

SASTASUNDAR VENTURES LIMITED

CIN: L65993WB1989PLC047002

Registered Office: Azimganj House, 2nd Floor, 7 Abanindra Nath Thakur Sarani

(Formerly Camac Street), Kolkata - 700 017

Ph: (033) 2282 9330, Fax: (033) 2282 9335

Email: info@sastasundar.com • Website: www.sastasundarventures.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirtieth (30th) Annual General Meeting (AGM) of the Members of Sastasundar Ventures Limited will be held on Monday, the 30th September, 2019 at 10.30 a.m. at "Children's Little Theatre (CLT) - Aban Mahal", P-6, Gariahat Road (South), Kolkata - 700029 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, 2019 (both Standalone and Consolidated), together with Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ravi Kant Sharma (DIN: 00364066) who retires by rotation, and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Appointment of Mr. Bimal Kumar Patwari as an Independent Non-Executive Director:**

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 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Bimal Kumar Patwari (DIN: 00552793), who meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office from 24th July, 2019 upto the conclusion of the 33rd Annual General Meeting of the Company.”

4. **Re-appointment of Mr. Rajeev Goenka 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. Rajeev Goenka (DIN: 03472302), 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 for the second term to hold office from 26th May, 2020 upto the conclusion of 32nd Annual General Meeting of the Company.”

5. **Approval for continuation of Directorship of Mr. Parimal Kumar Chattaraj, in terms of Regulation 17(1A) of SEBI (LODR) Reg, 2015 for the remaining period of his existing term of directorship as Independent 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 Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions if any, consent of members of the Company be and is hereby accorded for continuation of Directorship of Mr. Parimal Kumar Chattaraj (DIN: 00893963) who was reappointed as Independent Director of the Company for a period of 5 years (w.e.f. 1st April, 2019 to 31st March, 2024) at the 29th Annual General Meeting of the Company held on August 14, 2018 by way of special resolutions for the remaining period of his existing term of Directorship as Independent Director of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

By Order of the Board
Sastasundar Ventures Limited

Registered Office:

Azimganj House, 2nd Floor,
7 Abanindra Nath Thakur Sarani
(formerly Camac Street), Kolkata - 700017
Date: 22nd August, 2019

Biplab Kumar Mani
Company Secretary
Mem No.- ACS 19883

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 CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS 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 24th September, 2019 to Monday, the 30th September, 2019 (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 to this notice.

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 2019 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 2019 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 30th 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 30th 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).

In pursuance to the SEBI Notification dated June 8, 2018 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized mode with the depository with effect from December 5, 2018. The said date was further extended vide SEBI Circular till April 1, 2019.

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 30th AGM and the Annual Report for the FY 2019 will also be available on the Company's website 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.
24. Members please note that in pursuance to section 124(5) of the Companies Act, 2013 final dividend for the financial year ended 31st March, 2012 which remains unpaid or unclaimed, will be due for transfer to the Investors Education and Protection Funds of the Central Government on 5th October, 2019. Members who have not encashed the unclaimed dividend are requested to approach the Company / the Registrar and Share Transfer Agent M/s Link Intime India Private Limited in this respect.
25. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (the "IEPF Rules") as amended, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall have to be transferred by the Company to the designated Demat account of the IEPF Authority ('IEPF Account') within a period of thirty days of such shares becoming due to be transferred to the IEPF Account.

The Company had sent individual notices and also advertised in the newspapers seeking action from the Members who have not claimed their dividends for seven consecutive years or more.

26. The Company has already transferred the unpaid or unclaimed dividends and corresponding shares upto the Financial Year ended 31st March, 2011. Members/claimants whose shares, unclaimed dividend, have been transferred to the IEPF Demat Account or the Fund, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF-5 (available on <http://www.iepf.gov.in>) along with requisite fee as decided by the IEPF Authority from time to time. The Member/claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.
27. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting; members are requested to bring their copies at the meeting.
28. 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.
29. 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 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 30th 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 Monday, 23rd September, 2019, 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* 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 Friday the 27th September, 2019 (at 9.00 a.m.) and ends on Sunday, the 29th September, 2019 (at 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. Monday, the 23rd September, 2019, 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*.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. 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* 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:

For Members holding shares in Demat Form and Physical Form	
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 first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of Sastasundar Ventures Limited.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) 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.
- (xx) 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 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.
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 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, under help section or write an email to 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 under help section or write an email to 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 on 24th July, 2019 on the recommendation of Nomination and Remuneration Committee have appointed Mr. Bimal Kumar Patwari (DIN: 00552793), as an Additional Director of the Company, categorized as Independent Director, in terms of Section 161 of the Companies Act, 2013. The Company has received notice in writing from a member proposing the candidature of Mr. Bimal Kumar Patwari for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 and 152 of the Companies Act, 2013.

The Company has received (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014, from Mr. Bimal Kumar Patwari to the effect that he is not disqualified in accordance with subsection (2) of Section 164 of the Companies Act, 2013 and (iii) declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In terms of Schedule IV of the Companies Act, 2013, the Board is of the opinion that Mr. Bimal Kumar Patwari, fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI Regulations and is independent of the management. A copy of the letter of appointment, setting out the terms and conditions of appointment of Mr. Bimal Kumar Patwari, is available on the website of the Company at www.sastasundarventures.com and is available for inspection, without any fee, by the members at the Company’s registered office during normal hours (11.00 am to 4.00 pm) on working days up to the date of the AGM.

Mr. Bimal Kumar Patwari is the 1st generation Entrepreneur and founder of Pinnacle Infotech Solutions, the acknowledged Global leader in providing innovative BIM based Engineering and Architectural solutions with global delivery centers in India, USA, Dubai, London, Zurich and Italy. He has done engineering from Indian Institute of Technology Kharagpur, India and MBA from IIM - Lucknow where he was awarded the ‘Director’s Gold Medal’ for academic excellence.

Mr. Patwari has extensively worked with Architects, Engineering Companies, Contractors and Government agencies in USA, Europe, Australia, India and Middle East. He is recognized for his visionary contribution to the innovative use of advanced BIM technology to improve efficiency, provide fast turnaround and reduce costs for the construction industry.

Mr Patwari has widely traveled and has spoken at various international conferences like Autodesk USA, ASHRAE- USA, BIM Summit Barcelona and Paris RTC- USA, Universities and Global technology forums. He has received several awards and recognition from NASSCOM, Government, TiE and other industry associations for his entrepreneurship and pioneering contribution to the construction industry.

The vision of Mr. Patwari is to ‘Stretch Technology to provide innovative solutions to delight customers’. He strongly believes that ‘Product’ is the most important of all 4Ps of Marketing.

Except Mr. Bimal Kumar Patwari, none of the Directors/ Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 3 of the notice.

The Board recommends the resolution set forth in item No. 3 of the notice for approval of the members.

ITEM No. 4:

Mr. Rajeev Goenka is an Independent Non-Executive Director and Member of the Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee of the Board of Directors of the Company. He joined the Board of Directors of the Company on 26th May, 2017. Mr. Goenka, was appointed as an Independent Non-Executive Director to hold office for three consecutive years upto 25th May, 2020 by the Members of the Company at the 28th AGM.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto three 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 on the Board of the 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. Goenka as an Independent Director of the Company for the second term from 26th May, 2020 up to the conclusion of the 32nd Annual General Meeting of the Company to be held in the year 2021.

Mr. Rajeev Goenka is a Graduate in Economics from Indiana University, Blomington, USA. He has Extensive knowledge and experience in marketing and brand development.

In the opinion of the Board, Mr. Goenka 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. Goenka 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. Goenka as an Independent Director.

Accordingly, the Board recommends Special Resolution in relation to re-appointment of Mr. Goenka as an Independent Director for the second term from 26th May, 2020 upto the conclusion of the 32nd Annual General Meeting of the Company for the approval by the shareholders of the Company.

Except Mr. Goenka, 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.

ITEM No. 5:

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on June 7, 2018 prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Mr. Parimal Kumar Chattaraj who was reappointed as an Independent Director of the Company at the 29th Annual General Meeting of the Company held on August 14, 2018 for a period of five years by way of special resolution. The present age of Mr. Chattaraj is 74 years.

In view of the said provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Nomination and Remuneration Committee discussed the matter and recommended the continuation of Directorship of the above Independent Director for the remaining period of his term.

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 specialized 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.

The above mentioned Independent Director is an expert in his respective field and his experience and valuable guidance is beneficial to the Company.

The Board based on the recommendation of Nomination and Remuneration Committee and considering benefits of the expertise of the aforesaid independent Director, has recommended the resolution for approval of shareholders by way of special resolution.

Except Mr. Parimal Kumar Chattaraj, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

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, 2019)

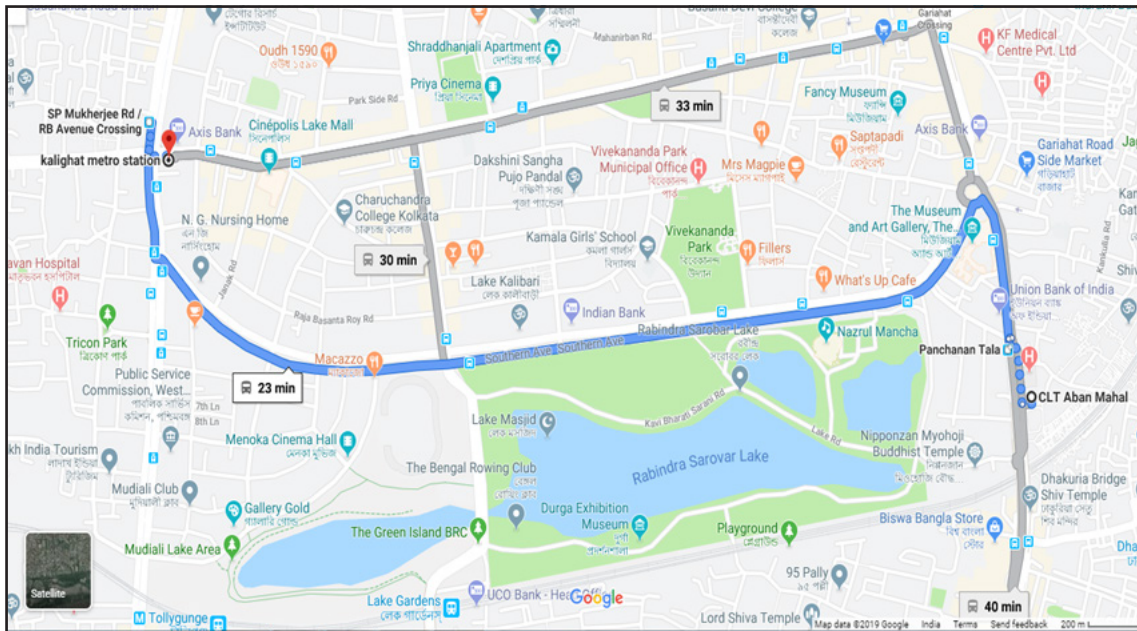
Name of Director	Mr. Ravi Kant Sharma	Mr. Bimal Kumar Patwari	Mr. Rajeev Goenka	Mr. Parimal Kumar Chattaraj
DIN	00364066	00552793	03472302	00893963
Date of Birth	10 th November, 1974	16 th August, 1965	12 th February, 1993	29 th September, 1945
Date of first appointment on the Board	30 th May, 2005	24 th July, 2019	26 th May, 2017	2 nd April, 2007
Expertise in specific functional Area	Wider Managerial expertise with rich experience on financial, strategic planning and technology application.	Mr. Patwari has extensively worked with Architects, Engineering Companies, Contractors and Government agencies in USA, Europe, Australia, India and Middle East. He is recognized for his visionary contribution to the innovative use of advanced BIM technology to improve efficiency, provide fast turnaround and reduce costs for the construction industry	Extensive knowledge and experience in marketing and brand development.	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.
Qualification	FCA	M.B.A - Indian Institute of Management B.Tech (Electronics Eng) - Indian Institute of Technology, Kharagpur	Graduate in Economics from Indiana University, Blomington, USA	BSc, PGDM, LL.B
Directorship in other public limited Companies	1. Innogrow Technologies Limited 2. Sastasundar Healthbuddy Limited 3. Genu Path Labs Limited 4. Happymate Foods Limited	NIL	NIL	1. Innogrow Technologies Limited 2. Sastasundar Healthbuddy Limited

Name of Director	Mr. Ravi Kant Sharma	Mr. Bimal Kumar Patwari	Mr. Rajeev Goenka	Mr. Parimal Kumar Chattaraj
Membership/ Chairmanship of *Committees of the Board of Directors of the Company	Member of the Audit Committee	NIL	NIL	Chairman of the Audit Committee Chairman of the Stakeholders Relationship Committee
Chairman/Member of the *Committee of the Board of Directors of other companies in which he/she is a Director	Member of the Audit Committee of Sastasundar Healthbuddy Limited	NIL	NIL	Chairman of the Audit Committee of Sastasundar Healthbuddy Limited
Shareholding of Director in the Company	4,97,393	2,18,525	78,916	NIL
Inter-se relations with any director/ KMP of the Company	NA	NA	NA	NA
Terms and conditions of appointment/ reappointment	NA	As per Explanatory Statement No. 3	As per Explanatory Statement No. 4	As per Explanatory Statement No. 5
Number of Board Meeting attended during the Financial Year 2018-19	4 out of 4	NA	3 out of 4	4 out of 4
Details of remuneration sought to be paid and the remuneration last drawn	NIL	The Independent Non-Executive Director are only paid sitting fees for attending meetings of the Board, its committees and Independent Directors separate meeting.	The Independent Non-Executive Director are only paid sitting fees for attending meetings of the Board, its committees and Independent Directors separate meeting.	The Independent Non-Executive Director are only paid sitting fees for attending meetings of the Board, its committees and Independent Directors separate meeting.

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



30th Annual General Meeting

Day & Date: Monday, 30th September, 2019

Time: 10:30 a.m.

Venue: "Children's Little Theatre (CLT) - Aban Mahal",
P-6, Gariahat Road (South), Kolkata - 700029

Landmark: Beside AMRI Hospital, Dhakuria

SASTASUNDAR VENTURES 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 30th Annual General Meeting of the Company at "Children's Little Theatre (CLT) Aban Mahal", P-6 Gariahat Road (South), Kolkata – 700029, on Monday, 30th September, 2019 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 & 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 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 & 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:		
(1) Name	Address.....or failing him/her
E-mail Id.....	Signature.....	
(2) Name	Address.....or failing him/her
E-mail Id.....	Signature.....	
(3) Name	Address.....or failing him/her
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 30th Annual General Meeting of the Company, to be held on Monday, 30th September, 2019 at 10:30 a.m. at "Children's Little Theatre (CLT) - Aban Mahal", P-6 Gariahat Road (South), Kolkata - 700029 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional *	
		For	Against
Ordinary Business			
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, 2019		
2.	Re-appointment of Mr. Ravi Kant Sharma (DIN: 00364066), who retires by rotation		
Special Business			
3.	Ordinary Resolution for the appointment of Mr. Bimal Kumar Patwari (DIN: 00552793) as an Independent Non-Executive Director from 24th July, 2019 upto the conclusion of the 33rd Annual General Meeting of the Company		
4.	Special Resolution for the re-appointment of Mr. Rajeev Goenka (DIN: 03472302) as an Independent Non-Executive Director for second term from 26th May, 2020 upto the conclusion of 32nd Annual General Meeting of the Company		
5.	Special Resolution for the approval for continuation of Directorship of Mr. Parimal Kumar Chattaraj (DIN: 00893963), in terms of Regulation 17(1A) of SEBI (LODR) Reg, 2015, for the remaining period of his existing term of directorship as Independent Director		

Signed thisday of2019

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

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

Affix
Revenue
Stamp

Note:

- 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.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 30th Annual General Meeting.
- * 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.

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	USER ID	PASSWORD
190903038		