

SASTASUNDAR VENTURES LIMITED

(Formerly Microsec Financial Services Limited)

Azimganj House, 2nd Floor,

7, Abanindra Nath Thakur Sarani (Formerly Camac Street)

Kolkata - 700 017, India

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CIN - L65993WB1989PLC047002

Date: 06/09/2017

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: Minutes of the 28th Annual General Meeting held on 8th August, 2017

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

Dear Sir/ Madam,

We refer to our letter dated 9th August, 2017 with which we had furnished the details of the voting results at the Annual General Meeting held on 8th August, 2017.

We enclose herewith a copy of the minutes of the proceeding of the said Annual General Meeting.

Kindly take note the above on record and acknowledge the receipt of the same.

Thanking you,
Yours faithfully,

For Sastasundar Ventures Limited

Biplab K. Mani

Biplab Kumar Mani

Company Secretary and Compliance Officer



MINUTES OF THE TWENTY EIGHT ANNUAL GENERAL MEETING OF SASTASUNDAR VENTURES LIMITED (FORMERLY MICROSEC FINANCIAL SERVICES LIMITED) HELD AT BHARATIYA BHASHA PARISHAD, 36A, SHAKESPEARE SARANI, 4TH FLOOR, KOLKATA - 700 017 ON TUESDAY, THE 8TH AUGUST, 2017 COMMENCED AT 10.30 AM AND CONCLUDED AT 12.05 PM

Directors Present:

Mr. Banwari Lal Mittal	Chairman & Managing Director - (also a Member)
Mr. Ravi Kant Sharma	Director - (also a Member)
Mr. Parimal Kumar Chattaraj	Independent Director & Chairman of the Audit Committee and Nomination & Remuneration Committee
Mr. Deba Prasad Roy	Independent Director
Mrs. Abha Mittal	Non Executive Director - (also a Member)
Mr. Rajeev Goenka	Independent Director - (also a Member)

Members Present:

Members Present in Person including representative - 361 (Number of shares represented - 24371924)
Proxies present - 11 (Number of shares represented - 1039)

In attendance:

Mr. Amrit Daga	Chief Financial Officer
Mr. Biplob Kumar Mani	Company Secretary

By Invitation:

Mr. Vikash Churiwal	Representative of M/s S R Batliboi & Co. LLP, Chartered Accountants, Statutory Auditor
Ms. Neha Somani	Secretarial Auditor, Partner of M/s MKB & Associates
Mr. Raj Kumar Banthia	Scrutinizer, Partner of M/s MKB & Associates

Pursuant to Article 90 of Articles of Association of the Company, Mr. B L Mittal, Chairman took the Chair.

The Chairman, after confirmation from the Company Secretary that the requisite quorum as per section 103 of the Companies Act, 2013 was present, called the Meeting to order and commenced the proceeding.

The Chairman then welcomed all the members present to the 28th Annual General Meeting of the Company. The Chairman thereafter introduced all the Directors present on the dias and acknowledge the presence of the representatives of Statutory Auditors, the Secretarial Auditor and Scrutinizer for e-voting. He stated that due to unavoidable circumstances Mr. R N Bhardwaj, Independent Director (Chairman of the Stakeholder Relationship and Shareholders Grievance Committee) was unable to attend the Annual General Meeting. Mr. Bhardwaj has authorized Mr. Deba Prasad Roy to attend the meeting on his behalf.

The Chairman stated that the signed copy of the Auditors' Report, Secretarial Audit Report, Directors' Report, Annual Accounts for the Year ended 31st March, 2017 and other documents required to be kept for inspection, the Register of Directors and key managerial personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Contract and Arrangement in which the Directors are interested maintained under Section 189 of the Act were laid before the meeting and shall remain open for inspection by the Shareholders during the continuance of the Meeting.

The Chairman in his speech, 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

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Chairman informed that the Company has 184 Nos. of healthbuddies within the entire state of West Bengal covering 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 a separate channel of distribution service of independent retailers from its centralized warehouse through a separate platform 'Retailer Shakti' which shall be launched soon.

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 the Company's own brands.

The Chairman informed that a new App relating to 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 the Company is expected to launch the service at Delhi soon.

The Chairman informed the members that in terms of the Notification dated March 19, 2015 issued by the Ministry of Corporate Affairs (MCA), Government of India and pursuant to the provisions of Section 108 of the Companies Act, 2013, the Companies (Management & Administration) Amendment Rules, 2015 and the provisions of Regulation 44 of the SEBI (LODR) Regulations, 2015 the Company has provided the facility of remote e-voting facilities to all the Members through the services of Central Depository Services (India) Limited (CDSL) in respect of each of the resolutions contained in the Notice convening this Annual General Meeting and also the facility to vote at the AGM venue through poll. He also informed the members that Mr. Raj Kumar Banthia, a Company Secretary in whole-time practice, Partner of M/s MKB & Associates, was appointed as the Scrutinizer for the purpose of the remote e-voting and also for the votes which may be cast through poll papers by the Members at this AGM Venue.

Thereafter the Chairman informed the members that there were no qualifications, observations or comments in the Auditor's Report or Secretarial Audit Report. He then informed the members that with the consent of the Members present the Financial Statements and the Auditors Report thereon, Notice dated 26th May, 2017 along with the Explanatory Statement to be taken as read.

The Chairman thereafter read the resolutions as set forth in the Notice and stated that the resolutions would be put to vote by ballot at the end of the Meeting. Thereafter with the consent of the members, the following resolutions, one after the other were taken up and proposed and seconded.

ORDINARY BUSINESS:

Item No.1.	<i>Adoption of 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.</i>
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The Chairman recommended the following resolution as an Ordinary Resolution:

"RESOLVED that the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 (including the Consolidated Audited Financial Statements) together with the Reports of the Board of Directors' and Auditors' thereon be and are hereby approved and adopted."

Proposed by: Mr. Satya Narayan Pal
Seconded by : Mr. Goutam Nandi

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The Chairman then invited the members present to share their views, comment and raise questions, if any, on the accounts & Reports of the Company. The members present at the meeting raised queries on the Balance Sheet as on 31st March, 2017, the Statement of Profit and Loss for the Financial Year ended 31st March, 2017 and the future plans of the Company.

The Chairman replied all the queries raised by the members to their satisfaction and thanked the members for their keen interest in the affairs of the Company and acknowledged their suggestion / advice.

Item No. 2 *Appoint a director in place of Mr. Ravi Kant Sharma (holding DIN 00364066) who retires by rotation, and being eligible, seeks re-appointment :*

The Chairman recommended the following resolution as an Ordinary Resolution:

"RESOLVED that Mr. Ravi Kant Sharma, (holding DIN 00364066), who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as a director of the Company."

Proposed by : Mr. Sujit Pal

Seconded by : Mr. Amit Kumar Banerjee

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.*

The Chairman recommended the appointment of M/s Singhi & Co., Chartered Accountants as Statutory Auditor, whose Firm Registration No is 302049E, for a period of five years from the conclusion of this 28th Annual General Meeting till the conclusion of the 33rd Annual General Meeting and pass the following resolutions as an Ordinary Resolution :

"RESOLVED that pursuant to the provisions of Sections 139, 141 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re enactment thereof for the time being in force) and upon the recommendation of the Audit Committee, M/s. Singhi & Co., Chartered Accountants (Firm registration No. 302049E), be and are hereby appointed as Statutory Auditors of the Company, in place of retiring auditors M/s S.R. Batliboi & Co. LLP, (Firm registration No. 301003E/ E300005), Chartered Accountants to hold office from the conclusion of this 28th Annual General Meeting till the conclusion of the 33rd Annual General Meeting of the Company, subject to ratification by members every year, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

Proposed by: Mr. Alok Kumar Pal

Seconded by: Mr. Satya Narayan Pal

SPECIAL BUSINESS:

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 M/s 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.*

The Chairman recommended the following resolution as Resolution with Special Majority as per Section 233(1)(b):

"RESOLVED THAT pursuant to the provisions of Section 233 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "Act") and the rules made there under and subject to registration by the Central Government or

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approval of the National Company Law Tribunal, as the case may be and such other requisite approvals, permissions and sanctions of regulatory and other authorities as may be required and subject to such conditions and modifications as may be prescribed by the Registrar of Companies and the Official Liquidator, as accepted by the Board and the members, the Scheme of Amalgamation of M/s PRP Technologies Limited ("PTL"), M/s Myjoy Tasty Food Private Limited ("MTFPL"), being the wholly owned subsidiaries of the Company and M/s Myjoy Hospitality Private Limited ("MHPL"), the wholly-owned subsidiary of M/s Myjoy Tasty Food Private Limited (collectively referred to as "the Transferor Companies"), with the Company ("the Scheme") as placed before the meeting and initialed by the chairman of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file a copy of the Scheme so approved, with the Central Government, Registrar of Companies and the Official Liquidator in terms of Section 233(3) of the Act.

RESOLVED FURTHER THAT on registration by the Central Government under Section 233(3) of the Act or approval from the National Company Law Tribunal under Section 233(7) of the Act as the case may be, M/s PRP Technologies Limited, M/s Myjoy Tasty Food Private Limited and M/s Myjoy Hospitality Private Limited, being the Transferor Companies, shall be deemed to have been dissolved without the process of Winding up.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the amalgamation embodied in the Scheme and accept such modifications, amendments, limitations, conditions, if any which may be required and/or imposed by the Central Government or the National Company Law Tribunal, Kolkata Bench as the case may be, while registering/approving the Scheme of Amalgamation."

Proposed by: Mr. Alok Kumar Pal
Seconded by: Mr. Anindya Sunder Roy

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

The Chairman recommended the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Rajeev Goenka (DIN: 03472302) who was appointed as an Additional Director of the Company, categorized as Independent, by the Board of Directors with effect from 26th May 2017, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013, from a member proposing Mr. Rajeev Goenka for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 26th May 2017 to hold office up to 25th May 2022, not liable to retire by rotation."

Proposed by: Mr. Amit Banerjee
Seconded by: Mr. Sujit Pal

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The Chairman informed the members present that the members who could not avail the facility of remote e-voting can cast their vote through Ballot papers and announced the poll be taken. The Chairman then requested Mr. Raj Kumar Banthia, Scrutinizer Partner of M/s MKB & Associates to take charge of the voting and submit his consolidated Report on E-voting & voting through ballot papers at this meeting within the stipulated time.

The Chairman announced that the result of voting alongwith Scrutinizer's Report would be placed on the website of the Company and CDSL and also intimated to BSE and NSE and displayed in the notice Board of the Company at its registered office and corporate office.

Thereafter Mr. Raj Kumar Banthia, Scrutinizer and their representatives distributed the ballot papers to the members/ proxies present at the AGM. One empty ballot box was shown to the members and was locked and sealed by the scrutinizer before the commencement of Poll. After the members have cast their votes and put the ballot papers into the ballot box, the ballot box were handed over to the scrutinizer for furnishing the consolidated report.

The Consolidated voting results was declared on 9th August, 2017 forms part of this minutes and is enclosed as Annexure- A

Thereafter, the meeting was declared as concluded by the Chairman.

Vote of Thanks

There being no other business left to transact, the meeting concluded with a vote of thanks to the Chair proposed by Mr. Biplab Kumar Mani, Company Secretary.

Place: Kolkata

Date: 04-09-2017

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CHAIRMAN



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Annexure-A

A brief summary of the voting results (remote e-voting and poll) of all the resolutions in respect of all items of business as contained in the notice of the AGM dated 26th May, 2017 as per the Scrutinizer's Report is as follows:

ORDINARY BUSINESS:

Resolution No.1: (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.

	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)	%age of total valid vote cast
(1) Voted in favour of the resolution	25796491	307	25796798	100
(2) Voted against the resolution	2	2	4	0
Total	25796493	309	25796802	100
(3) Invalid votes:	0	0	0	--

Resolution No.2: (Ordinary Resolution)

Re-appointment of Mr. Ravi Kant Sharma (DIN: 00364066), Director, who retires by rotation.

	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)	%age of total valid vote cast
(1) Voted in favour of the resolution	25796493	309	25796802	100
(2) Voted against the resolution	0	0	0	--
Total	25796493	309	25796802	100
(3) Invalid votes:	0	0	0	--

Resolution No.3: (Ordinary Resolution)

Appointment of M/s Singhi & Co, Chartered Accountants (FRN- 302049E) as Statutory Auditors and fix their remuneration in place of retiring Auditors:

	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)	%age of total valid vote cast
(1) Voted in favour of the resolution	25796441	308	25796749	99.9998
(2) Voted against the resolution	52	1	53	0.0002
Total	25796493	309	25796802	100
(3) Invalid votes:	0	0	0	--



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[Handwritten Signature]

SPECIAL BUSINESS:

Resolution No.4: (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 M/s 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.

	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)	%age of total valid vote cast
(1) Voted in favour of the resolution	25796441	309	25796750	99.9998
(2) Voted against the resolution	52	0	52	0.0002
Total	25796493	309	25796802	100
(3) Invalid votes:	0	0	0	--

Resolution No.5: (Ordinary Resolution)

Appointment of Mr. Rajeev Goenka (DIN-03472302) as Director (Independent) of the Company

	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)	%age of total valid vote cast
(1) Voted in favour of the resolution	25796491	309	25796800	100
(2) Voted against the resolution	2	0	2	-
Total	25796493	309	25796802	100
(3) Invalid votes:	0	0	0	--



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