



NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Members of Siel Financial Services Limited will be held as scheduled below:

Day : Friday
Date : 29.09.2017
Time : 10.00 A.M.
Place : Soni Mansion,
12- B, Ratlam Kothi,
Indore - 452001 (M.P.)

to transact the following business :

ORDINARY BUSINESS:

1. To consider and adopt the Financial Statement which comprises of Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss Account and the Cash Flow Statement for the year ended as on that date together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Madhu Vrat Kaushik (DIN - 07297518), who retires by rotation and being eligible, offers himself for reappointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an ORDINARY RESOLUTION:

RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. SVTG & Co., Chartered Accountants (ICAI Firm Registration No:006935N), be appointed as statutory auditors of the Company, in place of retiring auditors M/s V. Sahai Tripathi & Co., Chartered Accountants (ICAI Registration No. 000262N), to hold office from the conclusion of this 26th Annual General Meeting (AGM) until the conclusion of the 31st AGM, subject to ratification by members every year, as applicable, at such remuneration and out-of-pocket expenses, as may be decided by the Board of Directors of the Company.

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

**(Madhu Vrat Kaushik)
Director
DIN: 07297518**

**Place : New Delhi
Date : 25.08.2017**

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. A PROXY FORM IS APPENDED WITH THE ADMISSION SLIP.**
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the AGM as set out in the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 23.09.2017 to 29.09.2017 (both days inclusive).
4. 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 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
5. Members are requested to notify immediately any change in their address to Mas Services Ltd. quoting their folio numbers.
6. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Mas Services Limited for assistance in this regard.

Siel Financial Services Limited

NOTICE (Contd.)

7. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
8. Shareholders seeking any information with regard to accounts are requested to write to the Company at least ten days in advance so as to enable the Company to keep the information ready.
9. In terms of Section 72 of the Companies Act, 2013 the Shareholder of the Company may nominate a person to whom the shares held by him/her shall vest in the event of death.

In case any member wishes to avail the nomination facility in respect of shares held by him/her, please write to the Company to obtain the nomination form.

10. 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).

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).

11. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Mas Services Limited /Depositories.
12. The information, as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, seeking appointment/re-appointment of Directors at the forthcoming Annual General Meeting is as under:

Name of Director	Mr. Madhu Vrat Kaushik
Age	61 years
Date of Appointment	9.11.2015
Qualification	B.Com
Expertise	Having work experience of more than 41 years in the field of Account.
Shareholding of Directors in the Company	50
Directorship held in other Public Companies excluding foreign and private companies	Nil
Chairmanships/Memberships of Committee	Siel Financial Services Limited <u>Member:</u> 1. Audit Committee 2. Stakeholders Relationship committee 3. Nomination and Remuneration Committee

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

Though not mandatory, this statement is provided for reference.

M/s V. Sahai Tripathi & Co., Chartered Accountants (ICAI Registration No. 000262N) are statutory auditors of the Company since last 10 years.

As per Section 139(2) of the Companies Act, 2013 ('the Act'), a transition period of three years from the commencement of the Act is provided to appoint a new auditor when the existing auditor's firm has completed two terms of five consecutive years.

Accordingly, M/s V. Sahai Tripathi & Co. is holding office of the auditors up to the conclusion of the 26th AGM of the Company.

M/s. SVTG & Co., Chartered Accountants (ICAI Firm Registration No:006935N) are proposed to be appointed as auditors for a period of 5 years, commencing from the conclusion of 26th AGM till the conclusion of the 31st AGM, subject to ratification by members every year, as may be applicable.



NOTICE (Contd.)

M/s. SVTG & Co., Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 3 of the notice.

The Board recommends the resolution set forth in Item No. 3 of the notice for approval of the members.

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

**Place : New Delhi
Date : 25.08.2017**

**(Madhu Vrat Kaushik)
Director
DIN: 07297518**