

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: 11/09/2018

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

Sub: Minutes of the 29th Annual General Meeting held on 14th August, 2018

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

Dear Sir/ Madam,

We refer to our letter dated 15th August, 2018 with which we had furnished the details of the voting results at the Annual General Meeting held on 14th August, 2018.

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 Kumar Mani
Company Secretary and Compliance Officer

End: Minutes of the 29th Annual General Meeting

MINUTES OF THE TWENTY NINTH 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 14TH AUGUST, 2018 COMMENCED AT 10.30 AM AND CONCLUDED AT 12.50 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
Mr. R N Bhardwaj	Independent Director & Chairman of the Stakeholders Relationship Committee

Members Present:

Members Present in Person including representative - 477 (Number of shares represented - 24807403)
Proxies present - 9 (Number of shares represented -1366)

In attendance:

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

By Invitation:

Mr. Prabhat Agarwal	Representative of M/s Singhi & Co. 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.

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

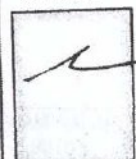
The Chairman informed the members that during the FY 2017-18 the Company have been able to expand its model and as a result:

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

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

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

CHAIRMAN'S INITIALS



Certified to be True Copy
For SASTASUNDAR VENTURES LIMITED

Biplab Kumar Mani

Company Secretary

MINUTE BOOK



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 29th 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. The remote e-voting was open from Saturday the 11th August, 2018 at 9:00 A.M. till Monday the 13th August, 2018 at 5:00 P.M.

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 21st May, 2018 along with the Explanatory Statement to be taken as read.

The Chairman thereafter read the resolutions as set forth in the Notice, its objectives and implications 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:

- 1 Consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2018 together with Report of the Board of Directors and Auditors thereon.

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, 2018 (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 Nandy

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, 2018, the Statement of Profit and Loss for the Financial Year ended 31st March, 2018 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.

- 2 Re-Appointment of Mrs. Abha Mittal (DIN: 00519777), who retires by rotation and being eligible, offers herself for re-appointment

The Chairman recommended the following resolution as an Ordinary Resolution:

"RESOLVED that Mrs, Abha Mittal (holding DIN 00519777), 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."

For SASTASUNDAR VENUTURES LIMITED

Proposed by : Mr. Sujit Pal

Beplat Kr Nandi

Company Secretary

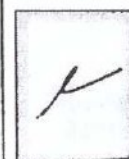
CHAIRMAN'S INITIALS

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	Seconded by : Mr. Amit Kumar Banerjee
Special Business:	
3	<p>Re-appointment of Mr. Banwari Lal Mittal (DIN: 00365809) as Managing Director & CEO for a period of Five years w.e.f. 1st July, 2018</p> <p>The Chairman recommended the following resolution as an Ordinary Resolution :</p> <p>"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 1st July, 2018 to 30th June, 2023 without any remuneration.</p> <p>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.</p> <p>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."</p> <p>Proposed by: Mr. Goutam Nandy Seconded by: Mr. Anindya Sunder Roy</p>
4	<p>Re-appointment of Mr. Parimal Kumar Chattaraj (DIN: 00893963) as Independent Non-Executive Director for a period of five years w.e.f. 1st April, 2019</p> <p>The Chairman recommended the following resolution as a Special Resolution :</p> <p>"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 on of Directors) Rules, 2014 (including any statutory modification on(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation on 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."</p> <p>Proposed by: Mr. Alok Kumar Pal Seconded by: Mr. Anindya Sunder Roy</p>
<p>The Chairman then 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.</p>	

CHAIRMAN'S INITIALS



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For SASTASUNDAR VENUTURES LIMITED

Beeplob to Manu

Company Secretary

MINUTE BOOK

Re.Dm

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.

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

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 15th August, 2018 forms part of this minutes and is enclosed as Annexure- A.

B. L. 

CHAIRMAN

Place: Kolkata

Date: 10/09/2018

Certified to be true copy
For SASTASUNDAR VENUTURES LIMITED

Biplab K. Mani
Company Secretary

CHAIRMAN'S
INITIALS

FOR SASTASUNDAR VENUTURES LIMITED
Biplab K. Mani
Company Secretary

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 21st May, 2018 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, 2018.

	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	24369424	182	24369606	100
(2) Voted against the resolution	79	0	79	Negligible
Total	24369503	182	24369685	100
(3) Invalid votes:	0	0	0	--

Resolution No.2: (Ordinary Resolution)

Re-Appointment of Mrs. Abha Mittal (DIN: 00519777), who retires by rotation and being eligible, offers herself for re-appointment

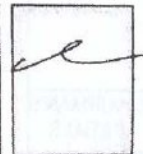
	Number of votes (shares) cast through Remote E-voting (1)	Number of Votes (shares) cast on Poll at the meeting (2)	Total (1)+(2)=(3)	%age of total valid vote cast
(1) Voted in favour of the resolution	24353724	182	24353906	100
(2) Voted against the resolution	79	0	79	Negligible
Total	24353803	182	24353985	100
(3) Invalid votes:	0	0	0	--

SPECIAL BUSINESS:**Resolution No.3: (Ordinary Resolution)**

Re-appointment of Mr. Banwari Lal Mittal (DIN: 00365809) as Managing Director & CEO for a period of Five years w.e.f. 1st July, 2018 .

	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	13753424	182	13753606	100
(2) Voted against the resolution	79	0	79	Negligible
Total	13753503	182	13753685	100
(3) Invalid votes:	0	0	0	--

CHAIRMAN'S INITIALS



Authorized to be done by
For SASTASUNDAR VENTURES LIMITED

Deepak Kr. Nair
Company Secretary

MINUTE BOOK



Resolution No.4: (Special Resolution)

Re-appointment of Mr. Parimal Kumar Chattaraj (DIN: 00893963) as Independent Non-Executive Director for a period of five years w.e.f. 1st April, 2019

	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	24369424	182	24369606	100
(2) Voted against the resolution	79	0	79	Negligible
Total	24369503	182	24369685	100
(3) Invalid votes:	0	0	0	--

S. C. Mani

Witnessed to be true copy
For SASTASUNDAR VENUTURES LIMITED

Deeptab K. Mani
Company Secretary

CHAIRMAN'S INITIALS