

**SASTASUNDAR VENTURES LIMITED**

(Formerly Microsec Financial Services Limited)

Azimganj House, 2nd Floor,  
7 Abanindra Nath Thakur Sarani (Formerly Camac Street),  
Kolkata - 700 017, India. Tel: +91 33 2282 9330; Fax: +91 33 2282 9335  
Email: info@sastasundar.com; Website: www.sastasundarventures.com  
CIN: L65993WB1989PLC047002

Date: 13/02/2019

To  
The General Manager  
Department of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Tower  
Dalal Street, Mumbai — 400 001

Manager - Listing  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex  
Mumbai — 400 051

Dear Sir,

Ref: Script Code: 533259 and Symbol: SASTASUNDR

Re: Update to disclosure on January 29, 2019 by Sastasundar Ventures Limited (the "Company")

&amp;

Notice pursuant to Regulation 30 of the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015

In continuation of the disclosure made on January 29, 2019, we wish to inform you that on February 13, 2019 Sastasundar Healthbuddy Limited ("SHBL"), the subsidiary company has allotted 72,000 Cumulative Compulsory Convertible Preference Shares (CCPS) of Rs. 100/- each (Rupees One Hundred) for an aggregate subscription amount of Indian Rupees equivalent of US\$ 10,000,000 (United States Dollar Ten Million) to the below mentioned:

Sr. No.	Name of the allottee	No. of Cumulative Compulsory Convertible Preference Shares (CCPS)	% age
1	Sastasundar Ventures Limited	36,000	50%
2.	Rohto Pharmaceuticals Co. Limited	36,000	50%
	<b>Total</b>	<b>72,000</b>	<b>100%</b>

This intimation is issued to you pursuant to Regulation 30 of the provisions of the Listing Regulation.

For Sastasundar Ventures Limited

  
Biplab Kumar Mani  
Company Secretary & Compliance officer  
ACS-19883



Enclosure: Disclosure on August 15, 2018 and January 29, 2019

**SASTASUNDAR VENTURES LIMITED**

(Formerly Microsec Financial Services Limited)

Azimganj House, 2nd Floor,  
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Kolkata - 700 017, India. Tel: +91 33 2282 9330; Fax: +91 33 2282 9335  
Email: info@sastasundar.com; Website: www.sastasundarventures.com  
CIN: L65993WB1989PLC047002

Date: 29-01-2019

To  
The General Manager  
Department of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Tower  
Dalal Street, Mumbai — 400 001

Manager - Listing  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex  
Mumbai — 400 051

Dear Sir,

Ref: Script Code: 533259 and Symbol: SASTASUNDR

Re: Update to disclosure on August 15, 2018 by Sastasundar Ventures Limited (the  
"Company")

&

Notice pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing  
Obligations and Disclosure Requirements) Regulations, 2015

We, Sastasundar Ventures Limited had made a disclosure on August 15, 2018 (enclosed herewith) of the outcome of our annual general meeting held on August 14, 2018 where the members of the Company were informed of PAN India expansion and of potential investments in sastasundar.com. In continuation of the above disclosure, we wish to inform you that Sastasundar Healthbuddy Limited (SHBL), the Company and Rohto Pharmaceutical Co., Ltd., a company incorporated and listed in Japan ("Rohto") have executed a share subscription agreement on 28<sup>th</sup> January, 2019 in relation to a part of proposed investment in SHBL by the Company and Rohto. The Company and Rohto has agreed to subscribe aggregate of 72,000 (Seventy Two Thousand) Cumulative Compulsory Convertible Preference Shares ("CCPS") of face value of INR 100/- (Rupees One Hundred only) each for an aggregate subscription amount of Indian Rupees equivalent of US\$ 10,000,000 (United States Dollar Ten Million) [each of which will subscribe 36,000 (Thirty Six Thousand) CCPS].



## **SASTASUNDAR VENTURES LIMITED**

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Email: [info@sastasundar.com](mailto:info@sastasundar.com); Website: [www.sastasundarventures.com](http://www.sastasundarventures.com)  
CIN: L65993WB1989PLC047002

This intimation is issued to you pursuant to Regulation 30 of the provisions of the Listing Regulation.

**For Sastasundar Ventures Limited**

*Biplab Kumar Mani*

**Biplab Kumar Mani**  
**Company Secretary & Compliance officer**  
**ACS-19883**



Enclosure: Disclosure on August 15, 2018

**SASTASUNDAR VENTURES LIMITED**

(Formerly Morsec Financial Services Limited)

Azimganj House, 2nd Floor,

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CIN - L65993WB1983PLC047002

Date: 15-08-2018

To

The General Manager  
Department of Corporate Services  
BSE Limited  
PhirozeJeejeebhoy Tower  
Dalal Street, Mumbai – 400 001

Manager - Listing  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, BandraKurla Complex,  
Mumbai – 400 051

*Sub: Proceeding, Voting results, Scrutinizer's Report relating to the 29th Annual General Meeting of the Members of the Company held on 14<sup>th</sup> August, 2018*

*Ref: Scrip Code at BSE: 533259 and NSE: SASTASUNDR*

Dear Sir/ Madam,

We would like to inform you that the 29<sup>th</sup> Annual General Meeting of the Members of the Company was held on Tuesday the 14<sup>th</sup> August, 2018 at 10:30 AM at the Bharatiya Bhasha Parishad, 36A Shakespeare Sarani, 4th Floor, Kolkata - 700017, West Bengal. All the resolutions have been passed with requisite majority as set out in the AGM Notice. In this regard please find enclosed the following:

1. Brief proceeding of AGM in compliance with regulation 30 Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Annexure-A)
2. Combined voting results in the prescribed format on the resolutions passed at the 29<sup>th</sup> AGM, as declared by the Chairman in Compliance with the Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Annexure-B)
3. Consolidated Scrutinizer Report along with voting results on the resolutions passed at the 29<sup>th</sup> AGM in compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014. (Annexure-C)

Please take the same on your records.

Thanking you,  
Yours faithfully,

For Sastasundar Ventures Limited

  
Biplab Kumar Mani

Company Secretary and Compliance Officer



Brief proceeding of the 29<sup>th</sup> Annual General Meeting (AGM)

Mr. B L Mittal, Chairman of the Board of Director of the Company, Chaired the 29<sup>th</sup> AGM. He introduced his co-directors on the diasand the representatives of M/s Rotho Pharmaceuticals Co. Limited, Japan to the members present at the Meeting. As the requisite quorum was present, the Chairman declared the AGM open. The total 486 Members attended the AGM either in person or through proxy.

The notice convening the AGM was taken as read with the permission of the members present. The Auditors Report was not required to be read as there were no qualification in Auditor's Report.

The Chairman informed the members that during the FY 2017-18 the Company have been able to expand its model and as a result:

- a. Operation in three state New Delhi, Uttar Pradesh and Haryana have started and getting good response.
- b. Diagnostic services at Genu Path Labs Limited has been started and the response of the customer is exciting.
- c. To leverage the supply chain, the Company has started B2B channel in the name "Retailer Shakti Supply Chain" towards Pharmacy and Grocery Retail Store on cash and carry model.

The Chairman further informed the members that the Company is strengthening its distribution of OTC category that includes products relating to beauty care, wellness, personal care and household FMCG and believe that this is very exciting category inits supply chain. The Company is planning for Pan India expansion of SastaSundar.com and for that purpose the company is looking for potential investment by way of private equity in the business.

The Chairman then informed the members present that 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 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had extended e-voting facility to the Members of the Company in respect of business transacted at the 29th AGM through remote e-voting and voting at the AGM through Poll by using polling paper. The remote e-voting was open from Saturday the 11th August, 2018at 9:00 A.M. till Monday the 13th August, 2018at 5:00 P.M.

The following items of business as per Notice dated 21<sup>st</sup> May, 2018 were then transacted at the meeting:

Ordinary Business:	
1	Consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31 <sup>st</sup> March, 2018together with Report of the Board of Directors and Auditors thereon.
2	Re-Appointment of Mrs. Abha Mittal (DIN: 00519777), who retires by rotation and being eligible, offers herself for re-appointment
Special Business:	
3	Re-appointment of Mr. Banwari Lal Mittal (DIN: 00365809) as Managing Director & CEO for a period of Five years w.e.f. 1 <sup>st</sup> July, 2018
4	Re-appointment of Mr. Parimal Kumar Chattaraj (DIN: 00893963) as Independent Non-Executive Director for a period of five years w.e.f. 1 <sup>st</sup> April, 2019



The members were then invited to ask queries/raise their concern (if any) on the Company's accounts and business. All the queries raised were responded to by the Chairman of the Meeting and Mr. Ravi Kant Sharma, Director of the Company to the satisfaction of the members.

Post the question and answer session, the Chairman extended his heartiest thanks to all the stakeholders of the Company including the members, partners, employees, customers and co-directors for their contribution towards the Company's performance.

Thereafter, the Chairman invited the Scrutinizer appointed for scrutinizing the remote e-voting and ballot voting process to take over the ballot voting proceedings after closure of the meeting.

He informed the Members that the voting results will be sent to the Stock Exchanges on which the Company's shares are listed and will also be made available on the website of the Company and the Central Depository Services (India) Limited within 48 hours of the conclusion of the Meeting.

AGM concluded with a vote of thanks to the Chair.



## ANNEXURE-B

SASTASUNDAR VENTURES LIMITED

29<sup>th</sup> Annual General Meeting held at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor,  
Kolkata – 700017 at 10.30 am

Declaration of results of Remote E-voting and voting through poll at the AGM Venue

The brief analysis of the results of the voting through remote e-voting and Ballot Form are as under:

Date of AGM	14 <sup>th</sup> August, 2018
Total No. of Shareholders as on Record Date (being the cut-off date for determining shareholders entitled to e-voting 7 <sup>th</sup> August, 2018)	11,081
No. of Shareholders present at the meeting either in person or through proxy:	
Promoter and Promoter Group	7
Public	479
No. of Shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter Group:	Not Applicable
Public:	Not Applicable

Agenda wise disclosureORDINARY BUSINESS:

Agenda Item No-1- Consider and adopt the Audited Financial Statements (including the Consolidated Audited Financial Statements) of the Company for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon.

Resolution required						Ordinary Resolution		
Whether promoter / promoter group are interested in the agenda/ resolution?						No		
Category	Mode of voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes – in Favour (4)	No. of Votes – Against (5)	% of Votes in Favour on votes polled (6)=[(4)/(2)]*100	% of Votes Against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23659357	23336157	98.6339	23336157	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		23336157	98.6339	23336157	0	100.0000	0.0000
Public - Institution	E-Voting	104610	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institution	E-Voting	8046533	1033346	12.8421	1033267	79	99.9924	0.0076
	Poll		182	0.0023	182	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000



on	Total		1033528	12.8444	1033449	79	99.9924	0.0076
Total		31810500	24369685	76.6089	24369606	79	99.9997	0.0003

Agenda Item No-2 - Re-Appointment of Mrs. Abha Mittal (DIN: 00519777), who retires by rotation and being eligible, offers herself for re-appointment

Resolution required			Ordinary Resolution					
Whether promoter / promoter group are interested in the agenda/ resolution?			Yes					
Category	Mode of voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes – in Favour	No. of Votes – Against	% of Votes in Favour on votes polled	% of Votes Against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23659357	23320457	98.5676	23320457	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		23320457	98.5676	23320457	0	100.0000	0.0000
Public - Institution	E-Voting	104610	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institution	E-Voting	8046533	1033346	12.8421	1033267	79	99.9924	0.0076
	Poll		182	0.0023	182	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1033528	12.8444	1033449	79	99.9924	0.0076
Total		31810500	24353985	76.5596	24353906	79	99.9997	0.0003

#### SPECIAL BUSINESS:

Agenda Item No-3 - Re-appointment of Mr. Banwari Lal Mittal (DIN: 00365809) as Managing Director & CEO for a period of five years w.e.f. 1<sup>st</sup> July, 2018

Resolution required			Ordinary Resolution					
Whether promoter / promoter group are interested in the agenda/ resolution?			Yes					
Category	Mode of voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes – in Favour	No. of Votes – Against	% of Votes in Favour on votes polled	% of Votes Against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100





				(3)=[(2)/(1)]*100		(5)	2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23659357	12720157	53.7637	12720157	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12720157	53.7637	12720157	0	100.0000	0.0000
Public - Institution	E-Voting	104610	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institution	E-Voting	8046533	1033346	12.8421	1033267	79	99.9924	0.0076
	Poll		182	0.0023	182	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1033528	12.8444	1033449	79	99.9924	0.0076
Total		31810500	13753685	43.2363	13753606	79	99.9994	0.0006

Agenda item No- 4- Re-appointment of Mr. Parimal Kumar Chattaraj (DIN: 00893963) as Independent Non-Executive Director for a period of five years w.e.f. 1<sup>st</sup> April, 2019

Resolution required			Special Resolution					
Whether promoter / promoter group are interested in the agenda/ resolution?			No					
Category	Mode of voting	No. of Shares Held  (1)	No. of Votes Polled  (2)	% of Votes Polled on Outstanding Shares  (3)=[(2)/(1)]*100	No. of Votes – in Favour  (4)	No. of Votes – Against  (5)	% of Votes in Favour on votes polled  (6)=[(4)/(2)]*100	% of Votes Against on votes polled  (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23659357	23336157	98.6339	23336157	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		23336157	98.6339	23336157	0	100.0000	0.0000
Public - Institution	E-Voting	104610	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institution	E-Voting	8046533	1033346	12.8421	1033267	79	99.9924	0.0076
	Poll		182	0.0023	182	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1033528	12.8444	1033449	79	99.9924	0.0076
Total		31810500	24369685	76.6089	24369606	79	99.9997	0.0003





Annexure-C

### SCRUTINIZER'S REPORT

[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 by Companies (Management & Administration) Amendment Rules, 2015]

To

The Chairman of the 29th (Twenty Nineth) Annual General Meeting (AGM) of Members of Sastasundar Ventures Limited (CIN: L65993WB1989PLC047002), held on Tuesday, 14th day of August, 2018 at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata - 700 017, West Bengal at 10:30 am.

Dear Sir,

I, Raj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries, appointed by the Board of Directors of **Sastasundar Ventures Limited** (the Company) for the purpose of scrutinizing the process of voting through Remote e-Voting and voting by use of ballot forms at the 29<sup>th</sup> Annual General Meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015, Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings in respect of the below mentioned Resolutions proposed at the 29th Annual General





Meeting of the Company held on Tuesday, 14th day of August, 2018 at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata - 700 017, West Bengal at 10:30 am., do hereby submit my report as follows:

- (a) The Notice dated 21<sup>st</sup> May, 2018 convening the 29<sup>th</sup> Annual General Meeting of the Company along with the Statement under Section 102 of the Act setting out all material facts in respect of Resolutions mentioned therein, was sent by 21<sup>st</sup> July, 2018 to the members of the company.
- (b) The company provided remote e-voting facility offered by Central Depository Services (India) Limited (CDSL) to its shareholders. At the Annual General Meeting, the Company provided voting facility by way of poll to the shareholders who did not cast their vote through remote e-voting.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut Off" date i.e. 7th August, 2017 were entitled to vote on the proposed resolutions.
- (d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period for remote e-voting commenced on Saturday, August 11, 2018 at 9:00 AM (IST) and ended on Monday, August 13, 2018 at 5:00 PM (IST).





- (e) The member and/or their proxies at the meeting exercised their voting rights through ballot papers at the poll conducted at the Annual General Meeting as stated above.
- (f) After conclusion of voting at the 29<sup>th</sup> Annual General Meeting, the votes cast at the meeting were counted first, and thereafter, the votes cast through remote e-voting were unblocked in presence of Ms. Smriti Agarwal and Ms. Shweta Singh, who acted as witnesses in accordance with Rule 20 the Companies (Management & Administration) Rules, 2014.
- (g) Thereafter, the details containing inter alia, list of the members, who voted "For" or "Against" on each of the resolutions that were put to vote, were derived from the ballot forms received at the poll conducted at the meeting, as well as the report generated from the e-voting website of CSDL, <http://www.evotingindia.com> in respect of remote e-voting.
- (h) 29 Members have cast their votes through remote e-voting and all such votes are valid, 32 Members and/or their proxy have cast their votes through poll at the AGM venue and all such votes are valid.
- I now submit my consolidated report as under on the result of the remote e-voting and poll conducted at the meeting.





	Number of votes (shares) cast through Remote E-voting. (1)	Number of Votes (shares) cast on Poll at the meeting. (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
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**ORDINARY BUSINESS**

**Item No.1 as an Ordinary Resolution:** Consider and adopt the Audited Financial Statement (both Standalone and Consolidated), Report of the Board of Directors and Auditors for the financial year ended 31st March, 2018

(1) Voted in favour of the resolution	24369424	182	24369606	100
(2) Voted against the resolution	79	0	79	Negligible
<b>Total</b>	<b>24369503</b>	<b>182</b>	<b>24369685</b>	<b>100</b>
(3) Invalid votes:	0	0	0	--

**Item No. 2 as an Ordinary Resolution:** Re-appointment of Mrs. Abha Mittal (DIN: 00519777), who retires by rotation

(1) Voted in favour of the resolution	24353724	182	24353906	100
(2) Voted against the resolution	79	0	79	Negligible





<b>Total</b>	<b>24353803</b>	<b>182</b>	<b>24353985</b>	<b>100</b>
(3) Invalid votes:	0	0	0	--

**SPECIAL BUSINESS**

**Item No. 3 as an Ordinary Resolution:** Re-appointment of Mr. Banwari Lal Mittal (DIN: 00365809) as Managing Director & CEO for a further period of five years w.e.f. 1st July, 2018

(1) Voted in favour of the resolution	13753424	182	13753606	100
(2) Voted against the resolution	79	0	79	Negligible
<b>Total</b>	<b>13753503</b>	<b>182</b>	<b>13753685</b>	<b>100</b>
(3) Invalid votes:	0	0	0	--

**Item No. 4 as an Special Resolution:** Re-appointment of Mr. Parimal Kumar Chattaraj (DIN: 00893963) as an Independent Non-Executive Director for another term of five consecutive years w.e.f. 1st April, 2019

(1) Voted in favour of the resolution	24369424	182	24369606	100
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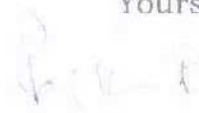



(2) Voted against the resolution	79	0	79	Negligible
<b>Total</b>	<b>24369503</b>	<b>182</b>	<b>24369685</b>	<b>100</b>
(3) Invalid votes:	0	0	0	--

Based on the aforesaid results, the resolution no.(s) 1 to 4 as contained in the Notice have been passed with the requisite majority.

The physical ballot forms, remote e- voting register and other related papers/ registers and records is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the minutes of the Meeting are signed.

Thanking you,  
Yours faithfully

Raj Kumar Banthia  
Partner

MKB & Associates  
Membership No.: 17190  
COP No.: 18428  
FRN: P2010WB042700

Date: 14<sup>th</sup> August, 2018  
Place: Kolkata