

**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

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

CIN - L65993WB1989PLC047002

**Date: 21-07-2018****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****Subject: Notice of 29th Annual General Meeting of the Members of the Company, Book Closure and Cut-off date to determine shareholders' eligibility to cast their votes electronically****Ref: Scrip Code at BSE: 533259 and Symbol at NSE: SASTASUNDR****Dear Sir/ Madam,**

We wish to inform you that the 29<sup>th</sup> (Twenty-Ninth) Annual General Meeting (AGM) of the members of Sastasundar Ventures Limited will be held on Tuesday, the 14<sup>th</sup> August, 2018 at 10.30 a.m. at "Bharatiya Bhasha Parishad", 36A Shakespeare Sarani, 4<sup>th</sup> Floor, Kolkata - 700017 to transact the business as set out in the notice convening the AGM.

Pursuant to the provisions of Section 91 of the Companies Act, 2013 that the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 7<sup>th</sup> August, 2018 to Tuesday, 14<sup>th</sup> August, 2018 (both days inclusive) for the purpose of Annual General Meeting of the Company.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the remote e-voting facility to the members of the Company. The remote e-voting facility will be available at [www.evotingindia.com](http://www.evotingindia.com) and the members holding shares either in physical form or in dematerialised form as on the **cut-off date (Tuesday, 7<sup>th</sup> August, 2018)** may please make note of the following dates:

Date and time of Commencement of remote e-voting	Saturday, 11 <sup>th</sup> August, 2018 at 9.00 a.m.
Date and time of end of remote e-voting	Monday, 13 <sup>th</sup> August, 2018 upto 5.00 p.m. (please note that the remote e-voting will not be allowed after this date and time)

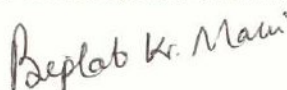
We are enclosing herewith a copy of the Notice convening the 29th Annual General Meeting of the members of the Company.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For **Sastasundar Ventures Limited**

  
**Biplab Kumar Mani**  
Company Secretary and Compliance Officer



Encl: As above

# SASTASUNDAR VENTURES LIMITED

(Formerly Microsec Financial Services 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 • Website: www.sastasundarventures.com

## Notice of Annual General Meeting

NOTICE is hereby given that the Twenty-Ninth (29<sup>th</sup>) Annual General Meeting (AGM) of the Members of Sastasundar Ventures Limited will be held on Tuesday, the 14<sup>th</sup> August, 2018 at 10.30 a.m. at "Bharatiya Bhasha Parishad", 36A Shakespeare Sarani, 4<sup>th</sup> Floor, Kolkata - 700017" to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 (both Standalone and Consolidated), together with Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place 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 as Managing Director & CEO:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with provisions of Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to such other approvals, permissions and sanctions, as may be required, consent of the Company be and is hereby accorded for the re-appointment of Mr. Banwari Lal Mittal (DIN: 00365809) as Managing Director & CEO of the Company for a further period of five years with effect from 1<sup>st</sup> July, 2018 to 30<sup>th</sup> June, 2023 without any remuneration.

**RESOLVED FURTHER THAT** Mr. Banwari Lal Mittal shall have the right to exercise such powers of Management of the Company as may be delegated to him by the Board of Directors, from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

#### 4. Re-appointment of Mr. Parimal Kumar Chattaraj as an Independent Non-Executive Director:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Parimal Kumar Chattaraj (DIN: 00893963), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024."

By Order of the Board  
**Sastasundar Ventures Limited**  
Sd/-

**Biplab Kumar Mani**  
Company Secretary  
Mem No.- ACS 19883

### Registered Office:

Azimganj House, 2nd Floor,  
7 Abanindra Nath Thakur Sarani  
(formerly Camac Street), Kolkata - 700017  
Date: 21<sup>st</sup> May, 2018

## NOTES:

1. The Statement pursuant to Section 102(1) and Secretarial Standard- 2 on General meeting of the Companies Act, 2013, with respect to the Special Business set out in the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.
3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.
4. The instrument of Proxy, duly completed and signed, must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. A Proxy form is enclosed herewith.
5. Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, provided not less than three days' notice in writing of the intention so to inspect is given to the Company.
6. Pursuant to Section 91 of the Companies Act, 2013 read with Rules frames thereunder and Regulation 42(5) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 the Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, the 7<sup>th</sup> August, 2018 to Tuesday, the 14<sup>th</sup> August, 2018 (both days inclusive).
7. Pursuant to Section 113 of the Companies Act, 2013 and Rules frames thereunder, the corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution and Power of attorney, if any, authorising their representative(s) to attend and vote, on their behalf at the meeting.
8. Members are requested to produce the Attendance Slip duly signed as per the specimen signature recorded with the Company / Depository Participant for admission to the Meeting hall.
9. Members who hold shares in dematerialized form, are requested to bring their Depository Participant (D.P.) I.D. and Client I.D. No(s) for easier identification to record attendance at the Meeting.
10. Relevant documents referred in the Notice or Explanatory statement will be open for inspection by the members at the Meeting and such documents will also be available for inspection at the Registered office of the Company on all working days (except Saturday) between 11.00 a.m. to 4.00 p.m. upto and including the date of the AGM.
11. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed form SH-13 with the RTA. In respect of shares held in Electronic/ Demat form, members may please contact their respective Depository Participants.
12. In case of joint shareholders attending the meeting, joint holder whose name is higher in the order of names will be entitled to vote.
13. Members are requested to send their queries, if any, on the accounts or operations of the Company, to reach the Company Secretary at the Company's Registered Office, at least 7 (seven) working days prior to the meeting, so that the information can be compiled in advance.
14. A statement containing details of the Directors seeking appointment/reappointment at the forthcoming Annual General Meeting as required under Regulation 36 of the SEBI (LODR) Regulations, 2015 and Secretarial standard-2 on General Meeting are annexed.
15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by Members at the AGM.
16. The Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection by Members at the AGM.
17. Electronic copy of the Annual Report for FY 2018 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s)/RTA unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2018 is being sent through the permitted mode.
18. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, Electronic copy of the notice of the 29th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s)/ RTA unless any member has requested for a hard copy of the same. Physical copies of the Notice of the 29th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all those members of the Company who have not registered their email Id through permitted mode.
19. As per Regulation 40(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall

mandatorily furnish copy of their Income Tax Permanent Account Number (PAN). Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copy of PAN Card to the Company / Registrar and Share Transfer Agents for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s).

20. To support the 'Green Initiative', the Members who have not registered their e-mail addresses, are requested to register the same with the Registrar in case of shares are held in certificate form and with the Depositories in case of shares held in demat form.
21. As required under the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, a route map, including a prominent landmark, showing directions to reach the AGM venue is annexed hereto.
22. In view of the amendment made to Section 139 of the Companies Act, 2013 vide the Companies (Amendment) Act, 2017 which is effective from 7th May, 2018, annual ratification of appointment of statutory auditors have been done away with. Hence no resolution has been proposed for the same.
23. Members may also note that the Notice of the 29th AGM and the Annual Report for the FY 2018 will also be available on the Company's website [www.sastasundarventures.com](http://www.sastasundarventures.com) for their download. The physical copy of the aforesaid documents will also be available for at the Registered Office of the Company for inspection by members during normal business hour on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [investors@sastasundar.com](mailto:investors@sastasundar.com).
24. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
25. The Instructions to Members for Voting Electronically are as under:-

**General Instructions:**

- a. In compliance with the provisions of Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as the Listing Regulations] and Section 108 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" (e-voting from a place other than venue of the AGM) to all its Members to enable them to exercise their right to vote on all the businesses to be transacted at the Meeting by electronic means. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting.
- b. The facility for voting through ballot paper shall also be made available at the venue of the 29th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. The Members, whose names appear in the Register of Members/ List of Beneficial Owners as on Tuesday, 7<sup>th</sup> August, 2018, being the cut-off date, are entitled to vote on the resolutions set forth in the Notice. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- c. The Board has appointed Mr. Raj Kumar Banthia, Company Secretary in Practice (Membership No. 17190 & CP No. 18428) Partner of M/s. MKB & Associates as the Scrutinizer to scrutinize the voting process (e-voting or otherwise) in a fair and transparent manner. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total vote in favour or against, if any, not later than 48 hours after the conclusion of the Meeting. Thereafter, the result of remote e-voting and voting at the Meeting venue shall be declared by the Chairman or by any other director duly authorized in this regard.
- d. The result, along with the scrutinizer's report, shall be placed on the company's website [www.sastasundarventures.com](http://www.sastasundarventures.com) and also be displayed on the Notice Board of the Company at its Registered office and on the website of CDSL, immediately after the result is declared, and simultaneously be communicated to the BSE and NSE where the shares of the Company are listed.

**E-voting Instructions:**

- (i) The voting period begins on Saturday, the 11<sup>th</sup> August, 2018 (9.00 a.m.) and ends on Monday, the 13<sup>th</sup> August, 2018 (5.00 p.m.). During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Tuesday, 7<sup>th</sup> August, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.

- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next, enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

\*Members who have not updated their PAN with the Company / Depository Participant, are requested to use sequence number which is printed on Attendance Slip indicated in the PAN field.

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN of Sastasundar Ventures Limited.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote then, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- Note for Non - Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the

Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**In case of Members receiving the Notice by Post (physical copy):**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xxi) above to cast vote.
- (B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

---

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

**ITEM No. 3:**

The Board of Directors of the Company in its meeting held on 21<sup>st</sup> May, 2018 extended the term of appointment of Mr. Banwari Lal Mittal as Managing Director & CEO of the Company for a period of 5 years from 1<sup>st</sup> July, 2018 to 30<sup>th</sup> June, 2023 as recommended by the Nomination and Remuneration Committee.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Banwari Lal Mittal is as under:

- a) Remuneration: Nil
- b) The Managing Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.
- c) The Managing Director shall have the right to exercise such powers of Management of the Company as may be delegated to him by the Board of Directors, from time to time.
- d) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- e) The Managing Director shall adhere to the Company’s Code of Business Conduct & Ethics for Directors and Management Personnel.
- f) The office of the Managing Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months’ prior notice in writing.
- g) Mr. Banwari Lal Mittal satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Banwari Lal Mittal under Section 190 of the Act.

Brief resume of Mr. Banwari Lal Mittal is given below:

Mr. Banwari Lal Mittal is a Chairman & Managing Director of Sastasundar Ventures Limited. Mr. Mittal is a fellow member of The Institute of Chartered Accountants of India, The Institute of Company Secretaries of India and The Institute of Cost Accountants of India. Mr. B.L. Mittal is the Founder and Executive Chairman of SastaSundar.com, India’s leading digital network of healthcare, efficient pharma and wellness products’ supply chain, which also serves as a connection hub across doctors, diagnostic services, healthcare clinics and health information services. The basis of SastaSundar.com is to deliver premium quality medicines, healthcare products and services in cost efficient ways to infuse the touch of happiness and simplicity in daily life.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

Except Mr. Banwari Lal Mittal and Mrs. Abha Mittal, Directors of the Company, none of the other Directors, Key Managerial Personnel or their respective relatives are concerned or interested, financial or otherwise in the Resolution mentioned at Item No. 3 of the Notice.

**Item No. 4**

Mr. Parimal Kumar Chattaraj is an Independent Non-Executive Director of the Company and Chairman of the Audit Committee of the Board of Directors of the Company. He joined the Board of Directors of the Company on 2<sup>nd</sup> April, 2007. Pursuant to the Act, Mr. Chattaraj, was appointed as an Independent Non-Executive Director to hold office for five consecutive years for a term upto 31<sup>st</sup> March, 2019 by the Members of the Company in the 25<sup>th</sup> AGM.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

The Performance evaluation of the Independent Directors were conducted by the entire Board (excluding the director being evaluated) on the basis of criteria such as transparency, analytical capability, advising, providing suggestion to the Company’s

management, level of skill and expertise, etc. On the basis of said evaluation, the Board based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations recommends re-appointment of Mr. Chattaraj as an Independent Director of the Company for a term of five consecutive years from 1st April, 2019 upto 31st March, 2024.

Mr. Parimal Kumar Chattaraj holds a bachelor's degree in science from Burdwan University, a post graduate diploma in management from Calcutta University and a bachelor's degree in law from Ranchi University. Mr. Chattaraj has also specialised in organization behaviour from National Institute of Management, Delhi. He is the founder of Vertex Consulting (Organization and HR Solutions). He has also worked in management positions in India and abroad contributing to business strategy, aligning employee skill to business, creating learning organization & leadership development. He has over 30 years of experience and was associated with management institutes and business schools including IIM Kolkata, XLRI Jamshedpur and XISS, Ranchi. He is also enrolled as an advocate with the Bar Council of High Court of Calcutta and provides legal advice to corporate houses and selective clients.

Mr. Chattaraj does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

In the opinion of the Board, Mr. Chattaraj fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Non-Executive Director of the Company. Copy of the draft letter of appointment of Mr. Chattaraj as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (11:00 am to 4:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Chattaraj as an Independent Director.

Accordingly, the Board recommends Special Resolution in relation to eligibility and re-appointment of Mr. Chattaraj as an Independent Director for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, for the approval by the shareholders of the Company.

Except Mr. Chattaraj, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the AGM. This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

#### **DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings]

(As on March 31, 2018)

<b>Name of Director</b>	<b>Mrs. Abha Mittal</b>	<b>Mr. Parimal Kumar Chattaraj</b>	<b>Mr. Banwari Lal Mittal</b>
<b>DIN</b>	00519777	00893963	00365809
<b>Date of Birth</b>	23rd November, 1974	29th September, 1945	1 <sup>st</sup> July, 1968
<b>Date of Appointment on the Board</b>	26th March, 2015	2nd April, 2007	30 <sup>th</sup> May, 2005
<b>Expertise in specific functional Area</b>	Mrs. Abha Mittal, is a Commerce Graduate from Bhawanipur Gujarati Education Society under Calcutta University. She has done the diploma in Fashion designing from J.D Birla Institute, Kolkata. She is actively involved in various social welfare activities and also member of various NGOs. Mrs. Mittal is involved in the promotion and advancement of Organic farming activities.	Mr. P. K. Chattaraj has more than 3 decades of experience in the field on finance, human resource and strategic management. He has served large public sector companies and MNCs. He was a part of Aditya Birla Group for 17 years. He is proprietor & founder of a management consultancy firm namely Vertex Consulting, having strong client base in India & abroad. He provides wide range of management consultancy services that provide support to CEO/Top management of the organization to ensure appropriate direction to business strategy, building strong team with leadership at all level & carry out various innovative initiatives that strengthen business & people process.	Mr. Mittal is the Chairman & Managing Director of Sastasundar Ventures Limited. Mr. B.L. Mittal is the Founder and Executive Chairman of SastaSundar.com, India's leading digital network of healthcare, efficient pharma and wellness products' supply chain, which also serves as a connection hub across doctors, diagnostic services, healthcare clinics, and health information services. The basis of SastaSundar.com is to deliver premium quality medicines, healthcare products, and services in cost efficient ways to infuse the touch of happiness and simplicity in daily life.

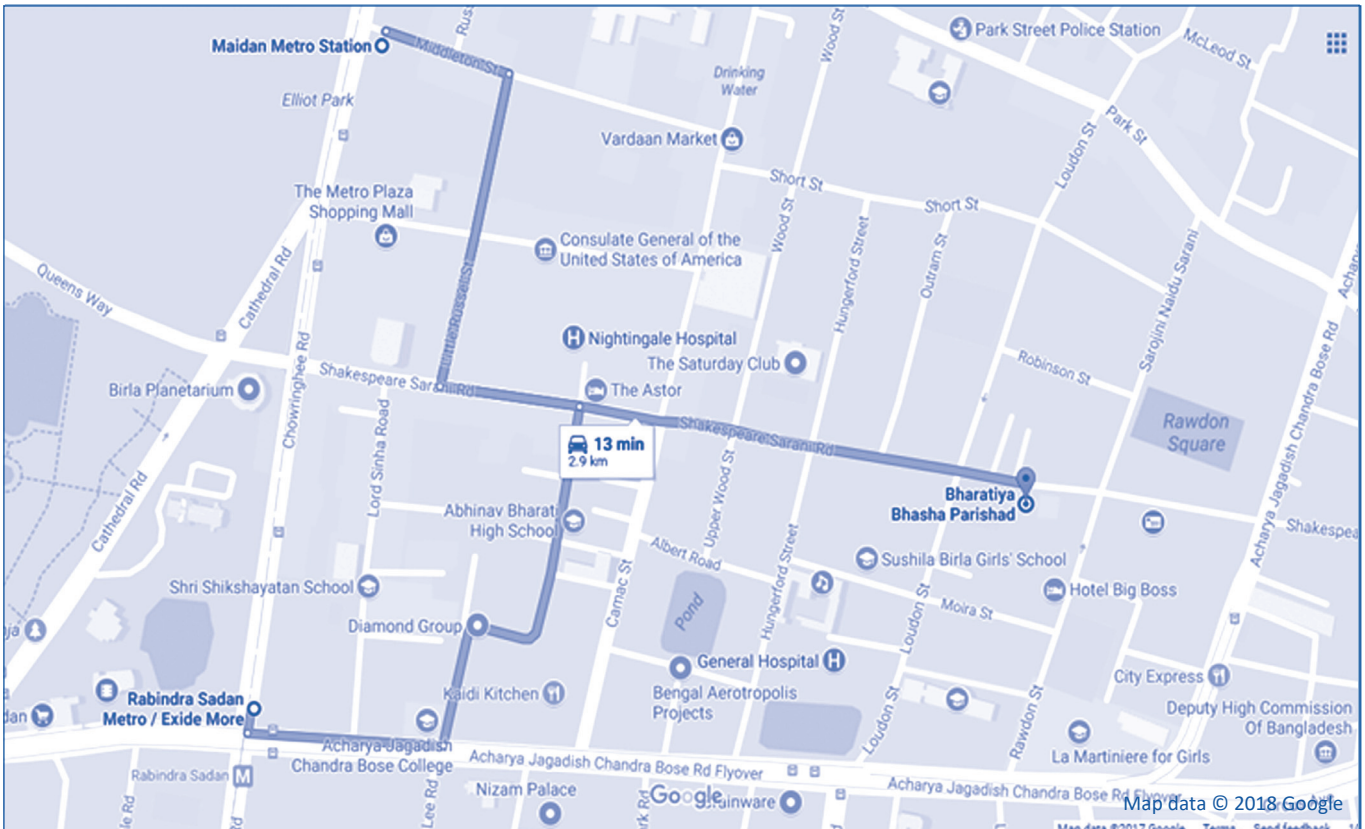
<b>Qualification</b>	B Com, Diploma In Fashion Designing	BSc, PGDM, LL.B	FCA, FCS, FCMA
<b>Directorship in other Companies</b>	<ol style="list-style-type: none"> <li>1. Luv Kush Projects Limited</li> <li>2. Longrange Management Services Pvt. Ltd.</li> <li>3. Micro Resources Pvt. Ltd.</li> <li>4. Mihit Consultancy Services Limited</li> <li>5. Padmakar Advisors Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Innogrow Technologies Limited</li> <li>2. Microsec Resources Private Limited</li> <li>3. Sastasundar Healthbuddy Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Microsec Resources Private Limited</li> <li>2. Innogrow Technologies Limited</li> <li>3. Retailer Shakti Supply Chain Private Limited</li> <li>4. Luv Kush Projects Limited</li> <li>5. Sastasundar Healthbuddy Limited</li> <li>6. Genu Path Labs Limited</li> </ol>
<b>Membership/ Chairmanship of *Committees of the Board of Directors of the Company</b>	NIL	Chairman of the Audit Committee Member of the Stakeholders Relationship Committee	Member of the Stakeholders Relationship Committee
<b>Chairman/Member of the *Committee of the Board of Directors of other companies in which he/she is a Director</b>	NIL	Chairman of the Audit Committee of Sastasundar Healthbuddy Limited	NIL
<b>Shareholding of Director in the Company</b>	15,700	NIL	1,06,16,000
<b>Inter-se relations with any director/KMP of the Company</b>	Spouse of Mr. Banwari Lal Mittal	None	Husband of Mrs. Abha Mittal - Director
<b>Terms and conditions of appointment/reappointment</b>	Not Applicable	Copy of the Draft letter for appointment of Mr. Chattaraj as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee.	As per Explanatory Statement No. 3
<b>Number of Board Meeting attended during the Financial Year 2017-18</b>	4 out of 4	4 out of 4	4 out of 4
<b>Details of remuneration sought to be paid and the remuneration last drawn</b>	Not Applicable	The Independent Non-Executive Director are only paid sitting fees for attending meetings of Board of Directors, Independent Directors and various Committee of Directors.	NIL

Note:

\* Pursuant to SEBI (LODR) Regulations, 2015 only two committees viz. Audit Committee and Stakeholders' Relationship Committee have been considered.



## ROUTE MAP TO THE VENUE OF AGM



29th Annual General Meeting  
Day & Date: Tuesday, 14th August, 2018  
Time: 10.30 a.m.  
Venue: "Bharatiya Bhasha Parishad",  
36A Shakespeare Sarani, 4th Floor, Kolkata - 700017  
**Landmark: Near Shakespeare Sarani Police Station**

**SASTASUNDAR VENTURES LIMITED**

(Formerly Microsec Financial Services Limited)

CIN: L65993WB1989PLC047002

Regd. Office: Azimganj House, 2nd Floor, 7 Abanindra Nath Thakur Sarani (formerly Camac Street), Kolkata – 700017

Phone: (033) 2282 9330, Fax: (033) 2282 9335, E-mail: investors@sastasundar.com, Website: www.sastasundarventures.com

**ATTENDANCE SLIP**

I /We hereby record my/our presence at the **29th Annual General Meeting** of the Company at "Bharatiya Bhasha Parishad", 36A Shakespeare Sarani, 4<sup>th</sup> Floor, Kolkata – 700017, on Tuesday, 14th August, 2018 at 10.30 a.m.

Serial No. ....

Name of the Member: .....

Address: .....

Name(s) of joint holder(s), if any: .....

Number of Shares: .....

Folio/DP ID &amp; Client ID No.: .....

Name of Proxy (in BLOCK LETTERS) .....

Signature of Shareholder/Proxy Present .....

**Notes:**

- Members/Proxy holders who wish to attend the Annual General Meeting (AGM) must bring their Admission Slips to the AGM and hand over the same duly signed at the entrance. Duplicate Admission Slips will not be issued at the venue.
- Members/Proxy holders desiring to attend the meeting are requested to bring their copy of Annual Report for reference at the Meeting.

**PROXY FORM****FORM MGT - 11****SASTASUNDAR VENTURES LIMITED**

(Formerly Microsec Financial Services Limited)

CIN: L65993WB1989PLC047002

Regd. Office: Azimganj House, 2nd Floor, 7 Abanindra Nath Thakur Sarani (formerly Camac Street), Kolkata – 700017

Phone: (033) 2282 9330, Fax: (033) 2282 9335, E-mail: investors@sastasundar.com, Website: www.sastasundarventures.com

Folio/DP ID &amp; Client ID No.: .....

E-mail ID : .....

Name of the member (s): .....

Address: .....

I/We, being the member(s), holding.....shares of Sastasundar Ventures Limited hereby appoint:

- Name ..... Address.....  
E-mail Id..... Signature.....or failing him/her
- Name ..... Address.....  
E-mail Id..... Signature.....or failing him/her
- Name ..... Address.....  
E-mail Id..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on Tuesday, 14th August, 2018 at 10:30 a.m. at "Bharatiya Bhasha Parishad", 36A Shakespeare Sarani, 4<sup>th</sup> Floor, Kolkata - 700017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional *	
		For	Against
<b>Ordinary Business</b>			
1.	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		
2.	Re-appointment of Mrs. Abha Mittal (DIN: 00519777), who retires by rotation		
<b>Special Business</b>			
3.	Ordinary Resolution for the re-appointment of Mr. Banwari Lal Mittal (DIN: 00365809) as Managing Director & CEO for a further period of five years w.e.f. 1 <sup>st</sup> July, 2018		
4.	Special Resolution for the 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. 1 <sup>st</sup> April, 2019		

Signed this .....day of .....2018

Member's Folio /DP ID &amp; Client ID No.....Signature of Shareholder(s).....

Signature of Proxy holder(s).....

**Note:**

(1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

(2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 29th Annual General Meeting.

\* (3) It is optional to put a 'X' in the appropriate column against the Resolutions indicated to the Box. If you leave the 'For' or 'Against' column blank against any or all 'Resolution' your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Affix  
Revenue  
Stamp

**ELECTRONIC VOTING PARTICULARS**

EVSN (E-voting Sequence Number)	USER ID	PASSWORD
180709014		