

**SASTASUNDAR VENTURES LIMITED**

Azimganj House, 2nd Floor,  
7 Abanindra Nath Thakur Sarani (Formerly Camac Street),  
Kolkata 700017, India. Tel: +91 33 2282 9330; Fax: +91 33 2282 9335  
Email: info@sastasundar.com; Website: www.sastasundarventures.com  
CIN: L65993WB1989PLC047002

Date: 08-01-2022

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

**Ref: Script Code: 533259 and Symbol: SASTASUNDR**

**Re: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sirs,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the copy of Postal Ballot Notice together with the Explanatory Statement.

The aforesaid Notice is being sent to the members whose names appear in the Register of Members/List of Beneficial Owners as on the Cut-off date being Friday, December 31, 2021, on their registered email address.

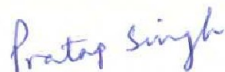
The e-voting period will commence on Monday, January 10, 2022 at 9.00 A.M. (IST) and end on Tuesday, February 8, 2022 at 5.00 P.M. (IST). The results of the Postal Ballot will be announced on or before Thursday, February 10, 2022.

The said Postal Ballot Notice will also be made available on the website of the Company [www.sastasundarventures.com](http://www.sastasundarventures.com).

Kindly take the same on record.

Thanking you,

**For Sastasundar Ventures Limited**



**Pratap Singh**  
**Company Secretary & Compliance Officer**



Encl: As Above

# SASTASUNDAR VENTURES LIMITED

CIN: L65993WB1989PLC047002

Registered Office: Azimganj House, 2nd Floor, 7 Abanindra Nath Thakur Sarani  
(Formerly Camac Street), Kolkata - 700 017  
Ph: (033) 2282 9330, Fax: (033) 2282 9335

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

## POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of Companies  
(Management and Administration) Rules, 2014]

To

**The Members of Sastasundar Ventures Limited,**

**NOTICE** is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules") and Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 02/2021 dated January 13, 2021, Circular No. 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021 and all other relevant circulars issued from time to time (collectively referred to as 'MCA Circulars') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard issued by The Institute of Company Secretaries of India on General Meetings (SS-2), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time) and other applicable laws and regulations, if any, that it is proposed to seek the consent of the Shareholders of Sastasundar Ventures Limited (the "Company") for their consideration and approval of the Resolution appended below through Postal Ballot, by way of Remote Electronic Voting ("e-Voting").

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act setting out the material facts and reasons for the Resolution is also appended herewith for your consideration.

The Board of Directors of the Company has appointed Mr. Raj Kumar Banthia, Company Secretary in Practice (Membership No. 17190 & CP No. 18428) Partner of M/s. MKB & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot only through the e-voting process in fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes to this postal ballot notice ("Postal Ballot Notice") to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 5.00 p.m. IST on Tuesday 8th February, 2022, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

The shareholders are requested to register their e-mail addresses. Those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Scrutinizer will submit his report to the Managing Director of the Company after completion of scrutiny of the e-voting. The results shall be declared on or before Thursday, 10th February, 2022 and communicated to BSE Limited ("BSE"), and National Stock Exchange of India Limited ("NSE"), Link Intime India Private Limited, Registrar and Share Transfer Agent and will also be displayed on the Company's website [www.sastasundarventures.com](http://www.sastasundarventures.com). The Company will also display the results of the Postal Ballot at its Registered Office.

### **SPECIAL BUSINESS:**

#### **1. Appointment of JKVS & Co., Chartered Accountants, as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of Singhi & Co., Chartered Accountants:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and on the recommendations by the Audit Committee and the Board of Directors, M/s. JKVS & Co., Chartered Accountants, (FRN 318086E) be and is hereby appointed as Statutory Auditors of the Company with effect from November 13, 2021 to fill the casual vacancy caused due to resignation of M/s Singhi & Co., Chartered Accountants, (FRN 302049E) to hold office until the conclusion of the next Annual General Meeting of the Company at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses as the Board of Directors may fix in consultation with them.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**2. Desubsidiarisation of Sastasundar Marketplace Limited, a step down subsidiary of the Company:**

To consider and if thought fit, to pass the following resolution as **Special Resolution:**

“**RESOLVED THAT** the members of the Company do hereby take note with approval of the sale of shares of Sastasundar Marketplace Limited, a step down non-material Subsidiary of the Company by Sastasundar Healthbuddy Limited, pursuant to Share Subscription and Purchase Agreement and Shareholders’ Agreement, both dated 19th November, 2021 entered into between the said Sastasundar Healthbuddy Limited and Flipkart Health Private Limited.”

Registered Office:  
Azimganj House, 2nd Floor,  
7 Abanindra Nath Thakur Sarani  
(Formerly Camac Street), Kolkata - 700017  
Date : 05-01-2022  
Place : Kolkata

By Order of the Board  
**Sastasundar Ventures Limited**

**Pratap Singh**  
Company Secretary  
Mem No.- ACS 24081

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**NOTES:**

1. The Explanatory Statement, pursuant to Sections 102 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, stating all material facts and the reasons for the proposals set out in resolutions are annexed herewith.
2. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, 31st December, 2021 (“Cut-Off Date”)** received from Depositories and whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at [www.sastasundarventures.com](http://www.sastasundarventures.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
3. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form, the following instructions to be followed: Kindly log in to the website of our RTA, Link Intime India Private Ltd., [www.linkintime.co.in](http://www.linkintime.co.in) under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit.
4. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, 31st December, 2021 will be considered for the purpose of e-voting.
5. Resolution passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
6. Voting rights of a Member/ Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
7. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by Link Intime India Pvt. Ltd. (LIPL). The instructions for e-voting are provided as part of this Postal Ballot Notice. Any queries/grievances pertaining to the e-Voting process can be addressed to LIPL by sending an e-mail at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
8. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section “Remote e-voting instructions for shareholders” in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than 5.00 p.m. IST on Tuesday 8th February, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

9. The e-voting period commences at **9:00 a.m. (IST) on Monday 10th January, 2022** and ends at **5:00 p.m. (IST) on Tuesday 8th February, 2022**. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
10. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or such Director duly authorized by him or the Company Secretary of the Company, on or before Thursday, February 10, 2022 and will also be displayed on the website of the Company [www.sastasundarventures.com](http://www.sastasundarventures.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
11. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Tuesday 8th February, 2022, i.e., the last date specified for receipt of votes through the e-voting process.

**12. Voting through Electronic Means (E-voting):**

In compliance with the provisions of Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is offering facility of “remote e-voting” to all its Members to enable them to cast their votes electronically, for the Resolution proposed to be passed through Postal Ballot, instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of LIPL for the purpose of providing e-Voting facility to all its Members.

**Remote e-Voting Instructions for shareholders:**

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**Login method for Individual shareholders holding securities in demat mode is given below:**

| Type of shareholders   | Login Method   |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.</p> <p>After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> |

|  |   |
|--|---|
| <p>Individual Shareholders holding securities in demat mode with CDSL</p>  | <ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. NSDL/KARVY/LINKINTIME/CDSL, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>   |
| <p>Individual Shareholders (holding securities in demat mode)&amp; login through their Depository Participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>  |
| <p>Individual Shareholders holding securities in Physical mode &amp; evoting service Provider is LINKINTIME.</p>   | <ol style="list-style-type: none"> <li>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> <ul style="list-style-type: none"> <li>▶ Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -               <ol style="list-style-type: none"> <li>A. User ID: Shareholders/ Members shall provide Event No + Folio Number shared to you on your registered email address.</li> <li>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you on your registered email address, if applicable.</li> <li>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.                   <ul style="list-style-type: none"> <li>• Shareholders/ Members who have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</li> </ul> </li> </ol> </li> <li>▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>▶ Click "confirm" (Your password is now generated).</li> </ul> </li> <li>2. Click on 'Login' under 'SHARE HOLDER' tab.</li> <li>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.</li> <li>4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.</li> <li>5. E-voting page will appear.</li> <li>6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).</li> <li>7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.</li> </ol> |

**Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of Link Intime India Private Limited at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/ power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

**Individual Shareholders holding shares in Physical Form & e-voting service Provider is LINKINTIME, have forgotten the password:**

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
  - In case Shareholders/ Members is having valid email address, Password will be sent to his / her registered e-mail address.
  - Shareholders/ Members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
  - The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.
  - o It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - o For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
  - o During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**Helpdesk for Individual Shareholders holding securities in demat mode:**

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

| Login type   | Helpdesk details   |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30               |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43. |

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-voting service Provider is LINKINTIME.**

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact at: - Tel: 022 - 4918 6000.

## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 1: Appointment of JKVS & Co., Chartered Accountants, as Statutory Auditors of the Company to fill up the casual vacancy caused by the resignation of Singhi & Co., Chartered Accountants:**

M/s Singhi & Co., Chartered Accountants, (FRN 302049E) were appointed as statutory auditors of the Company by the Shareholders at the 28th Annual General Meeting (AGM) held on August 8, 2017 for a period of 5 years till the conclusion of the 33rd AGM.

M/s. Singhi & Co., Chartered Accountants, (FRN 302049E) have resigned as Statutory Auditors of the Company with effect from November 13, 2021. The Audit Committee & Board at its meeting held on November 13, 2021 noted that the statutory auditors have not raised any concern or issue. The statutory auditors in their resignation letter have stated that they have resigned as statutory auditors of the company in order to comply to the limit specified in clause 8.3 of the "Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)" guidelines issued by RBI.

In view of the above, pursuant to the provisions of Section 139 of the Companies Act, 2013 ("the Act"), the Board of Directors of the Company, on the recommendation of the Audit Committee, at their meeting held on November 13, 2021 approved the appointment of JKVS & Co., Chartered Accountants (Firm Registration Number: 318086E) as the Statutory Auditors of the Company w.e.f. November 13, 2021, to fill the casual vacancy caused by the resignation of Singhi & Co., till the conclusion of next Annual General Meeting (33rd) of the Company, subject to the approval of the shareholders at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

JKVS & Co., Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the requisite confirmation that, their appointment, if made by the shareholders, will be within the limits prescribed under the Companies Act, 2013.

Started as a sole proprietorship concern in the year 1987 the firm has been offering its clientele wide spectrum of services including Audit and Assurance, Risk Advisory, Consulting, Taxation, Corporate Finance and Management Services. The firm has gone from strength to strength through the passage of time and by adding knowledgeable and resourceful employees and partners. The senior partners have almost 40 years of experience in this field. At present the firm has 7 (seven) partners and have more than 30 (thirty) listed Companies as clients. Mr. Vijay Bapna (currently the Managing Partner) brings with him wide knowledge base and experience of almost 40 years. The firm is operating at 3 metropolitan cities namely Kolkata, Delhi and Mumbai. JKVS & Co. has valid Peer Review Certificate.

The Board of Directors recommends Ordinary Resolution set out at Item No. 1 of the Notice for approval by the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the Resolution set out at Item No. 1 of the Notice.

### **Item No. 2: Desubsidiarisation of Sastasundar Marketplace Limited, a step down subsidiary of the Company:**

The Members of the Company hereby take note that Sastasundar Marketplace Limited (SML) is a step down non material subsidiary of the Company. It is wholly owned subsidiary company of Sastasundar Healthbuddy Limited (SHBL), which is a material subsidiary of the Company.

SML holds 0.74% of the consolidated turnover of Company and 1.82% of consolidated net worth of Company and as such is not a material subsidiary of the Company.

Sastasundar Healthbuddy Limited ("SHBL"), a material subsidiary of the Company, has entered into a share subscription and purchase agreement and shareholders' agreement, (collectively, the "Definitive Agreements") both dated 19th November, 2021 with Flipkart Health Pvt. Ltd. (FHPL), pursuant to which SHBL has divested its equity holding in Sastasundar Marketplace Limited ("SML"), a wholly owned subsidiary of SHBL to FHPL.

The Company has vide its disclosure to Stock Exchanges dated 19th November, 2021 intimated, inter-alia, the sale of shares of SML by SHBL and also clarified that the Company will not be receiving any consideration in relation to the proposed transaction under the Definitive Agreements.

The aforesaid transaction was completed on 11th December, 2021. Accordingly, the Company has vide its disclosure to Stock Exchanges dated 11th December, 2021 intimated the Stock Exchanges that (a) SML has received the amount of INR 372.00 crores from Flipkart Health Private Limited on account of allotment of equity shares of SML to Flipkart Health Private Limited;

and (b) SHBL, a subsidiary of the Company, has also received INR 689.76 crores from Flipkart Health Private Limited on account of transfer of equity shares of SML, as per the definitive agreements.

Pursuant to the aforesaid transactions, Flipkart Health Private Limited holds 75.1% of equity share capital of SML and the balance 24.9% of equity share capital of SML shall continue to be held by SHBL. Further, consequent upon the aforesaid transactions, SML has ceased to be a subsidiary of SHBL as well as of the Company.

Pursuant to Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the said Regulations) and other relevant provisions of the said Regulations; the company is advised that the transaction between SHBL and FHPL shall not require prior approval of shareholders as this does not tantamount to selling, disposing of more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year. However, the Board of the Company has expressed their willingness to obtain shareholders' approval by way of special resolution. The requisite documents shall be available for inspection at the Registered Office of the Company on all working days, except Saturday and holidays, between 11.00 A.M. and 1.00 P.M. from the date of dispatch until the last date for e-voting i.e. Tuesday, February 8, 2022.

The Board of Directors recommends Special Resolution set out at Item No. 2 of the Notice for approval by shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the Resolution set out at Item No. 2 of the Notice.

By Order of the Board  
**Sastasundar Ventures Limited**

**Pratap Singh**  
*Company Secretary*  
Mem No.- ACS 24081

Date : 05-01-2022  
Place : Kolkata