s):	
Registered Address:	
No. of Shares	

I/We, being the member(s) of..shares of the above named company, hereby appoint

1) Name .... Address: ....

Email ID .... Signature: .... or failing him/ her

2) Name .... Address: ....

Email ID .... Signature: .... or failing him/ her

3) Name .... Address: ....

Email ID .... Signature: ....

as my/ our Proxy to attend and vote (on a poll) for me/us on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Thursday, the 7th March, 2019 at 9.00 AM at Soni Mansion, 12-B, Ratlam Kothi, Indore–452001 (M.P.) and any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Resolution No.	Resolution	Optional*	
Special Business:		**FOR**	**AGAINST**
1.	Appointment of Statutory Auditor to fill the casual vacancy.		

Signed this............................day of............................2019

Affix Revenue Stamp

Signature of 1st Proxy holder

Signature of 2nd Proxy holder

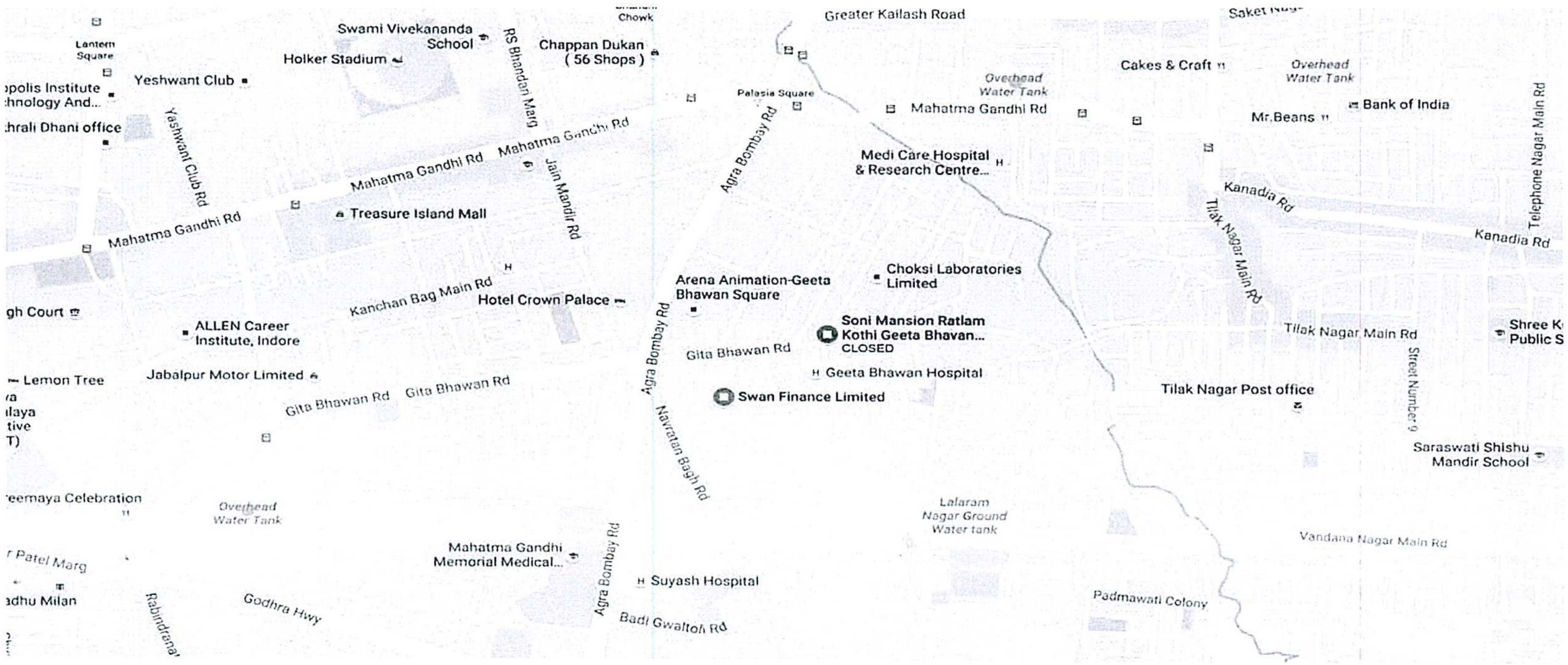
Signature of 3rd Proxy holder

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Regd. office of the Company not less than 48 hours before the commencement of the Meeting.
2. For Resolution, Explanatory Statement and Notes, please refer to the Notice of the Extra Ordinary General meeting.

3*. It is optional to put a `X' in the appropriate column against the Resolutions indicated in the Box. If you leave the `For" or `Against' column blank against the Resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Route Map of EGM Venue



Siel Financial Services Limited

(CIN No.L65999MP1990PLC007674)

Regd. Office: Soni Mansion, 12-B, Ratlam Kothi, Indore - 452001 (M.P.)

ATTENDANCE SLIP

Registered Folio No./DP ID No./ Client ID No. Name of Sole/first named Member: Address: No. of Shares:	

I hereby record my presence at the Extra Ordinary General Meeting (EGM) of the Company to be held on Thursday, the 7th March, 2019 at 9.00 a.m. at Soni Mansion, 12-B, Ratlam Kothi, Indore–452001 (M.P.)

Signature of 1st holder/Proxy | Signature of 1st Joint holder | Signature of 2nd Joint holder

REMOTE ELECTRONIC VOTING PARTICUALRS

EVSN (Electronic Voting Sequence Number)	USER ID	PAN NO.

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	From 09:00 a.m. (IST) on March 4, 2019
End of remote e-voting	Upto 05:00 p.m. (IST) on March 6, 2019

The cut-off date (i.e. the relevant date) for the purpose of remote e-voting is February 28, 2019.

Note:

a) Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.

b) Member/Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.

Instructions and other information relating to remote e-voting are as under:

i. The remote e-voting facility can be availed by typing the link www.evotingindia.com in the internet browser.

ii. Click on the "shareholders" tab.

iii. Now select the Company name from the drop down menu and click on "SUBMIT"

iv. Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. Members holding shares in Physical Form should enter Folio Number registered with the Company.

v. Next enter the Image Verification as displayed and Click on Login.

vi. If you are already registered with CDSL for remote e-voting than you can use your existing user Id and password for casting your vote.

vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) as given in the box
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio respectively in dd/mm/yyyy format.
Bank Account Details	Enter the Bank Account Details as recorded in your demat account or in the company records for the said demat account or folio respectively. Please enter the DOB or Bank Account Details in order to login. If the both details are not recorded with the depository or company please enter the member id /folio number in the Bank Account Details field.

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. Members holding shares in physical form will then reach directly the Company selection screen.

However, members 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 remote 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.

x. For Members holding shares in physical form, the details can be used only for remote e-voting on the resolution contained in this Notice.

xi. 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.

xii. Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.

xiii. 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.

xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvi. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvii. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to https://www.evotingindia.com and register themselves as Corporates and custodians respectively.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same and e-mail to nirbhaykumar77@gmail.com.

General Instructions:

(A). The remote e-voting period commences on March 4, 2019 (9.00 a.m.) and ends on March 6, 2019 (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 February 28, 2019, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

(B). In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

(C). The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cutoff date (i.e. the relevant date) of February 28, 2019.

(D) M/s Nirbhay Kumar and Associates has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

(E) The Results shall be declared on or after the Extraordinary General Meeting (EGM) of the Company. The Results declared Along with the Scrutinizer's Report shall be placed on the website of CDSL within two (2) days of passing of the resolution at the EGM of the Company and communicated to the stock exchange.