

**SASTASUNDAR VENTURES LIMITED**

(Formerly Microsec Financial Services Limited)

Azinganj 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

E-mail: info@sastasundar.com, Website: www.sastasundarventures.com

CIN - L65993WB1989PLC047002

Date: 09/08/2017

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

**Sub: Proceeding, Voting results, Scrutinizer's Report relating to the 28th Annual General Meeting of the Members of the Company held on 8<sup>th</sup> August, 2017**

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

Dear Sir/ Madam,

This is to inform you that the 28<sup>th</sup> Annual General Meeting of the Members of the Company has been held on 8<sup>th</sup> August, 2017 at 10.30 AM at the Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata - 700 017 , West Bengal. 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 28<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 28<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



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**Annexure-A**

**Brief proceeding of the 28<sup>th</sup> Annual General Meeting**

Mr. B L Mittal, Chairman of the Board of Director of the Company, chaired the 28<sup>th</sup> AGM. He introduced his co-directors on the dias to the members present at the Meeting. As the requisite quorum was present, the Chairman declared the AGM open. The total 372 Members attended the AGM either in person or through proxy.

The notice convening the 28<sup>th</sup> AGM was taken as read with the permission of the members present. The Auditors Report was not required to be read.

The Chairman informed the members that the Company is considering setting up pathology service through a separate subsidiary. This subsidiary will enable the healthbuddy network to provide the extension of service from pharmacy to pathology. The Chairman informed that we have already 184 Nos. of healthbuddies within the entire state of West Bengal carrying all the Districts and therefore the extension of service will have substantial value with business of Sastasundar.

The Chairman informed that the Company is starting the separate channel of distribution service of independent retailer from its centralized warehouse through a separate platform in the name of 'Retailer Shakti', soon to be launched.

The Chairman further informed that the Company is launching a separate App to promote product belonging to its own brands DNAVITA, Chefon, Healthbuddy as unique enabler under the referral scheme. This will be an App called wellnessbuddy and will be very useful to earn an extra income for students, housewives and for those who seek flexible time work opportunity. This will provide boost to the sales of our own brands.

The Chairman informed that the Doctor's appointment and other connecting channel is going to be started soon.

The Chairman appreciated that the work at Delhi is going on as pre-planned and we are expected to launch the service at Delhi soon.

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 28th AGM through remote e voting and voting at the AGM through Poll by using polling paper. The remote e-voting was open from 5th August, 2017 at 10:00 A.M. till 7th August, 2017 at 5:00 P.M.





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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.

The following items of business as per Notice dated 26<sup>th</sup> May, 2017 were then transacted at the meeting:

<b>Ordinary Business:</b>	
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, 2017 together with Report of the Board of Directors and Auditors thereon.
2	Re-Appointment of Mr. Ravi Kant Sharma (DIN: 00364066), who retires by rotation and being eligible, offers himself for re-appointment
3	Appointment of M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E), as Statutory Auditors and fixing their remuneration in place of retiring auditors.
<b>Special Business:</b>	
4	Approve the Scheme of Amalgamation of M/s PRP Technologies Limited, M/s Myjoy Tasty Food Private Limited and M/s Myjoy Hospitality Private Limited (the "Transferor Companies") with Sastasundar Ventures Limited (the "Transferee Company"), pursuant to the provisions of Section 233 and other applicable provisions of the Companies Act, 2013 and Rules thereof, as may be applicable.
5	Appointment of Mr. Rajeev Goenka (DIN: 03472302) as Director (Independent) of the Company

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.

The AGM concluded with a vote of thanks to the Chair.

For Sastasundar Ventures Limited

  
Biplab Kumar Mani  
Company Secretary and Compliance Officer



## ANNEXURE-B

**SASTASUNDAR VENTURES LIMITED**

28<sup>th</sup> Annual General Meeting held at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor,  
Kolkata - 700 017

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	8 <sup>th</sup> August, 2017
Total No. of Shareholders as on Record Date (being the cut-off date for determining shareholders entitled to e-voting 1 <sup>st</sup> August, 2017)	12865
No. of Shareholders present at the meeting either in person or through proxy:	
Promoter and Promoter Group	7
Public	365
No. of Shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter Group:	Not Applicable
Public:	Not Applicable

**Agenda wise disclosure****ORDINARY 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, 2017, 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	23057302	23057302	100.0000	23057302	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		23057302	100.0000	23057302	0	100.0000	0.0000
Public - Institution	E-Voting	123480	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if		0	0.0000	0	0	0.0000	0.0000





	applicable)							
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institution	E-Voting	8629718	2739191	31.7414	2739189	2	99.9999	0.0001
	Poll		309	0.0036	307	2	99.3528	0.6472
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2739500	31.7450	2739496	4	99.9999	0.0001
Total		31810500	25796802	81.0952	25796798	4	100.0000	0.0000

**Agenda Item No-2 - Re-Appointment of Mr. Ravi Kant Sharma (DIN: 00364066), who retires by rotation and being eligible, offers himself 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	23057302	23057302	100.0000	23057302	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		23057302	100.0000	23057302	0	100.0000	0.0000
Public - Institution	E-Voting	123480	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institution	E-Voting	8629718	2739191	31.7414	2739191	0	100.0000	0.0000
	Poll		309	0.0036	309	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2739500	31.7450	2739500	0	100.0000	0.0000
Total		31810500	25796802	81.0952	25796802	0	100.0000	0.0000



**Agenda Item No-3** - Appointment of M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E), as Statutory Auditors and fixing their remuneration in place of retiring auditors.

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	23057302	23057302	100.0000	23057302	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>23057302</b>	<b>100.0000</b>	<b>23057302</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institution	E-Voting	123480	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Non Institution	E-Voting	8629718	2739191	31.7414	2739139	52	99.9981	0.0019
	Poll		309	0.0036	308	1	99.6764	0.3236
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2739500</b>	<b>31.7450</b>	<b>2739447</b>	<b>53</b>	<b>99.9981</b>	<b>0.0019</b>
<b>Total</b>		<b>31810500</b>	<b>25796802</b>	<b>81.0952</b>	<b>25796749</b>	<b>53</b>	<b>99.9998</b>	<b>0.0002</b>





**SPECIAL BUSINESS:**

**Agenda Item No.-4** - Approve the Scheme of Amalgamation of M/s PRP Technologies Limited, M/s Myjoy Tasty Food Private Limited and M/s Myjoy Hospitality Private Limited (the "Transferor Companies") with Sastasundar Ventures Limited (the "Transferee Company"), pursuant to the provisions of Section 233 and other applicable provisions of the Companies Act, 2013 and Rules thereof, as may be applicable.

Resolution required			Resolution with special majority as per section 233(1)(b) of the Companies Act, 2013					
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	23057302	23057302	100.0000	23057302	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>23057302</b>	<b>100.0000</b>	<b>23057302</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institution	E-Voting	123480	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Non Institution	E-Voting	8629718	2739191	31.7414	2739139	52	99.9981	0.0019
	Poll		309	0.0036	309	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2739500</b>	<b>31.7450</b>	<b>2739448</b>	<b>52</b>	<b>99.9981</b>	<b>0.0019</b>
<b>Total</b>		<b>31810500</b>	<b>25796802</b>	<b>81.0952</b>	<b>25796750</b>	<b>52</b>	<b>99.9998</b>	<b>0.0002</b>



**Agenda item No- 5-** Appointment of Mr. Rajeev Goenka (DIN: 03472302) as Director (Independent) of the Company

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	23057302	23057302	100.0000	23057302	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>23057302</b>	<b>100.0000</b>	<b>23057302</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institution	E-Voting	123480	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institution	E-Voting	8629718	2739191	31.7414	2739189	2	99.9999	0.0001
	Poll		309	0.0036	309	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2739500</b>	<b>31.7450</b>	<b>2739498</b>	<b>2</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>31810500</b>	<b>25796802</b>	<b>81.0952</b>	<b>25796800</b>	<b>2</b>	<b>100.0000</b>	<b>0.0000</b>






**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 28th (Twenty Eighth) Annual General Meeting (AGM) of Members of Sastasundar Ventures Limited (CIN: L65993WB1989PLC047002), held on Tuesday, 8th day of August, 2017 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 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 28th Annual General





Meeting of the Company held on Tuesday, 8th day of August, 2017 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 26<sup>th</sup> May, 2017 convening the 28<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 15th July, 2017 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. 1<sup>st</sup> 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 5, 2017 at 10:00 AM (IST) and ended on Monday, August 7, 2017 at 5:00 PM (IST).



*[Handwritten signature]*







- (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 28<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. Neha Somani and Ms. Mudra Khetan, 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) 40 Members have cast their votes through remote e-voting and all such votes are valid. 50 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 Audited Financial Statement (both Standalone and Consolidated), Reports of the Board of Directors and Auditors for the year ended 31st March, 2017

(1) Voted in favour of the resolution	25796491	307	25796798	100
(2) Voted against the resolution	2	2	4	0
<b>Total</b>	<b>25796493</b>	<b>309</b>	<b>25796802</b>	<b>100</b>
(3) Invalid votes:	0	0	0	--

**Item No. 2 as an Ordinary Resolution:** Re-appointment of Mr. Ravi Kant Sharma (DIN: 00364066), Director, who retires by rotation.

(1) Voted in favour of the resolution	25796493	309	25796802	100
(2) Voted against the resolution	0	0	0	--
<b>Total</b>	<b>25796493</b>	<b>309</b>	<b>25796802</b>	<b>100</b>







(3) Invalid votes:	0	0	0	--
<b>Item No.3 as an Ordinary Resolution:</b> Appointment of M/s Singhi & Co, Chartered Accountants (FRN- 302049E) as Statutory Auditors and fix their remuneration in place of retiring Auditors.				
1) Voted in favour of the resolution	25796441	308	25796749	99.9998
2) Voted against the resolution	52	1	53	0.0002
<b>Total</b>	<b>25796493</b>	<b>309</b>	<b>25796802</b>	<b>100</b>
(3) Invalid votes:	0	0	0	--

**SPECIAL BUSINESS**

**Item No.4 as an Resolution by Special Majority:** Approve the Scheme of Amalgamation of M/s PRP Technologies Limited, M/s Myjoy Tasty Food Private Limited and M/s Myjoy Hospitality Private Limited (the "Transferor Companies") with Sastasundar Ventures Limited (the "Transferee Company"), pursuant to the provisions of Section 233 and other applicable provisions of the Companies Act, 2013 and Rules thereof, as may be applicable.

1) Voted in favour of the resolution	25796441	309	25796750	99.9998
2) Voted against the resolution	52	0	52	0.0002
<b>Total</b>	<b>25796493</b>	<b>309</b>	<b>25796802</b>	<b>100</b>





(3) Invalid votes:	0	0	0	--
<b>Item No.5 as an Ordinary Resolution: Appointment of Mr. Rajeev Goenka (DIN-03472302) as Director (Independent) of the Company.</b>				
(1) Voted in favour of the resolution	25796491	309	25796800	100
(2) Voted against the resolution	2	0	2	--
<b>Total</b>	<b>25796493</b>	<b>309</b>	<b>25796802</b>	<b>100</b>
(3) Invalid votes:	0	0	0	--

Thanking you,



faithfully  
  
Raj Kumar Banthia

Partner  
MKB & Associates  
Membership No.: 17190  
COP No.: 18428

Date: 8<sup>th</sup> August, 2017

Place: Kolkata