

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

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

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

Notice of Annual General Meeting

NOTICE is hereby given that the Twenty-Eighth Annual General Meeting (AGM) of the members of Sastasundar Ventures Limited will be held on Tuesday, the 8th August, 2017 at 10.30 a.m. at "Bharatiya Bhasha Parishad", 36A Shakespeare Sarani, 4th Floor, Kolkata - 700 017 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, 2017 (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.
3. To appoint the Auditors in place of the existing Auditors and 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 139, 141 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re enactment thereof for the time being in force) and upon the recommendation of the Audit Committee, M/s. Singhi & Co., Chartered Accountants (Firm registration No. 318086E), be and are hereby appointed as Statutory Auditors of the Company, in place of retiring auditors M/s S.R. Batliboi & Co. LLP, (Firm registration No. 301003E/ E300005), Chartered Accountants to hold office from the conclusion of this 28th Annual General Meeting till the conclusion of the 33rd Annual General Meeting of the Company, subject to ratification by members every year, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. To consider, and if thought fit, to pass, with or without modification(s), the following Resolution with Special Majority as per Section 233(1)(b):

"RESOLVED THAT pursuant to the provisions of Section 233 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "Act") and the rules made there under and subject to registration by the Central Government or approval of the National Company Law Tribunal, as the case may be and such other requisite approvals, permissions and sanctions of regulatory and other authorities as may be required and subject to such conditions and modifications as may be prescribed by the Registrar of Companies and the Official Liquidator, as accepted by the Board and the members, the Scheme of Amalgamation of M/s PRP Technologies Limited ("PTL"), M/s Myjoy Tasty Food Private Limited ("MTFPL"), being the wholly owned subsidiaries of the Company and M/s Myjoy Hospitality Private Limited ("MHPL"), the wholly-owned subsidiary of Myjoy Tasty Food Private Limited (collectively referred to as "the Transferor Companies"), with the Company ("the Scheme") as placed before the meeting and initialed by the chairman of the meeting for the purpose of identification, be and is hereby approved.

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

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

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

5. 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 Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Rajeev Goenka (DIN: 03472302) who was appointed as an Additional Director of the Company, categorized as Independent, by the Board of Directors with effect from 26th May 2017, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013, from a member proposing Mr. Rajeev Goenka for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 26th May 2017 to hold office up to 25th May 2020, not liable to retire by rotation.”

By Order of the Board
Sastasundar Ventures Limited

Registered Office:
Azimganj House, 2nd Floor,
7 Abanindra Nath Thakur Sarani
(Formerly Camac Street), Kolkata - 700 017
Date : 26-05-2017

Sd/-
Biplab Kumar Mani
Company Secretary
Mem No.- ACS 19883

NOTES:

1. The Statement pursuant to Section 102(1) 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. 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 1st August, 2017 to Tuesday, the 8th August, 2017 (both days inclusive).
6. 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.
7. 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.
8. 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.
9. 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.
10. In case of joint shareholders attending the meeting, joint holder whose name is higher in the order of names will be entitled to vote.
11. 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.
12. 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 the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India is annexed.

13. 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.
14. 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.
15. Electronic copy of the Annual Report for 2017 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes 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 2017 is being sent through the permitted mode.
16. 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, notice of the 28th 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) for communication purposes unless any member has requested for a hard copy of the same. Physical copies of the Notice of the 28th 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 in the permitted mode whose e-mail ID are not registered with the Company / Depository Participant.
17. 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).
18. 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.
19. 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.
20. Members may also note that the Notice of the 28th AGM and the Annual Report 2017 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
21. 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.
22. 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 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, 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 matters listed in this Notice 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 28th 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.

E-voting Instructions:

- (i) The voting period begins on Saturday, the 5th August, 2017 (10.00 a.m.) and ends on Monday, the 7th August, 2017 (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, 1st August, 2017, 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 allow 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:

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)
DOB#	Enter your date of birth as recorded in your demat account or in the Company records in respect of your shareholding in the Company in dd/mm/yyyy format
Dividend Bank Details#	Enter your bank account number for the purpose of dividend as registered with your depository participant in case of electronic shares or with the Company in respect of physical shares

*Members who have not updated their PAN with the Company / Depository Participant, are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field. In case the Folio No. is less than 8 digits, enter the applicable number of 0's before the number and after the first two characters of the name in CAPITAL letters. e.g. if your name is Ramesh Kumar with Folio No. 1 then enter RA00000001 in the PAN field.

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 E-voting instructions serial no. (iv) above.

- (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 for "Sastasundar Ventures Limited" on which you choose to vote.
- (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 Demat account holder has forgotten the changed 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) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log in 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 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.
- (xx) 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.
- (xxi) 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.

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

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) 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.

23. 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.
24. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM, thereafter unblock the votes cast through remote e-voting in presence of at least two (2) witnesses not in the employment of the Company and shall within a period not exceeding forty eight (48) hours from the conclusion of the AGM make a consolidated Scrutinizer’s Report of the total votes cast in favour or against each of the resolutions as set out in this Notice and submit the same to the Chairman or any other Director/person authorized by the Chairman of the Company for counter signature. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.sastasundarventures.com and on the website of the CDSL www.evotingindia.com immediately after the declaration of result by the Chairman of the Meeting or the person authorized by him in writing. The results shall also be simultaneously communicated to the Stock Exchanges and displayed on the Notice Board of the Company at its Registered Office.
25. The copies of the following documents as prescribed under Rule 25(3) of The Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 are being circulated along with this notice and the same formulates an integral part of the notice:-
- Proposed Scheme of Amalgamation;
 - Declaration of Solvency in Form CAA-10;
 - Statement with prescribed Disclosures under Rule 25(3)(A) read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 as a Part of Explanatory Statement.
26. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 4.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

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

ITEM No – 4:

STATEMENT UNDER SECTION 233 OF THE COMPANIES ACT, 2013, SECTION 230(3) READ WITH RULE 25 OF THE COMPANIES (COMPROMISE, ARRANGEMENTS AND AMALGAMATION) RULES, 2016

- 1) The accompanying Notice has been sent for convening meeting of the Equity Shareholders of Sastasundar Ventures Limited, pursuant to Section 233 of the Companies Act, 2013 and the Rules made thereunder, for the purpose of considering and, if thought fit, approving, with or without modification, the proposed Scheme of Amalgamation of the wholly-owned subsidiary companies namely, PRP Technologies Limited, Myjoy Tasty Food Private Limited and Myjoy Hospitality Private Limited with the Company and their respective shareholders and creditors.

2) A copy of the Scheme setting out details of parties involved in the proposed Scheme, appointed date, registration date, share exchange ratio and other relevant particulars is attached herewith and forms part of the Notice as well as this Explanatory Statement thereto.

3) **Background of the companies involved in the Scheme is as under:**

i) **PRP Technologies Limited (“PTL” or “The Transferor Company 1”)**

- a) PTL was incorporated under the Companies Act, 1956 in the name of “PRP Technologies Limited” (PTL) on 16th October, 2007 and its Corporate Identity number is U72200WB2007PLC119759. The Permanent Account Number (PAN) is AAACP4235F.
- b) The registered office of PTL is situated at Shivam Chambers, 1st Floor, 53, Syed Amir Ali Avenue, Kolkata-700019. The email id of PTL is info@sastasundar.com. PTL does not have a dedicated website.
- c) The details of Authorized, issued and subscribed and paid up share capital of PTL as on March 31, 2017 are as under:

Particulars	Amount (Rs.)
Authorized Capital	
3,32,000 Equity shares of Rs. 10/- each	33,20,000
Total	33,20,000
Issued, Subscribed and Paid-up	
3,31,542 Equity shares of Rs. 10/- each	33,15,420
Total	33,15,420

Subsequent to the above date there is no change in the issued, subscribed and paid-up share capital of PTL.

- d) PTL is a public limited company and the equity shares of PTL are not listed on any stock exchange.
- e) Summary of main objects of PTL as per its Memorandum of Association is as follows:
 1. *To set up, manage, research, develop, and maintain software technology park (STP), websites, internet gateways, software development centers, multimedia, animation centers, portals to have multiple setups, information centers and consultancy to do the business of internet service provider (ISP), ERP/CRM in India or abroad. To provide clients with complete internet web based solutions, to develop components of and E-commerce solution or application for E-business. To provide and develop M- commerce related activities within India or outside India. To provide services in respect of advertising, marketing and delivery of goods, franchising, licensing, services and information through web technology and for transmitting and transferring of data, information, selling data bases and other related activities.*
 2. *To carry on Business Process Outsourcing (BPO) including scanning and digitization of data and Information Technology Enables Services (ITES) in the field of graphics, web designing, finance and accounting , computing, human resources, customer relationship management, content management, procurement outsourcing , education and training and all other activities carried on by BPO in the field of information technology and to set up and organize call centres providing data processing/computer facilities, training and consultancy services and all types of work & services offered by call centres to industries, trade, business & other types of customers.*
 3. *To carry on business in India and elsewhere as Exporters, Importers, Buyers, Sellers and Dealers in Electronics Systems, information Technology including Consultancy, Computer Hardware, telecom hardware, Software development, infotech Services, Enterprise Solutions, Outsourcing, Facility management, Internet, E-Commerce, Entertainment, Education and Training. To create telecommunications networks and information highways in whole territory of India. To provide basic telephone and value added services including Internet, Email, facsimile, cellular phone, mobile satellite phones, radio-paging, voice-mail, audio text, video text and data services video and computer conferencing, television and radio broadcasting, telemedicine, tele-education, telemarketing and all other services related thereto.*
 4. *To acquire, purchase, sell, transfer, subscribe, invest, hold, dispose of and/or deal in share, stocks, debentures, debenture stocks, unique bonds, mutual fund shares, unit securities, commercial papers or other financial instruments and/or obligations issued by the company or companies, constituted or carry on business in India or elsewhere or invest in shares or securities in group companies or bodies, financial institutions, banks insurance companies, corporation, public sector undertaking and/or trust whether in India or elsewhere.*
- f) During the last five years, there has been no change in name and the registered office of PTL.
- g) A new sub clause (4) after sub clause (3) of clause III (A) in the “The Main Objects of the Company to be perused on its incorporation are” of the Memorandum of Association of the Company was inserted. The said sub clause was approved by the members at their meeting held on Tuesday, the 30th December, 2014 and the Registrar of

Companies, West Bengal vide its letter dated 13th January, 2015 has confirmed the alteration of objects clause of PTL and except that there has been no change in the object clause since last 5 years.

- h) PTL is engaged in the business to set up, manage, research, develop and maintain Software Technology Park (STP), websites and E-commerce solution or application for E-business and investment.
- i) Names of the promoters and directors along with their addresses & shareholding:

Name	Address	Shares Held
Promoter & Promoter Group		
Sastasundar Ventures Limited	Azimganj House, 2 nd Floor, 7 Abanindra Nath Thakur Sarani (Formerly Camac Street), Kolkata – 700017	3,31,542*
Directors		
Ravi Kant Sharma (DIN-00364066)	Space Town Housing Complex, Block-10, Flat 3L, VIP Road, Raghunathpur, Kolkata - 700052	NIL
Parimal Kumar Chattaraj (DIN-00893963)	3H Singhi Park, 48/3 Gariahat Road, Kolkata - 700019	NIL
Amrit Daga (DIN-07365272)	106 Kiran Chandra Singha Road, Ganges Garden, Block-B-10, Flat - 2E, Howrah- 711102	NIL

* including shares held by its nominee(s)

Except Mr. Ravi Kant Sharma (holding 5,83,893 shares in the Transferee Company), none of the Directors of PTL hold any share in the Transferee Company.

ii) **Myjoy Tasty Food Private Limited (“MTFPL” or “The Transferor Company 2”)**

- a) MTFPL was incorporated under the Companies Act, 1956 in the name of “Myjoy Tasty Food Private Limited” (“MTFPL”) on 11th May, 2011 and its Corporate Identity number is U55209WB2011PTC162516. The Permanent Account Number (PAN) is AAHCM2163Q.
- b) The registered office of MTFPL is situated at Jindal Towers, 21/1A/3, Darga Road, Unit-502, Block-B, 5th Floor, Kolkata - 700017, West Bengal. The email id of MTFPL is *myjoyfunandfood@gmail.com*. MTFPL does not have a dedicated website.
- c) The details of Authorized, issued and subscribed and paid up share capital of MTFPL as on March 31, 2017 are as under:

Particulars	Amount (Rs.)
Authorized Capital	
1,00,000 Equity shares of Rs. 10/- each	10,00,000
Total	10,00,000
Issued, Subscribed and Paid-up	
50,000 Equity shares of Rs. 10/- each	5,00,000
Total	5,00,000

Subsequent to the above date there is no change in the issued, subscribed and paid-up share capital of MTFPL.

- d) MTFPL is a private limited company and the equity shares of MTFPL are not listed on any stock exchange.
- e) Summary of main objects of MTFPL as per its Memorandum of Association is as follows:
- To carry on the business of food in all its field starting from agriculture, processing & manufacturing and distribution by sales, services by way of setting up and operation of restaurants, cafeteria, inns, fast food centers & other outlets of selling and to carry on the business of entertainment in all its field including setting up of amusement parks, clubs, picnic garden, resorts, cinema halls, dance clubs and all other centers of entertainment and to carry on the business of beauty and pharmaceuticals including business of smoking items, & beauty products & cosmetic products, pharmaceutical Products & all other related items, to carry on business of manufacturing ice cream and other dairy products and also to manufacture, buy, sell, improve, treat, preserve, fine, aerate, mineralize, bottle and otherwise deal in mineral and aerated waters and other liquids of every description and to carry on the business of manufacturers and dealers in milk, cream, butter, ghee, condensed milk, pasteurized milk (plain and flavored) whether or not in bottles, polythene packs, matted milk, milk powder, milk foods and milk preparation of all kinds.*
 - To carry on business as bakers and manufacturers of bread, flour, biscuits, cakes, pastries, cookies and farinaceous compounds and materials of every description, and sweets, confectionery and other foods, commodities or articles which may conveniently be sold therewith including dairy products and to manufacture, buy, sell, improve, treat, preserve, fine, aerate, mineralize, bottle and otherwise deal in mineral and aerated*

waters and other liquids of every description, to sell, import, export, improve, prepare, trade, market and to carry on the business of manufacturers and dealers in frozen vegetables, fruits and preservable product and jam jellies, pickles, cider, chutney, marmalades, vinegars ketchup, juices, squashes, syrups, powder (edible), drinks and other eatables.

- f) During the last five years, there has been no change in name and the registered office of MTFPL.
- g) During the last five years there was no change in object clause of MTFPL.
- h) MTFPL is engaged in the business of food in all its field starting from agriculture, processing & manufacturing and distribution by sales, services by way of setting up and operation of restaurants, cafeteria, inns, fast food centers & other outlets.
- i) Names of the promoters and directors along with their addresses & shareholding:

Name	Address	Shares Held
Promoter & Promoter Group		
Sastasundar Ventures Limited	Azimganj House, 2 nd Floor, 7 Abanindra Nath Thakur Sarani (Formerly Camac Street), Kolkata – 700017	50,000*
Directors		
Ramesh Kumar Sharma (DIN-05338207)	34, Jeliapara Lane, Salkia, Howrah - 711106	NIL
Biplab Kumar Mani (DIN-05329573)	407, Baghajatin Place, Kolkata - 700086	NIL
Amrit Daga (DIN-07365272)	106 Kiran Chandra Singha Road, Ganges Garden, Block-B-10, Flat - 2E, Howrah - 711102	NIL

* including shares held by its nominee(s)

Except Mr. Biplab Kumar Mani (holding 50 shares in the Transferee Company), none of the Directors of MTFPL hold any share in the Transferee Company.

iii) **Myjoy Hospitality Private Limited (“MHPL” Or “The Transferor Company 3”)**

- a) MHPL was incorporated under the Companies Act, 1956 in the name of “Myjoy Hospitality Private Limited” (MHPL) on 10th May, 2011 and its Corporate Identity number is U55101WB2011PTC162474. The Permanent Account Number is AAHCM2345J.
- b) The registered office of MHPL is situated at Jindal Towers, 21/1A/3, Darga Road, Unit-502, Block-B, 5th Floor, Kolkata-700017, West Bengal. The email id of MHPL is *myjoyfunandfood@gmail.com*. MHPL does not have a dedicated website.
- c) The details of Authorized, issued and subscribed and paid up share capital of MHPL as on March 31, 2017 are as under:

Particulars	Amount (Rs.)
Authorized Capital	
1,00,000 Equity shares of Rs. 10/- each	10,00,000
Total	10,00,000
Issued, Subscribed and Paid-up	
50,000 Equity shares of Rs. 10/- each	5,00,000
Total	5,00,000

Subsequent to the above date there is no change in the issued, subscribed and paid-up share capital of MHPL.

- d) MHPL is a private limited company and the equity shares of MHPL are not listed on any stock exchange.
- e) Summary of main objects of MHPL as per its Memorandum of Association is as follows:
 1. *To carry on business of Hotels, Drive in Hotels, Motels, Health Resorts, Holiday Resorts, Fast Food Centers, Guest Houses, refreshment/ recreation rooms, Dormitories, Restaurant, Café Tavern, Beer House, Restaurant Room and Lodging House Keepers and to carry on the business of providing boarding and lodging houses, hotels, taverns, clubs, bars, rooms, tea and coffee shops, cafes, snack bars, travelers, dry cleaners, caterer, and contractors, in all or any the branches of the Company as bakers, confectioners, dairyman, grocers, green grocers, poultries, farmers, ice merchants, ice cream manufacturers, manufacturer of aerated waters, mineral, beverage waters, and other drinks required for the company’s business, to construct, develop promote acquire, maintain sell, maintain, sell, take or given on lease, dispose off and otherwise deal in all types of Holiday Resorts, Cottage Aqua Theme Park Amusement Parks, Theme Parks, Farm House, Guest House, Hotel restaurants, Opera Houses, Entertainment Centers and Club, to carry on the Travel Agency and to act as tourist agents and contractors and to facilitate travelling and to provide for tourists, and travelers or promote the provision of conveniences of all kinds and to carry on the business of running institutes of training persons in management*

of Hotels, travel services, Cooking and catering services and to erect, construct, establish and to provide all kinds of catering, conveniences improvements, entertainment for customers and others and in particulars reading, writing recreations, clubs store, provisions, shops, bath, and swimming pools and tanks, to carry on the business of Licensed Victuallers Wine Bear and Spirit Merchants, Brewers, Maltsters, Distillers and Manufacturers of aerated minerals and artificial water and other drinks, purveyors, caterers for public amusements and to carry on in India and elsewhere all or any of the business of caterers, cab owners and hirers, travels agents, provisions and club dealing in sport, art entertainment activities including music dance and drama.

2. To carry on the business of food in all its field starting from agriculture, processing & manufacturing and distribution by sales, services & by way of setting up and operation of restaurants, cafeteria, inns, fast food centres & other outlets of selling, to carry on the business of entertainment in all its field including setting up of amusement parks, clubs, picnic garden, resorts, cinema halls, dance clubs and all other centres of entertainment, to carry on the business of beauty and pharmaceuticals including business of smoking items & beauty products & cosmetics products, pharmaceutical Products & all other related items, to carry on business as bakers and manufacturers of bread, flour, biscuits, cakes and farinaceous compounds and materials of every description, and sweets, confectionery and other foods, commodities or articles which may conveniently be sold therewith including dairy products and to manufacture, buy, sell, improve, treat, preserve, fine, aerate, mineralize, bottle and otherwise deal in mineral and aerated waters and other liquids of every description.

- f) During the last five years there has been no change in name and the registered office of MHPL.
- g) During the last five years there was no change in object clause of MHPL.
- h) MHPL is engaged in the business of Hotels, Drive in Hotels, Motels, Health Resorts, Holiday Resorts, Fast Food Centers, Guest Houses, Refreshment/recreation, rooms, Dormitories, Restaurants, etc.
- i) Names of the promoters and directors along with their addresses & shareholding:

Name	Address	Shares Held
Promoter & Promoter Group		
Myjoy Tasty Food Private Limited	Jindal Towers, 21/1A/3 Darga Road, Block B, Unit 502, 5 th Floor, Kolkata - 700017	50,000*
Directors		
Ramesh Kumar Sharma (DIN-05338207)	34, Jeliapara Lane, Salkia, Howrah - 711106	NIL
Biplab Kumar Mani (DIN-05329573)	407, Baghajatin Place, Kolkata - 700086	NIL
Amrit Daga (DIN-07365272)	106 Kiran Chandra Singha Road, Ganges Garden, Block-B-10, Flat - 2E, Howrah - 711102	NIL

* including shares held by its nominee(s)

Except Mr. Biplab Kumar Mani (holding 50 shares in the Transferee Company), none of the Directors of MHPL hold any share in the Transferee Company.

iv) **Sastasundar Ventures Limited (“SSVL” Or “The Transferee Company”)**

- a) SSVL was incorporated under the Companies Act, 1956 in the name of “Satyam Fiscal Services Private Limited” on 6th June, 1989 and its Corporate Identity number is L65993WB1989PLC047002. The Permanent Account Number is AADCS7147N.
- b) The Registered office of SSVL is situated at Azimganj House, 2nd Floor, 7 Abanindra Nath Thakur Sarani (Formerly Camac Street), Kolkata – 700017. The email id of SSVL is info@sastasundar.com. SSVL has a designated website www.sastasundarventures.com.
- c) The details of Authorized, issued and subscribed and paid up share capital of SSVL as on March 31, 2017 are as under:

Particulars	Amount (Rs.)
Authorized Capital	
3,50,00,000 Equity Shares of Rs. 10/- each	35,00,00,000
Total	35,00,00,000
Issued, Subscribed and Paid-up	
3,18,10,500 Equity Shares of Rs. 10/- each	31,81,05,000
Total	31,81,05,000

Subsequent to the above date there is no change in the issued, subscribed and paid-up share capital of SSVL.

- d) SSVL is a public limited company and the equity shares of SSVL are listed on BSE Limited and National Stock Exchange of India Limited.

- e) Summary of main objects of SSVL as per its Memorandum of Association is as follows:
1. To promote, form or acquire any company and to take or otherwise acquire, hold and dispose off or otherwise deal in and invest in any shares, debentures and other securities in or of any company or companies.
 2. To carry on the business of financing, lending, leasing, hire purchase arrangements and providing assets on rent.
 3. To Carry on the business of investment, finance and to acquire by purchase or otherwise, buy, undertake, subscribe, exchange, hold, sell, transfer, hypothecate, deal in and dispose of any shares, bonds, stocks, obligations, securities, debentures, debenture stocks, bonds, properties & certificates.
 4. To provide all kinds of consultancy and advisory services.
 5. To promote, run and operate Mutual Funds, Venture Capital Fund, Portfolio Management Services subject to required regulatory Licenses.
 6. To carry on business of Information Technology & Information Technology enabled services including Hardware, Software, Process Management, Facility Management, E-Commerce and Internet Services.
- f) During the last five years the details of change of name, registered Office are as below:
- Change of Name:** The name of the Company was changed from Microsec Financial Services Limited to Sastasundar Ventures Limited on 26th October, 2016.
- Change of Registered office :** The Registered office of the Company was changed to present location i.e. Azimganj House, 2nd Floor, 7 Abanindra Nath Thakur Sarani (Formerly Camac Street), Kolkata - 700 017 from Shivam Chambers, 1st Floor, 53 Syed Amir Ali Avenue, Kolkata – 700 019 on 11th November, 2016.
- g) A new “clause 30” after the existing Clause 29 of Clause “3 (C) – The Other Objects for which the Company is established are” of the Memorandum of Association of the Company was inserted pursuant through Postal Ballot notice dated 8th February, 2013 and except that there has been no change in the objects of the Company since last five years.
- h) SSVL is a Core Investment Company. It operates through several subsidiaries including the above stated Transferor Companies, namely MyJoy Tasty Food Private Limited (MTFPL), MyJoy Hospitality Private Limited (MHPL) & PRP Technologies Limited (PTL). The Company is focusing largely on the business of Digital Network of Healthcare through its subsidiaries. The Company had reached pinnacle of excellence with its Innovative Information and knowledge based web portal www.sastasundar.com through one of its subsidiary. It has emerged as a clear leader in the digital healthcare space and has become a trusted household name among customers.
- i) Names of the promoters and directors along with their addresses & shareholding:

Name	Address	Shares Held
Promoter & Promoter Group		
Banwari Lal Mittal	1 Ashoka Road· 7th Floor, Flat 7A, Kolkata – 700027	1,08,16,000
Ravi Kant Sharma	Space Town Housing Complex, Block-10, Flat 3L, VIP Road, Raghunathpur, Kolkata – 700052	5,83,893
Ravi Kant Sharma jointly with Luv Kush Projects Limited as Trustee of Microsec Vision Trust One	Shivam Chambers, 1 st Floor, 53 Syed Amir Ali Avenue, Kolkata – 700019	12,41,000
Bharati Sharma	Space Town Housing Complex, Block-10, Flat 3L, VIP Road, Raghunathpur, Kolkata – 700052	3,23,200
Abha Mittal	1 Ashoka Road· 7th Floor, Flat 7A, Kolkata – 700027	15,700
Topview Enclaves LLP	25D Harish Mukherjee Road, 1E, 1 st Floor, Kolkata – 700025	76,91,834
Luv Kush Projects Limited	25D Harish Mukherjee Road, 1E, 1 st Floor, Kolkata – 700025	15,85,675
Longrange Management Services Pvt Ltd	25D Harish Mukherjee Road, 1E, 1 st Floor, Kolkata – 700025	8,00,000
Directors		
Banwari Lal Mittal (DIN-00365809)	1 Ashoka Road, 7th Floor, Flat-7A, Kolkata – 700027	1,08,16,000
Ravi Kant Sharma (DIN-00364066)	Space Town Housing Complex, Block-10, Flat 3L, VIP Road, Raghunathpur, Kolkata – 700052	5,83,893
Parimal Kumar Chattaraj (DIN-00893963)	3H Singhi Park, 48/3 Gariahat Road, Kolkata – 700019	NIL
Deba Prasad Roy (DIN-00049269)	Apt. 505, Nestle I.B. Wing, Pandurang Budhkar Marg, Mumbai - 400013, Maharashtra	NIL
Raj Narain Bhardwaj (DIN-01571764)	402, Moksh Apartments, Upper Govind Nagar, Malad East, Mumbai - 400097, Maharashtra	NIL
Abha Mittal (DIN-00519777)	1 Ashoka Road, 7th Floor, Flat-7A, Kolkata – 700027	15,700
Rajeev Goenka (DIN-03472302)	18, British India Street, 3rd Floor, Kolkata - 700069	78,916

4) BACKGROUND OF THE SCHEME

- 4.1 The Transferee Company (SSVL), a listed public limited company incorporated on 6th June, 1989 is a Core Investment Company and it operate through several subsidiaries and is focusing largely on the business of Digital Network of Healthcare. The Transferee Company had reached pinnacle of excellence with its Innovative Information and knowledge based web portal www.sastasundar.com through one of its subsidiary. It has emerged as a clear leader in the digital healthcare space in India and has become a trusted household name among customers.
- 4.2 The Transferor Company (PTL) is a limited company incorporated on 16th October, 2007 under the provisions of Companies Act, 1956. It is a wholly owned subsidiary of the Transferee Company. It engage in business to set up, manage, research, develop and maintain Software Technology Park (STP), websites and E- commerce solution or application for E-business and investment.
- 4.3 The Transferor Company (MTFPL) is a private limited company incorporated on 11th May, 2011, under the provisions of Companies Act, 1956. It engage in the business of business of food in all its field starting from agriculture, processing & manufacturing and distribution by sales, services by way of setting up and operation of restaurants, cafeteria, inns, fast food centers & other outlets.
- 4.4 The Transferor Company (MHPL) is a private limited Company incorporated on 10th May, 2011 under the provisions of Companies Act, 1956. It engage in the business of Hotels, Drive in Hotels, Motels, Health Resorts, Holiday Resorts, Fast Food Centers, Guest Houses, Refreshment/recreation, rooms, Dormitories, Restaurants etc.
- 4.5 The scheme envisages amalgamation of M/s PRP Technologies Limited, M/s Myjoy Tasty Food Private Limited and M/s Myjoy Hospitality Private Limited with the Company. On becoming effective, the Transferor Companies shall stand dissolved without any further act or deed.

5) RATIONALE OF THE SCHEME:

- 5.1 The Transferee Company SSVL (Formerly Known as Microsec Financial Services Limited) is a Core Investment Company and it operate through several subsidiaries and is focusing largely on the business of Digital Network of Healthcare. The company had reached pinnacle of excellence with its Innovative Information and knowledge based web portal www.sastasundar.com through one of its subsidiary. It has emerged as a clear leader in the digital healthcare space in India and has become a trusted household name among customers.
- 5.2 MTFPL, a wholly owned subsidiary of the Transferee Company, was mainly incorporated with the object of manufacturing food items including ice creams and other dairy products, through setting up of manufacturing units and conducting sales through different distribution channels. In due course of time, the same could not be materialized and the company had utilized its idle funds in trading and has earned revenue from the same. MHPL, a wholly owned subsidiary of MTFPL and a Step down subsidiary of the Transferee Company, was incorporated to carry on the business of maintaining hotels, motels, resorts, guest houses etc including business of providing tea & coffee shops, cafes, snacks bar in the branches of the Company. However, currently, the company has no revenue earning operations. PRP Technologies Limited (PTL), another wholly owned subsidiary of the Transferee Company, was acquired by SSVL to provide online value added services. PTL is, inter alia, engaged in the business of information technology and investments.
- 5.3 In view of insignificant business operations of MTFPL and MHPL and the current business activities of PTL, the proposed merger will result in consolidation of the entire Investment business in the hands of the Transferee Company. The proposed merger shall, however, not result in the Transferee Company becoming a Non-Banking Financial Company.
- 5.4 The proposed merger will further lead to reduction of entities and thereby cause reduction in overheads and costs. Such merger accordingly, will be in the best interest of all the applicant companies and their shareholders.

6) SALIENT FEATURES OF THE SCHEME:

- 6.1 This scheme of amalgamation is presented under sections 233 and other applicable provisions of the Companies Act, 2013 for the amalgamation of PRP Technologies Limited, Myjoy Tasty Food Private Limited and Myjoy Hospitality Private Limited ("The Transferor Companies") with SASTASUNDAR VENTURES LIMITED ("The Transferee Company").
- 6.2 The Transferor Companies and the Transferee Company have filed Form CAA.9 along with the Draft Scheme of Amalgamation to the Registrar of Companies, Kolkata and the Official Liquidator, Kolkata in terms of section 233 of the Companies Act, 2013 and the rules made there under.
- 6.3 "Appointed Date" for the scheme is April 1, 2016.
- 6.4 "Registration Date" means the dates on which the Central Government registers the Scheme and issues a confirmation thereof to the Transferee Company/Transferor Company under section 233(3) or 233(7) of the Act, as the case may be;
- 6.5 Upon the coming into effect of this Scheme and with effect from the Appointed Date, the Undertaking of the Transferor Companies shall, pursuant to the provisions of Section 233 and other applicable provisions, if any, of the Act, be and stand transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company, as a going concern without any further act, instrument, deed, matter or thing to be done, made, executed so as to become, as and from the Appointed Date, the undertaking of the Transferee Company by virtue of and in the manner provided in this Scheme.

- 6.6 All the assets and properties comprised in the Undertaking, of whatsoever nature and wheresoever situate, whether or not recorded in the books of the Transferor Companies, including assets and properties acquired on or after the appointed date, shall, under the provisions of Section 233 and all other applicable provisions, if any, of the Act, without any further act or deed, be and stand transferred to and vested in the Transferee Company or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become, the assets and properties of the Transferee Company.
- 6.7 In respect of such of the assets and properties of the Transferor Companies as are movable in nature or incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and/or delivery, the same shall be so transferred by the Transferor Companies and shall, upon such transfer, become the assets and properties of the Transferee Company as an integral part of the Undertaking, without requiring any separate deed or instrument or conveyance for the same.
- 6.8 In respect of movables other than those dealt with in clause 6.7 above, assets including sundry debts, receivables, bills, credits, loans and advances, if any, whether recoverable in cash or in kind or for value to be received, bank balances, investments, earnest money and deposits with any Government, quasi government, local or other authority or body or with any company or other person, the same shall on and from the Appointed Date stand transferred to and vested in the Transferee Company without any notice or other intimation to the debtors (although the Transferee Company may without being obliged and if it so deems appropriate at its sole discretion, give notice in such form as it may deem fit and proper, to each person, debtor, or deposittee, as the case may be, that the said debt, loan, advance, balance or deposit stands transferred and vested in the Transferee Company).
- 6.9 All the licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges enjoyed or conferred upon or held or availed of by the Transferor Companies and all rights and benefits that have accrued or which may accrue to the Transferor Companies, whether before or after the Appointed Date, shall, under the provisions of Section 233 of the Act and all other applicable provisions, if any, without any further act, instrument or deed, cost or charge be and stand transferred to and vest in or be deemed to be transferred to and vested in and be available to the Transferee Company so as to become as and from the Appointed Date licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges of the Transferee Company and shall remain valid, effective and enforceable on the same terms and conditions.
- 6.10 Upon the coming into effect of this Scheme and with effect from the Appointed Date, all liabilities relating to and comprised in the Undertaking including all secured and unsecured debts (whether in Indian rupees or foreign currency), sundry creditors, liabilities (including contingent liabilities), duties and obligations and undertakings (including warranties and guarantees given) if any of the Transferor Companies of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilised for its business activities and operations (herein referred to as the "Liabilities"), shall, under the provisions of Section 233 and other applicable provisions, if any, of the Act, without any further act, instrument, deed, matter or thing, be transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company, along with, any charge, encumbrance, lien or security thereon, and the same shall be assumed by the Transferee Company to the extent they are outstanding on the Registration Date so as to become as and from the Appointed Date the liabilities of the Transferee Company on the same terms and conditions as were applicable to the Transferor Companies, and the Transferee Company shall meet, discharge and satisfy the same and further it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such Liabilities have arisen in order to give effect to the provisions of this Clause.
- 6.11 All debts, liabilities, duties and obligations of the Transferor Companies as on the Appointed Date, whether or not provided in the books of the Transferor Companies, and all debts and loans raised, and duties, liabilities and obligations incurred or which arise or accrue to the Transferor Companies on or after the Appointed Date till the Registration Date, shall be deemed to be and shall become the debts, loans raised, duties, liabilities and obligations incurred by the Transferee Company by virtue of this Scheme, which shall meet, discharge and satisfy the same.
- 6.12 Where any such debts, loans raised, liabilities, duties and obligations of the Transferor Companies as on the Appointed Date have been discharged or satisfied by the Transferor Companies after the appointed date and prior to the Registration Date, such discharge or satisfaction shall be deemed to be for and on account of the Transferee Company.
- 6.13 All loans raised and utilised and all liabilities, duties and obligations incurred or undertaken by the Transferor Companies in the ordinary course of its business after the Appointed Date and prior to the Registration Date shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and to the extent they are outstanding on the Registration Date, shall, upon the coming into effect of this Scheme and under the provisions of Section 233 of the Act, without any further act, instrument or deed be and stand transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company and shall become the loans and liabilities, duties and obligations of the Transferee Company which shall meet, discharge and satisfy the same.
- 6.14 Loans, advances and other obligations (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between the Transferor Companies and the Transferee Company shall, *ipso facto*, stand

discharged and come to an end and there shall be no liability in that behalf on any party and appropriate effect shall be given in the books of accounts and records of the Transferee Company. It is hereby clarified that there will be no accrual of interest or other charges in respect of any inter-company loans, advances and other obligations with effect from the Appointed Date.

- 6.15 The transfer and vesting of the assets comprised in the undertaking to and in the Transferee Company under clause 3.1 and 3.2 of the scheme shall be subject to the mortgages and charged, if any, affecting the same, as and to the extent hereinafter provided. All the existing securities, mortgages, charges, encumbrances or liens (the "Encumbrances"), if any as on the Appointed Date and created by the Transferor Companies after the Appointed Date, over the assets comprised in the Undertaking or any part thereof transferred to the Transferee Company by virtue of this Scheme and in so far as such Encumbrances secure or relate to liabilities of the Transferor Companies, the same shall, after the Registration Date, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Registration Date and as are transferred to the Transferee Company, and such encumbrances shall not relate or attach to any of the other assets of the Transferee Company, provided however, that no encumbrances shall have been created by the Transferor Companies over its assets after the date of filing of the scheme without the prior written consent of the Board of Directors of the Transferee Company. The existing Encumbrances over the assets and properties of the Transferee Company or any part thereof which relate to the liabilities and obligations of the Transferee Company prior to the Registration Date shall continue to relate only to such assets and properties and shall not extend or attach to any of the assets and properties of the Transferor Companies transferred to and vested in the Transferee Company by virtue of this Scheme. Upon the coming into effect of this Scheme, the Transferee Company alone shall be liable to perform all obligations in respect of the Liabilities, which have been transferred to it in terms of the Scheme. It is expressly provided that, no other term or condition of the Liabilities transferred to the Transferee Company is modified by virtue of this Scheme except to the extent that such amendment is required statutorily or by necessary implication.
- 6.16 Upon the coming into effect of this Scheme and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, schemes, arrangements, assurances and other instruments, of whatsoever nature to which the Transferor Companies is a party or to the benefit of which the Transferor Companies may be eligible, and which are subsisting or have effect immediately before the Registration Date, shall continue in full force and effect by, for or against or in favour of, as the case may be, the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary or obligee or obligor thereto or thereunder.
- 6.17 On and from the Appointed Date, all suits, actions, claims and legal proceedings, if any by or against the Transferor Companies pending and/or arising on or before the Registration Date shall be continued and / or enforced as desired by the Transferee Company and on and from the Registration Date, shall be continued and / or enforced by or against the Transferee Company as effectually and in the same manner and to the same extent as if the same had been originally instituted and/or pending and/or arising by or against the Transferee Company.
- 6.18 With effect from the Appointed Date, all profits, reserves, income accruing to or losses and expenditure, if any (including payment of penalty, damages or such litigation) arising or incurred by the Undertaking of Transferor Companies shall for all purposes, be treated as the profits or reserves or income or losses or expenditure, as the case may be of Transferee Company;
- 6.19 Upon Registration of the Scheme, the Transferee Company shall file an Application indicating the revised authorized capital and pay the prescribed fees due on the revised fees. Provided that, the fee, if any, paid by the Transferor Company on its Authorized Capital prior to its merger with the Transferee Company shall be set-off against the fees payable by the Transferee Company on its Authorized Capital as increased by the present scheme of Amalgamation.
- 6.20 The scheme will not have any impact on the employees of the Transferee Company as they would continue to be in employment of the Transferee company without any change in their term of employment on account of the scheme. Further, no change in the Board of Directors of the Transferee Company is envisaged on account of the scheme.
- 6.21 The Transferor Companies, MTFPL and PTL both are wholly owned subsidiaries of the Transferee Company. MHPL is a wholly owned subsidiary of MTFPL. Thus it is a step down wholly owned subsidiary of Transferee Company. As a result, upon the scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of its holding in the Transferor Companies and the entire issued, subscribed and paid up share capital of the Transferor Companies shall stand cancelled. Any sum of money owed by Transferee Company in Transferor Companies or vice versa or Transferor Companies inter-se shall stand cancelled.
- 6.22 All cost, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) arising out of or incurred in carrying out and implementing this scheme and matters incidental thereto, shall be borne by the Transferee Company.
- 6.23 The amalgamation is in the nature of merger and shall be accounted in the books of Transferee Company as per the provisions of Accounting Standard-14 issued by the Institute of Chartered Accountants of India. The difference between the carrying amount of investment as appearing in the books of the Transferee Company relating to its holding in the shares of the Transferor Company and the net assets of the Transferor Company will be adjusted in reserves in the financial statements of the Transferee Company.

6.24 The scheme is conditional upon and subject to the following approvals/permissions and the amalgamation shall be deemed to be complete on the date on which the last of such approval/permissions shall have been obtained:

6.24.1 Approval of shareholders /Creditors, if any of Transferor Companies and Transferee Company: The approval and agreement of the Scheme by the requisite majorities of Equity Shareholders and Creditors, if any of the Transferor Companies and the Transferee Company under Section 233 of the said Act.

6.24.2 Registration of the Scheme by the Central Government: The registration of the Scheme under Section 233 (3) or 233 (7) of the Act, as the case may be, by the Central Government.

6.24.3 Approval of SEBI and Stock Exchanges: In view of the SEBI Notification No. SEBI/LAD/NRO/GN/2016-17/029 dated 15.02.2017 and in terms of Circular No. CFD/DIL3/CIR/2017/21 dated 21.03.2017, drafts scheme of Amalgamation of Wholly owned subsidiaries with their parent company shall be filled with the Stock Exchanges for the purpose of disclosures and Stock Exchanges shall disseminate the scheme documents on their website. No further compliance shall be required for Scheme of Amalgamation of a Wholly owned subsidiary with its parent company.

Note:- You are requested to read the entire text of the scheme to get fully acquainted with the provisions thereof. The aforesaid are only some of the key provisions of the scheme.

7) CAPITAL STRUCTURE PRE AND POST AMALGAMATION

7.1 Pre amalgamation capital structure of the Transferor Companies is mentioned in paragraph 3(i)(c) ; 3(ii)(c) and 3(iii)(c) above.

7.2 Pre and post-amalgamation capital structure of the Transferee Company is as follows:

Particulars	Pre-Amalgamation		Post-Amalgamation	
	No. of Shares	Amount (Rs.)	No. of shares	Amount (Rs.)
Authorized Capital				
Equity shares of Rs. 10/- each	3,50,00,000	35,00,00,000	3,55,32,000	35,53,20,000
Issued, Subscribed & Fully Paid up				
Equity shares of Rs. 10/- each	3,18,10,500	31,81,05,000	3,18,10,500	31,81,05,000

8) PRE AND POST AMALGAMATION SHAREHOLDING PATTERN

8.1 The Pre amalgamation List of Shareholders of the Transferor Company 1 is as follows:

Sl. No.	Name of shareholder	No of shares	%
1.	Sastasundar Ventures Limited (including shares held by its nominees)	3,31,542	100.00

8.2 The Pre amalgamation List of Shareholders of the Transferor Company 2 is as follows:

Sl. No.	Name of shareholder	No of shares	%
1.	Sastasundar Ventures Limited (including shares held by its nominees)	50,000	100.00

8.3 The Pre amalgamation List of Shareholders of the Transferor Company 3 is as follows:

Sl. No.	Name of shareholder	No of shares	%
1.	Myjoy Tasty Food Private Limited (including shares held by its nominees)	50,000	100.00

8.4 The Pre & Post amalgamation Shareholding Pattern of the Transferee Company is as follows:

Name of Shareholder	Pre-Amalgamation		Post-Amalgamation	
	No of shares	%	No of shares	%
Promoter and Promoter Group				
Banwari Lal Mittal	1,08,16,000	34.00	1,08,16,000	34.00
Ravi Kant Sharma jointly with Luv Kush Projects Limited as Trustee of Microsec Vision Trust One	12,41,000	3.90	12,41,000	3.90
Ravi Kant Sharma	5,83,893	1.84	5,83,893	1.84
Bharati Sharma	3,23,200	1.02	3,23,200	1.02
Abha Mittal	15,700	0.05	15,700	0.05
Topview Enclaves LLP	76,91,834	24.18	76,91,834	24.18
Luv Kush Projects Limited	15,85,675	4.98	15,85,675	4.98
Longrange Management Services Pvt Ltd	8,00,000	2.51	8,00,000	2.51
Public	87,53,198	27.52	87,53,198	27.52
Total	3,18,10,500	100.00	3,18,10,500	100.00

9) **Relationship between the Companies –**

M/s PRP Technologies Limited (“PTL”) and M/s Myjoy Tasty Food Private Limited (“MTFPL”) are the wholly owned subsidiaries of the Company and M/s Myjoy Hospitality Private Limited (“MHPL”) is the wholly-owned subsidiary of M/s Myjoy Tasty Food Private Limited.

10) **Disclosure about effect of the amalgamation on:**

(a) key managerial personnel;	The Directors and Key Managerial Personnel and their respective relatives of the Transferor Companies and the Transferee Company may be deemed to be concerned and/or interested in the scheme only to the extent of their shareholding in their respective companies, or to the extent the said directors/ KMP are the partners, directors, members of the companies, firms, body corporate that hold shares in any of the companies. Save as aforesaid, none of the directors, managing director or the manager or KMP of the Transferor Companies or Transferee Company has any material interest in the scheme.
(b) directors;	
(c) promoters;	Not Applicable
(d) non-promoter members;	Not Applicable
(e) depositors;	Not Applicable
(f) creditors;	No impact
(g) debenture holders;	Not Applicable
(h) deposit trustee and debenture trustee;	Not Applicable
(i) employees of the Company	No impact

11) **GENERAL :**

11.1 The Transferee Company and the Transferor Companies have served notice in Form CAA.9 to Registrar of Companies and Official Liquidator on 20th March, 2017.

11.2 The Registrar of Companies, West Bengal vide its letter dated 21st April, 2017 has given the no objection/ in principal approval of the proposed scheme of amalgamation under section 233 of the Companies Act, 2013 and suggested to include the following clauses in the proposed Scheme of amalgamation:

- The share capital clause of the scheme shall include the class and category of company which enters into the scheme of amalgamation i.e. holding company and its wholly owned subsidiary company.
- The scheme shall include the clause related to providing “transfer of charges”, “purchase of share held by the descending shareholders/debtors, creditors”, “cancellation or extinguish of shares on demerger” if applicable.
- Necessary approval / suggestion are issued by the concerned regulatory authorities shall be incorporated in the said scheme. The scheme may also include the Clause providing Compliance of Listing Agreement & SEBI Guidelines as applicable.

The above stated points have been incorporated in the attached scheme of amalgamation, being a part of the Notice.

11.3 In terms of the Regulation 37(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Transferee Company has submitted the Draft Scheme of Merger with BSE Limited and National Stock Exchange of India Limited on 23rd March, 2017.

11.4 In relation to the meeting of the Transferee Company, equity shareholders of the Transferee Company whose names appear in the records as on record date/cut-off date shall be eligible to attend and vote at the meeting of equity shareholders of the Company.

11.5 The amount due from the Transferor Companies to its Secured and unsecured creditors as on March 31, 2017 are as follows:

Sr. No.	Name of Transferor Company	Amount of Secured Creditors as on 31 st March, 2017	Amount of Unsecured Creditors as on 31 st March, 2017
1.	PRP Technologies Limited	-	69,815
2.	Myjoy Tasty Food Private Limited	-	18,500
3.	Myjoy Hospitality Private Limited	-	17,750

11.6 The amount due from the Transferee Company to its unsecured creditors as on March 31, 2017 is Rs. 16,43,829 and Secured Creditor is Nil.

11.7 The rights and interests of secured creditors and unsecured creditors of either of the Transferor Companies or the Transferee Company will not be prejudicially affected by the scheme and the Transferee Company will be able to meet its liabilities as they arise in the ordinary course of business.

- 11.8 None of the directors of both the Transferor Companies and Transferee Company are in any way connected or interested in the aforesaid resolution except to the extent of shares held by them.
- 11.9 There are no winding up proceedings pending against the Transferor Companies and the Transferee Company as of date
- 11.10 No investigation proceedings are pending or are likely to be pending under the provisions of chapter XIV of the Companies Act, 2013 or under the provisions of the Companies Act, 1956 in respect of Transferee Company and Transferor companies.
- 11.11 The Board of Directors of Transferee Company at the meeting held on 5th January, 2017 has approved the Scheme and all the Directors attended at the said meeting and the resolution for approving the Scheme of Amalgamation was passed unanimously by all the directors present.
- 11.12 The Board of Directors of Transferor Companies at their meeting held on 5th January, 2017 has approved the Scheme and all the Directors attended at the said meeting and the resolution for approving the Scheme of Amalgamation was passed unanimously by all the directors present.
- 11.13 The present Scheme of Amalgamation is by and between wholly owned subsidiaries company and its holding company and henceforth the entire paid up capital of the Transferor Companies being the Subsidiary Companies shall stand cancelled. Accordingly, no valuation report or fairness opinion is required.
- 11.14 The entire paid up capital of the Transferor Companies shall stand cancelled upon the Scheme of Amalgamation becoming effective, as the Transferor Companies are wholly owned Subsidiaries of the Transferee Company. Apart from the above, no capital or debt restructuring, is proposed in the subject Scheme of Amalgamation.
- 11.15 This may be treated a content report adopted by the Directors of the Transferee Company and Transferor Company explaining effect of the Scheme.
- 11.16 In terms of Rule 6(3)(ix) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Copies of the following documents are open for inspection at the Registered Office of the both Companies between 11:00 AM and 1:00 PM on any working day:
- Latest audited Financial Statements of all the Companies.
 - Copy of Scheme of Amalgamation.
 - Certificate from Statutory Auditor confirming compliance with Accounting Standards prescribed u/s 133 of the Companies Act, 2013 as mentioned in the Scheme.
 - Memorandum and Articles of Association of the Transferor Companies and Transferee Company.
 - Declaration of Solvency in Form No. CAA 10.
 - Register of Directors' Shareholding of the Transferor Companies and the Transferee Company.

Item No- 5

The Board of Directors of the Company on 26th May 2017, have appointed Mr. Rajeev Goenka (DIN: 03472302) as an Additional Director of the Company, categorised as Independent, in terms of Section 161 of the Companies Act, 2013. The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Mr. Rajeev Goenka 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. Rajeev Goenka to the effect that he is not disqualified in accordance with sub-section (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. Rajeev Goenka, 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 draft letter of appointment, setting out the terms and conditions of appointment of Mr. Rajeev Goenka, is available for inspection, without any fee, by the members at the Company's registered office during normal hours on working days up to the date of the AGM.

None of the other 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. 5 of the notice.

The Board recommends the resolution set forth in item No. 5 of the notice for approval of the members.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015 AND SECRETARIAL STANDARDS)

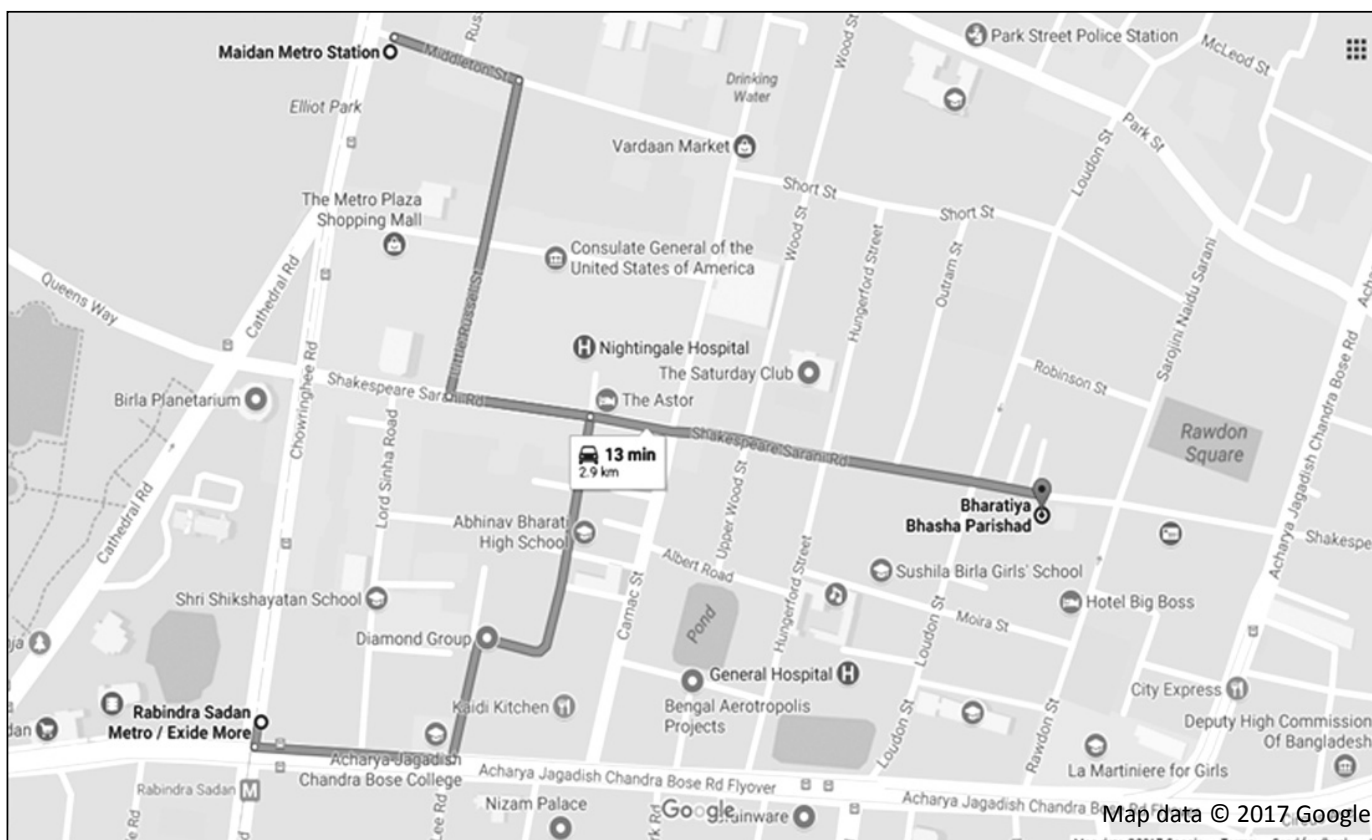
Name of Director	Mr. Ravi Kant Sharma (DIN: 00364066)	Mr. Rajeev Goenka (DIN: 03472302)
Date of Birth	10th November, 1974	12th February, 1993
Date of Appointment on the Board	30th May, 2005	26 th May, 2017
Expertise in specific functional Area	Wider Managerial expertise with rich experience on financial, strategic planning and technology application.	Extensive knowledge and experience in marketing and brand development.
Qualification	B.Com, FCA	Graduate in Economics from Indiana University, Blomington, USA
Directorship in other limited Companies*	1. Microsec Capital Limited 2. Microsec Insurance Brokers Limited 3. Innogrow Technologies Limited (Formerly Microsec Technologies Limited) 4. Microsec Commerze Limited 5. PRP Technologies Limited 6. Sastasundar Healthbuddy Limited (Formerly Microsec Health Buddy Limited)	NIL
Membership/ Chairmanship of #Committees of the Board of Directors of the Company	Audit Committee - Member	NIL
Chairman/Member of the #Committee of the Board of Directors of other companies in which he/she is a Director	NIL	NIL
Shareholding of Director in the Company	5,83,893	78,916
Inter-se relations with any director of the Company	NA	NA
Terms and conditions of appointment (for Independent Director)	NA	Letter of appointment setting out the terms and conditions of the appointment of Independent Director is available for inspection by the Members at the registered office of the Company during business hours on any working day and is also available on the website of the Company at www.sastasundarventures.com
Number of Board Meeting attended during the Financial Year 2016-17	6 (Six)	NA

Note:

* Only covers directorship in public (listed and unlisted) Companies.

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

ROUTE MAP TO THE VENUE OF AGM



28th Annual General Meeting
Day & Date: Tuesday, 8th August, 2017
Time: 10.30 a.m.
Venue: "Bharatiya Bhasha Parishad",
36A Shakespeare Sarani, 4th Floor, Kolkata - 700017
Landmark: Near Shakespeare Sarani Police Station

SCHEME OF AMALGAMATION

**UNDER SECTION 233
OF
THE COMPANIES ACT, 2013
OF**

MYJOY TASTY FOOD PRIVATE LIMITED

- Transferor Company

AND

MYJOY HOSPITALITY PRIVATE LIMITED

- Transferor Company

AND

PRP TECHNOLOGIES LIMITED

- Transferor Company

WITH

**SASTASUNDAR VENTURES LIMITED
(Formerly known as Microsec Financial Services Limited)**

- Transferee Company

A. DESCRIPTION OF THE COMPANIES

1. **MYJOY TASTY FOOD PRIVATE LIMITED (“MTFPL” or the “Transferor Company”)** having Corporate Identity Number U55209WB2011PTC162516 is a company incorporated on 11th May, 2011, under the provisions of Companies Act, 1956 and having its registered office at Jindal Towers, 21/1A/3, Darga Road, Unit-502, Block-B, 5th floor, Kolkata-700017, West Bengal.
2. **MTFPL** has been incorporated with, *inter-alia*, the following main objects:
 1. To carry on the business of food in all its field starting from agriculture, processing & manufacturing and distribution by sales, services by way of setting up and operation of restaurants, cafeteria, inns, fast food centers & other outlets of selling and to carry on the business of entertainment in all its field including setting up of amusement parks, clubs, picnic garden, resorts, cinema halls, dance clubs and all other centers of entertainment and to carry on the business of beauty and pharmaceuticals including business of smoking items, & beauty products & cosmetic products, pharmaceutical Products & all other related items, to carry on business of manufacturing ice cream and other dairy products and also to manufacture, buy, sell, improve, treat, preserve, fine, aerate, mineralize, bottle and otherwise deal in mineral and aerated waters and other liquids of every description and to carry on the business of manufacturers and dealers in milk, cream, butter, ghee, condensed milk, pasteurized milk (plain and flavored) whether or not in bottles, polythene packs, matted milk, milk powder, milk foods and milk preparation of all kinds.
 2. To carry on business as baker and manufacturers of bread, flour, biscuits, cakes, pastries, cookies and farinaceous compounds and materials of every description, and sweets, confectionery and other foods, commodities or articles which may conveniently be sold therewith including dairy products and to manufacture, buy, sell, improve, treat, preserve, fine, aerate, mineralize, bottle and otherwise deal in mineral and aerated waters and other liquids of every description, to sell, import, export, improve, prepare, trade, market and to carry on the business of manufacturers and dealers in frozen vegetables, fruits and preservable product and jam jellies, pickles, cider, chutney, marmalades, vinegars ketchup, juices, squashes, syrups, powder (edible), drinks and other eatables.

3. **MYJOY HOSPITALITY PRIVATE LIMITED (“MHPL” or “Transferor Company”)** having Corporate Identity Number U55101WB2011PTC162474 is a company incorporated on 10th May, 2011 under the provisions of Companies Act, 1956 and having its registered office at Jindal Towers, 21/1A/3, Darga Road, Unit-502, Block-B, 5th Floor, Kolkata-700017, West Bengal.
4. **MHPL** has been incorporated with, *inter-alia*, the following main object:
 1. To carry on business of Hotels, Drive in Hotels, Motels, Health Resorts, Holiday Resorts, Fast Food Centers, Guest Houses, Refreshment/recreation, rooms, Dormitories, Restaurants, Café Tavern, Beer House, Restaurant Room and Lodging House Keepers and to carry on the business of providing boarding and lodging houses, hotels, taverns, clubs, bars, rooms, tea and coffee shops, cafes, snack bars, travelers, dry cleaners, caterer, and contractors, in all or any of the branches of the Company as bakers, confectioners, dairyman, grocers, green grocers, poultries, farmers, ice merchants, ice cream manufacturers, manufacturers of aerated waters, mineral, beverage waters, and other drinks required for the company’s business, to construct, develop promote acquire, maintain, sell, maintain, sell, take or give on lease, dispose off and otherwise deal in all types of Holiday Resorts, Cottage Aqua Theme Park Amusement Parks, Theme Parks, Farm House, Guest House, Hotel Restaurants. Opera Houses, Entertainment Centers and Club, to carry on the Travel Agency and to act as Tourist agents and contractors and to facilitate travelling and to provide for tourists, and travelers or promote the provision of conveniences of all kinds and to carry on the business of running institute of training persons in management of Hotels, travel services, Cooking and catering services and to erect, construct, establish and to provide all kinds of catering, conveniences improvements, entertainment for customers and others and in particulars reading, writing recreations, clubs store, provisions, shops, bath, and swimming pools and tanks, to carry on the business of licensed Victuallers, Wine Beer and Spirit Merchants, Brewers, Maltsters, Distillers and manufacturers of aerated minerals and artificial water and other drinks, purveyors, caterers for public amusements and to carry on in India and elsewhere all or any of the business of caterers, cab owners and hires, travels agents, provisions and club dealing in sport, art entertainment activities including music dance and drama.
 2. To carry on the business of food in all its field starting from agriculture, processing & manufacturing and distribution by sales, services & by way of setting up and operation of restaurants, cafeteria, inns, fast food centres & other outlets of selling, to carry on the business of entertainment in all its field including setting up of amusement parks, clubs, picnic garden, resorts, cinema halls, dance clubs and all other centers of entertainment, to carry on the business of beauty and pharmaceuticals including business of smoking items & beauty products & cosmetic products, pharmaceutical products & all other related items, to carry on business as bakers and manufacturers of bread, flour, biscuits, cakes and farinaceous compounds and materials of every description, and sweets, confectionery and other foods, commodities or articles which may conveniently be sold therewith including dairy products and to manufacture, buy, sell, improve, treat, preserve, fine, aerate, mineralize, bottle and otherwise deal in mineral and aerated waters and other liquids of every description.
5. **PRP TECHNOLOGIES LIMITED (“PTL” or “Transferor Company”)** having Corporate Identity Number U72200WB2007PLC119759 is a company incorporated on 16th October, 2007 under the provisions of Companies Act, 1956 and having its registered office at Shivam Chambers, 1st Floor, 53, Syed Amir Ali Avenue, Kolkata-700019, West Bengal.
6. **PTL** has been incorporated with, *inter-alia*, the following main object:
 1. To set up, manage, research, develop and maintain Software Technology Park (STP), websites, internet gateways, software development centres, multimedia, animation centres, portals to have multiple setups, information centres and consultancy to do the business of Internet Service Provider (ISP), ERP/CRM in India or abroad. To provide clients with complete internet web based solutions, to develop components of and E- commerce solution or application for E-business. To provide and develop M- commerce related activities within India or outside India. To provide services in respect of advertising, marketing and delivery of goods, franchising, licensing, services and information through web technology and for transmitting and transferring of data, information, selling data bases and other related activities.

2. To carry on Business Process Outsourcing (BPO) including scanning and digitization of data and Information Technology Enables Services (ITES) in the field of graphics, web designing, finance and accounting , computing, human resources, customer relationship management, content management, procurement outsourcing , education and training and all other activities carried on by BPO in the field of information technology and to set up and organize call centres providing data processing/computer facilities, training and consultancy services and all types of work & services offered by call centres to industries, trade , business & other types of customers.
 3. To carry on business in India and elsewhere as Exporters, Importers, Buyers, Sellers and Dealers in Electronics Systems, information Technology including Consultancy, Computer Hardware, telecom hardware, Software development, infotech Services, Enterprise Solutions, Outsourcing, Facility management, Internet, E-Commerce, Entertainment, Education and Training. To create telecommunications networks and information highways in whole territory of India. To provide basic telephone and value added services including Internet, Email, facsimile, cellular phone, mobile satellite phones, radio-paging, voice-mail, audio text, video text and data services video and computer conferencing, television and radio broadcasting, telemedicine, tele-education, telemarketing and all other services related thereto.
 4. To acquire, purchase, sell, transfer, subscribe, invest, hold, dispose of and/or deal in share, stocks, debentures, debenture stocks, unique bonds, mutual fund shares, unit securities, commercial papers or other financial instruments and/or obligations issued by the company or companies, constituted or carry on business in India or elsewhere or invest in shares or securities in group companies or bodies, financial institutions, banks insurance companies, corporation, public sector undertaking and/or trust whether in India or elsewhere.
7. **SASTASUNDAR VENTURES LIMITED (“SSVL” or “Transferee Company”) (Formerly known as Microsec Financial Services Limited)** having Corporate Identity Number L65993WB1989PLC047002 is a company incorporated on 6th June, 1989 under the provisions of Companies Act, 1956 and having its registered office at Azimganj House, 2nd Floor, 7 Abanindra Nath Thakur Sarani (Formerly Camac Street), Kolkata-700017, West Bengal.
8. It is listed with both BSE Limited (Bombay Stock Exchange) and National Stock Exchange of India Limited.
9. **SSVL** has been incorporated with, *inter-alia*, the following main object:
1. To promote, form or acquire any company and to take or otherwise acquire, hold and dispose off or otherwise deal in and invest in any shares, debentures and other securities in or of any company or companies.
 2. To carry on the business of financing, lending, leasing, hire purchase arrangements and providing assets on rent.
 3. To carry on the business of investment, finance and to acquire by purchase or otherwise, buy, undertake, subscribe, exchange, hold, sell, transfer, hypothecate, deal in and dispose of any shares, bonds, stocks, obligations, securities, debentures, debenture stocks, bonds, properties & certificates.
 4. To provide all kinds of consultancy and advisory services.
 5. To promote, run and operate Mutual Funds, Venture Capital Fund, Portfolio Management Services subject to required regulatory Licenses.
 6. To carry on business of Information Technology & Information Technology enabled services including Hardware, Software, Process Management, Facility Management, E-Commerce and Internet Services.

B. RATIONALE FOR THE SCHEME

The amalgamation of MTFPL, MHPL & PTL with the Transferee Company (SSVL) would, inter alia, have the following benefits:

1. The Transferee Company SSVL (Formerly Known as Microsec Financial Services Limited) is a Core Investment Company. It operates through several subsidiaries including the above stated Transferor Companies, namely MyJoy Tasty Food Private Limited (MTFPL), MyJoy Hospitality Private Limited (MHPL) & PRP Technologies Limited (PTL). The Company is focusing largely on the business of Digital Network of Healthcare. The company had reached pinnacle of excellence with

its Innovative Information and knowledge based web portal *www.sastasundar.com* through one of its subsidiary. It has emerged as a clear leader in the digital healthcare space in India and has become a trusted household name among customers.

2. MTFPL, a wholly owned subsidiary of the Transferee Company, was mainly incorporated with the object of manufacturing food items including ice creams and other dairy products, through setting up of manufacturing units and conducting sales through different distribution channels. In due course of time, the same could not be materialized and the company had utilized its idle funds in trading and has earned revenue from the same. MHPL, a wholly owned subsidiary of MTFPL and a Step down subsidiary of the Transferee Company, was incorporated to carry on the business of maintaining hotels, motels, resorts, guest houses etc including business of providing tea & coffee shops, cafes, snacks bar in the branches of the Company. However, currently, the company has no revenue earning operations. PRP Technologies Limited (PTL), another wholly owned subsidiary of the Transferee Company, was acquired by SSVL to provide online value added services. PTL is, inter alia, engaged in the business of information technology and investments.
3. It is proposed to merge MTFPL, MHPL and PTL in the Transferee Company. In view of insignificant business operations of MTFPL and MHPL and the current business activities of PTL, the proposed merger will result in consolidation of the entire Investment business in the hands of the Transferee Company. The proposed merger shall, however, not result in the Transferee Company becoming a Non-Banking Financial Company.
4. The proposed merger will further lead to reduction of entities and thereby cause reduction in overheads and costs. Such merger accordingly, will be in the best interest of all the applicant companies and their shareholders.
5. In view of the aforesaid, the Board of Directors of Transferor Companies as well as the Board of Directors of Transferee Company have considered and proposed the amalgamation of the entire undertaking and business of Transferor Companies with SSVL. Accordingly, the Board of Directors of all the companies have formulated this Scheme of Amalgamation for the transfer and vesting of the entire undertaking and business of MTFPL, MHPL and PTL with and into SSVL pursuant to the provisions of Section 233 and other relevant provisions of the Act.

C. Parts of the Scheme

This Scheme of Amalgamation is divided into the following parts:

1. **Part I** deals with definitions of the terms used in this Scheme of Amalgamation and sets out the share capital of the Transferor Companies and the Transferee Company;
2. **Part II** deals with the transfer and vesting of the Undertaking (as hereinafter defined) of the Transferor Companies to and in the Transferee Company;
3. **Part III** deals with the cancellation of share capital of the Transferor Companies.
4. **Part IV** deals with the accounting treatment for the amalgamation in the books of the Transferee Company;
5. **Part V** deals with the dissolution of the Transferor Companies and the general terms and conditions applicable to this Scheme of Amalgamation and other matters consequential and integrally connected thereto.

The amalgamation of MTFPL, MHPL, PTL (the Transferor Companies) with SSVL (the Transferee Company) pursuant to and in accordance with this Scheme shall take place with effect from the Appointed Date and shall be in accordance with Section 2(1B) of the Income Tax Act, 1961.

PART I
DEFINITIONS AND SHARE CAPITAL

1. DEFINITIONS:

In this Scheme, unless the context otherwise requires, the following expression shall have the following meanings:

- 1.1. **“Act”** means the Companies Act, 2013, including any statutory modifications, re-enactments or amendments for the time being in force;
- 1.2. **“Appointed Date”** means **1st April 2016**;
- 1.3. **“Assets”** in relation to Transferor Companies means Fixed Assets, Loans and Advances, Investments, Current Assets, Loan and Advances, debit balance in Profit and Loss account and any other Assets as per the books of the Transferor Companies as at 31st March, 2016;
- 1.4. **“Board”** means the Board of Directors of MTFPL, MHPL, PTL and SSVL including any Committees thereof;
- 1.5. **“BSE”** means BSE Limited;
- 1.6. **“Liabilities”** in relation to the Transferor Companies means Loan Funds, Current Liabilities, Reserves and Surpluses (including balance in Profit and Loss Account) provisions and all other liabilities of the Transferor Companies as per the books of the Transferor Companies as at 31st March, 2016;
- 1.7. **“LODR”** means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 1.8. **“NCLT”** or **“Tribunal”** means the National Company Law Tribunal under the Companies Act, 2013
- 1.9. **“NSE”** means National Stock Exchange of India Limited.
- 1.10. **“Registration Date”** means the dates on which the Central Government registers the Scheme and issues a confirmation thereof to the Transferee Company/ Transferor Companies under Section 233(3) or 233(7) of the Act, as the case may be;
- 1.11. **“MTFPL”** means MYJOY TASTY FOOD PRIVATE LIMITED, a company incorporated under the provisions of Companies Act, 1956 and having its registered office at Jindal Towers, 21/1A/3, Darga Road, Unit-502, Block-B, 5th Floor, Kolkata-700017, West Bengal.
- 1.12. **“MHPL”** means MYJOY HOSPITALITY PRIVATE LIMITED, a company incorporated under the provisions of Companies Act, 1956 and having its registered office at Jindal Towers, 21/1A/3, Darga Road, Unit-502, Block-B, 5th Floor, Kolkata-700017, West Bengal.
- 1.13. **“PTL”** means PRP TECHNOLOGIES LIMITED, a company incorporated under the provisions of Companies Act, 1956 and having its registered office at Shivam Chambers, 1st Floor, 53, Syed Amir Ali Avenue, Kolkata-700019, West Bengal.
- 1.14. **“SEBI Circulars”** shall mean the Circulars issued by the Securities Exchange Board of India from time to time relating to scheme of Compromises and Arrangement.
- 1.15. **“SCRA”** shall mean the Securities Contracts (Regulations) Rules, 1957.
- 1.16. **“Stock Exchange”** means BSE and NSE.
- 1.17. **“SSVL”** means SASTASUNDAR VENTURES LIMITED, a company incorporated under the provisions of Companies Act, 1956 and having its registered office at Azimganj House, 2nd Floor, 7, Abanindra Nath Thakur Sarani (formerly Camac Street), Kolkata-700017, West Bengal.
- 1.18. **“Scheme”** means the Scheme of Amalgamation in the present form submitted to the Central Government, Registrar of Companies and the Official Liquidator where the registered office of the Company is situated with any modification(s) approved or imposed or directed by any of the abovesaid authorities;

- 1.19. **“Transferor Companies”** means “MTFPL”, “MHPL” and “PTL.”
- 1.20. **“Transferee Company”** means “SSVL.”
- 1.21. **“Undertaking of Transferor Companies”** shall mean and include the following:
- (a) All the assets, properties, current assets, investments, claims, authorities, allotments, approvals, consents, licenses, registration, contracts, concessions, engagements, arrangements, estates, interests, intellectual property rights, powers, rights and titles, benefits and advantages, of whatsoever nature and wherever situated of every description belonging to or in the ownership, power or possession and in the control of or vested in or granted in favor of or enjoyed by Transferor Companies as on the Appointed Date, and
 - (b) All the debts, duties, liabilities and obligations of every description of or pertaining to Transferor Companies standing in the books of Transferor Companies as on the Appointed Date as provided herein.
 - (c) Without prejudice to the generality of the foregoing mentioned hereinabove, the term “Undertaking of Transferor Companies” shall include the entire business which is being carried out under the name and style of Transferor Companies and shall include the advantages of whatsoever nature, agreements, allotments, approvals, arrangements, authorizations, benefits, capital work-in-progress, concessions, rights and assets, industrial and Domains, intellectual property rights of any nature whatsoever and licenses in respect thereof, intangibles, investments, leasehold rights, liberties, patents, permits, consents, clearances, approvals, certificates, powers of every kind, nature and description whatsoever, privileges, quota rights, registration, reserves, waivers, acknowledgments including but not limited to the relevant factory licences, environmental clearances/consents/ approvals, all supply arrangements/ linkages/ agreements and all properties, movable and immovable, real, corporeal or incorporeal, wheresoever situated, and all benefits including subsidies, grants, incentives, tax credits, electricity permits, right to use and avail of telephones, telexes, facsimile, connections, installations and other communication facilities and equipments, tenancy rights, titles, trademarks, trade names, all other utilities held by Transferor Companies or to which Transferor Companies are entitled to on the Appointed Date and cash and bank balances, all earnest moneys and/or deposits including security deposits paid by Transferor Companies and all other interest wheresoever situated, belonging to or in the ownership, power or possession of or in the control of or vested in or granted in favour of or enjoyed by or arising to Transferor Companies.

2. SHARE CAPITAL:

- 2.1 MTFPL is a Private Limited Company. It is a wholly owned subsidiary of Sastasundar Ventures Limited (SSVL). The details of Capital of MTFPL as on the Appointed Date are as follows:

PARTICULARS	AMOUNT (Rs.)
Authorized Capital: 1,00,000 equity shares of Rs. 10/- each	10,00,000
Issued, Subscribed and Paid-up Capital: 50,000 equity shares of Rs. 10/- each	5,00,000

- 2.2 MHPL is a Private Limited Company. It is a wholly owned subsidiary of MTFPL, and thus a step down subsidiary of SSVL. The details of Capital of MHPL as on the Appointed Date are as follows:

PARTICULARS	AMOUNT (Rs.)
Authorized Capital: 1,00,000 equity shares of Rs. 10/- each	10,00,000
Issued, Subscribed and Paid-up Capital: 50,000 equity shares of Rs. 10/- each	5,00,000

- 2.3 PTL is a Public Limited Company. It is a wholly owned subsidiary of SSVL. The details of Capital of PTL as on appointed date are as follows:

PARTICULARS	AMOUNT (Rs.)
Authorized Capital: 1,00,000 equity shares of Rs. 10/- each 30,000 preference shares of Rs. 10/- each	10,00,00 3,00,000
Issued, Subscribed and Paid-up Capital: 1,00,000 equity shares of Rs. 10/- each	10,00,000

Pursuant to Scheme of arrangement between Microsec Capital Limited, wholly owned subsidiary company of SSVL and Microsec Commerze Limited, a wholly owned subsidiary of Microsec Capital Limited and PRP Technologies Limited, wholly owned subsidiary of SSVL, sanctioned by the Hon'ble High Court Calcutta dated 21.11.2017, after the appointed date the Authorised Capital has been reclassified and increased. The paid up capital of PRP has also been increased. The Authorised and paid up capital of the Company as on 31st March, 2017 are as below:

PARTICULARS	AMOUNT (Rs.)
Authorized Capital: 3,32,000 equity shares of Rs. 10/- each	33,20,000
Issued, Subscribed and Paid-up Capital: 3,31,542 equity shares of Rs. 10/- each	33,15,420

- 2.4 SSVL is a Public Limited Company. It is listed on BSE and NSE. The details of Capital of SSVL as on the Appointed Date are as follows:

PARTICULARS	AMOUNT (Rs.)
Authorized Capital: 3,50,00,000 equity shares of Rs. 10/- each	35,00,00,000
Issued, Subscribed and Paid-up Capital: 3,18,10,500 equity shares of Rs. 10/- each	31,81,05,000

PART II
TRANSFER AND VESTING OF UNDERTAKING OF
TRANSFEROR COMPANIES

3. TRANSFER OF "UNDERTAKING" OF TRANSFEROR COMPANIES:

- 3.1. **Generally:** Upon the coming into effect of this Scheme and with effect from the Appointed Date, the Undertaking of the Transferor Companies shall, pursuant to the provisions of Section 233 and other applicable provisions, if any, of the Act, be and stand transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company, as a going concern without any further act, instrument, deed, matter or thing to be done, made, executed so as to become, as and from the Appointed Date, the undertaking of the Transferee Company by virtue of and in the manner provided in this Scheme.
- 3.2. **Transfer of assets:**
- 3.2.1. Without prejudice to the generality of Clause 3.1 above, upon coming into effect of this Scheme and with effect from the Appointed date:
- (a) All the assets and properties comprised in the Undertaking, of whatsoever nature and wheresoever situate, whether or not recorded in the books of the Transferor Companies, including assets and properties acquired on or after the appointed date, shall, under the provisions of Section 233 and all other applicable provisions, if any, of the Act, without any further act or deed, be and stand transferred to and vested in the Transferee Company or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become, the assets and properties of the Transferee Company.

- (b) Without prejudice to the provisions of 3.2.1 (a) above, in respect of such of the assets and properties of the Transferor Companies as are movable in nature or incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and/or delivery, the same shall be so transferred by the Transferor Companies and shall, upon such transfer, become the assets and properties of the Transferee Company as an integral part of the Undertaking, without requiring any separate deed or instrument or conveyance for the same.
- (c) In respect of movables other than those dealt with in clause 3.2.1 (b) above, assets including sundry debts, receivables, bills, credits, loans and advances, if any, whether recoverable in cash or in kind or for value to be received, bank balances, investments, earnest money and deposits with any Government, quasi government, local or other authority or body or with any company or other person, the same shall on and from the Appointed Date stand transferred to and vested in the Transferee Company without any notice or other intimation to the debtors (although the Transferee Company may without being obliged and if it so deems appropriate at its sole discretion, give notice in such form as it may deem fit and proper, to each person, debtor, or depositor, as the case may be, that the said debt, loan, advance, balance or deposit stands transferred and vested in the Transferee Company).
- (d) All the licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges enjoyed or conferred upon or held or availed of by the Transferor Companies and all rights and benefits that have accrued or which may accrue to the Transferor Companies, whether before or after the Appointed Date, shall, under the provisions of Section 233 of the Act and all other applicable provisions, if any, without any further act, instrument or deed, cost or charge be and stand transferred to and vest in or be deemed to be transferred to and vested in and be available to the Transferee Company so as to become as and from the Appointed Date licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges of the Transferee Company and shall remain valid, effective and enforceable on the same terms and conditions.

3.3. Transfer of Liabilities:

3.3.1. Upon the coming into effect of this Scheme and with effect from the Appointed Date, all liabilities relating to and comprised in the Undertaking including all secured and unsecured debts (whether in Indian rupees or foreign currency), sundry creditors, liabilities (including contingent liabilities), duties and obligations and undertakings (including warranties and guarantees given) if any of the Transferor Companies of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilised for its business activities and operations (herein referred to as the "Liabilities"), shall, under the provisions of Section 233 and other applicable provisions, if any, of the Act, without any further act, instrument, deed, matter or thing, be transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company, along with, any charge, encumbrance, lien or security thereon, and the same shall be assumed by the Transferee Company to the extent they are outstanding on the Registration Date so as to become as and from the Appointed Date the liabilities of the Transferee Company on the same terms and conditions as were applicable to the Transferor Companies, and the Transferee Company shall meet, discharge and satisfy the same and further it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such Liabilities have arisen in order to give effect to the provisions of this Clause.

3.3.2. All debts, liabilities, duties and obligations of the Transferor Companies as on the Appointed Date, whether or not provided in the books of the Transferor Companies, and all debts and loans raised, and duties, liabilities and obligations incurred or which arise or accrue to the Transferor Companies on or after the Appointed Date till the Registration Date, shall be deemed to be and shall become the debts, loans raised, duties, liabilities and

obligations incurred by the Transferee Company by virtue of this Scheme, which shall meet, discharge and satisfy the same.

3.3.3. Where any such debts, loans raised, liabilities, duties and obligations of the Transferor Companies as on the Appointed Date have been discharged or satisfied by the Transferor Companies after the appointed date and prior to the Registration Date, such discharge or satisfaction shall be deemed to be for and on account of the Transferee Company.

3.3.4. All loans raised and utilised and all liabilities, duties and obligations incurred or undertaken by the Transferor Companies in the ordinary course of its business after the Appointed Date and prior to the Registration Date shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and to the extent they are outstanding on the Registration Date, shall, upon the coming into effect of this Scheme and under the provisions of Section 233 of the Act, without any further act, instrument or deed be and stand transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company and shall become the loans and liabilities, duties and obligations of the Transferee Company which shall meet, discharge and satisfy the same.

3.3.5. Loans, advances and other obligations (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between the Transferor Companies and the Transferee Company shall, *ipso facto*, stand discharged and come to an end and there shall be no liability in that behalf on any party and appropriate effect shall be given in the books of accounts and records of the Transferee Company. It is hereby clarified that there will be no accrual of interest or other charges in respect of any inter-company loans, advances and other obligations with effect from the Appointed Date.

3.4. **Encumbrances:**

3.4.1. The transfer and vesting of the assets comprised in the undertaking to and in the Transferee Company under clause 3.1 and 3.2 of this scheme shall be subject to the mortgages and charged, if any, affecting the same, as and to the extent hereinafter provided.

3.4.2. All the existing securities, mortgages, charges, encumbrances or liens (the "Encumbrances"), if any as on the Appointed Date and created by the Transferor Companies after the Appointed Date, over the assets comprised in the Undertaking or any part thereof transferred to the Transferee Company by virtue of this Scheme and in so far as such Encumbrances secure or relate to liabilities of the Transferor Companies, the same shall, after the Registration Date, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Registration Date and as are transferred to the Transferee Company, and such encumbrances shall not relate or attach to any of the other assets of the Transferee Company, provided however, that no encumbrances shall have been created by the Transferor Companies over its assets after the date of filing of the scheme without the prior written consent of the Board of Directors of the Transferee Company.

3.4.3. The existing Encumbrances over the assets and properties of the Transferee Company or any part thereof which relate to the liabilities and obligations of the Transferee Company prior to the Registration Date shall continue to relate only to such assets and properties and shall not extend or attach to any of the assets and properties of the Transferor Companies transferred to and vested in the Transferee Company by virtue of this Scheme.

3.4.4. Upon the coming into effect of this Scheme, the Transferee Company alone shall be liable to perform all obligations in respect of the Liabilities, which have been transferred to it in terms of the Scheme.

3.4.5. It is expressly provided that, no other term or condition of the Liabilities transferred to the Transferee Company is modified by virtue of this Scheme except to the extent that such amendment is required statutorily or by necessary implication.

3.4.6. The provisions of this Clause shall operate in accordance with the terms of the Scheme, notwithstanding anything

to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security document; all of which instruments, deeds or writings shall be deemed to stand modified and/or superseded by the foregoing provisions.

4. CONTRACTS, DEEDS, ETC.:

- 4.1. Upon the coming into effect of this Scheme and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, schemes, arrangements, assurances and other instruments, of whatsoever nature to which the Transferor Companies is a party or to the benefit of which the Transferor Companies may be eligible, and which are subsisting or have effect immediately before the Registration Date, shall continue in full force and effect by, for or against or in favour of, as the case may be, the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary or obligee or obligor thereto or thereunder.
- 4.2. Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Undertaking occurs by virtue of this Scheme itself, the Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or arrangements with any party to any contract or arrangement to which the Transferor Companies is a party or any writings as may be necessary in order to give formal effect to the provisions of this Scheme. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Transferor Companies and to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Companies to be carried out or performed.
- 4.3. For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licences, certificates, clearances, authorities, powers of attorney given by, issued to or executed in favour of the Transferor Companies shall without any further act or deed, stand transferred to the Transferee Company, as if the same were originally given by, issued to or executed in favour of the Transferee Company, and the Transferee Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company. The Transferee Company shall receive relevant approvals from the concerned Governmental Authorities as may be necessary in this behalf.

5. LEGAL PROCEEDINGS: On and from the Appointed Date, all suits, actions, claims and legal proceedings, if any by or against the Transferor Companies pending and/or arising on or before the Registration Date shall be continued and / or enforced as desired by the Transferee Company and on and from the Registration Date, shall be continued and / or enforced by or against the Transferee Company as effectually and in the same manner and to the same extent as if the same had been originally instituted and/or pending and/or arising by or against the Transferee Company.

6. TRANSFER OF PROFITS AND RESERVES: With effect from the Appointed Date, all profits, reserves, income accruing to or losses and expenditure, if any (including payment of penalty, damages or such litigation) arising or incurred by the Undertaking of Transferor Companies shall for all purposes, be treated as the profits or reserves or income or losses or expenditure, as the case may be of Transferee Company;

7. TRANSFER OF AUTHORISED CAPITAL: Upon Registration of the Scheme, the Transferee Company shall file an Application indicating the revised authorized capital and pay the prescribed fees due on the revised fees. Provided that, the fee, if any, paid by the Transferor Company on its Authorized Capital prior to its merger with the Transferee Company shall be set-off against the fees payable by the Transferee Company on its Authorized Capital as increased by the present scheme of Amalgamation.

8. CONDUCT OF BUSINESS:

- 8.1. With effect from the Appointed Date and up to and including the Registration Date:
 - (a) The Transferor Companies shall carry on and shall be deemed to have carried on all its business and activities as hitherto and shall hold and stand possessed of and shall be deemed to have held and stood possessed of the Undertaking on account of, and for the benefit of and in trust for, the Transferee Company.

- (b) All the profits or income accruing or arising to the Transferor Companies, and all expenditure or losses arising or incurred (including all taxes, if any, paid or accruing in respect of any profits and income) by the Transferor Companies shall, for all purposes, be treated and be deemed to be and accrue as the profits or income or as the case may be, expenditure or losses (including taxes) of the Transferee Company.
 - (c) All taxes (including income tax, service tax, VAT, etc.) paid or payable by the Transferor Companies in respect of the operations and/or the profits of the business before the Appointed Date, shall be on account of the Transferor Companies and, insofar as it relates to the tax payment (including, without limitation, sales tax, excise duty, custom duty, income tax, service tax, VAT, etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by the Transferor Companies in respect of the profits or activities or operation of its business after the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company and shall, in all proceedings, be dealt with accordingly.
 - (d) On the Scheme becoming effective, the Transferee Company shall be entitled to file/ revise its income tax returns, TDS Returns and other statutory returns, if required and shall have the right to claim refunds, depreciation benefits etc., if any, as also the income returns filed by the Transferor Companies so far as is necessitated on account of the Scheme becoming effective from 1st April, 2016, being the Appointed Date under the Scheme.
 - (e) Any of the rights, powers, authorities and privileges attached or related or pertaining to and exercised by or available to the Transferor Companies shall be deemed to have been exercised by the Transferor Companies for and on behalf of and as agent for the Transferee Company. Similarly, any of the obligations, duties and commitments attached, related or pertaining to the Undertaking that have been undertaken or discharged by the Transferor Companies shall be deemed to have been undertaken or discharged for and on behalf of and as agent for the Transferee Company.
- 8.2. No changes in the terms and conditions of the employment of Transferor Companies Employees: From the date of acceptance of the Scheme by the respective Boards of Transferor Companies and Transferee Company, the Transferor Companies shall not vary the terms and conditions of the employment of its employees except in the ordinary course of business;
- 8.3. Enforcement of Legal Proceedings: All proceedings of whatsoever nature (legal and others, including any suits, appeals, arbitration, execution proceedings, revisions, writ petitions, if any) by or against Transferor Companies shall not abate, be discontinued or be in any way prejudicially affected by reasons of this Scheme or the transfer of the Undertaking of Transferor Companies or of anything contained in this Scheme, but the said proceedings, shall till the Registration Date be continued, prosecuted and enforced by or against Transferor Companies as if this scheme had not been made and thereafter be continued, prosecuted and enforced by or against Transferee Company in the same manner and to the same extent as they would or might have been continued, prosecuted, enforced by or against Transferor Companies if this Scheme had not been made. Transferee Company shall take steps to have the abovementioned proceedings continued in its name;
- 8.4. Enforcement of Contracts: Subject to the other provisions of this Scheme, all lawful agreements, arrangement, bonds, contracts, deeds and other instruments of whatsoever nature relating to the Undertaking of Transferor Companies and to which Transferor Companies is a party to or to the benefit of which it may be eligible and which are subsisting or operative or having effect, shall till the Registration Date, be in full force and effect and may be enforced as fully and effectual, as if the Scheme had not been made and thereafter, shall be in full force and effect against or in favor of Transferee Company, as the case may be, and may be enforced as fully and effectual as if, instead of Transferor Companies, Transferee Company had been a party or beneficiary thereto, subject to such changes and variations in the terms, conditions and provisions thereof as may be mutually agreed to between Transferee Company and other parties thereto. Transferee Company shall enter and/or issue and/or execute deeds, writings or confirmations or enter into any arrangement, confirmations or novations in order to give formal effect to the provisions of this Clause, if so required or if it becomes necessary.
- 8.5. Rights of Shareholders: The holders of shares of Transferor Companies and Transferee Company shall, save as otherwise provided under this Scheme, continue to enjoy their existing rights under their respective Articles of Association including the right to receive dividends from the respective companies of which they are members till the Registration Date.

8.6. Place of Vesting: The vesting of the Undertakings shall by virtue of the provisions of this Scheme and the effect of the provisions of Section 233 of the said Act, take place at the registered office of Transferee Company.

9. APPLICABILITY OF PROVISIONS OF INCOME TAX ACT, 1961 AND OTHER TAX LAWS

- a. This Scheme has been drawn up to comply with the conditions relating to “amalgamation’ as specified under Section 2(1B) and other relevant provisions of The Income Tax Act, 1961. If any term or provision of the Scheme is found or interpreted to be inconsistent with the provisions of the said section and other related provisions at a later date including resulting from a retrospective amendment of law or for any other reason whatsoever, till the time the Scheme becomes effective, the provisions of the said section and other related provisions of The Income Tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent determined necessary, to comply with Section 2(1B) and other relevant provisions of the Income Tax Act, 1961.
- b. Upon the Scheme becoming effective, the Transferor Companies and the Transferee Company are expressly permitted to revise their respective tax returns along with prescribed forms, filings and annexures under the Income Tax Act, 1961, central sales tax, applicable state value added tax, service tax laws, excise duty laws and other tax laws, and to claim refunds and/or credit for taxes paid/ (including minimum alternate tax, tax deducted at source, wealth tax, etc.) and for matters incidental thereto, if required to give effect to the provisions of the Scheme.
- c. All tax assessment proceedings/appeals of whatsoever nature by or against the Transferor Companies pending and/or arising at the Appointed Date and relating to the Transferor Companies shall be continued and/or enforced until the Registration Date by the Transferor Companies. In the event of the Transferor Companies failing to continue or enforce the proceedings/appeal, the same may be continued or enforced by the Transferee Company, at the cost of Transferee Company. As and from the Registration Date, the tax proceedings shall be continued and enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued or enforced by the Transferor Companies.
- d. Any refund, under the Income Tax Act, 1961, service tax laws, central sales tax, excise duty laws, applicable state value added tax, laws and other applicable laws and regulations dealing with taxes, duties, levies due to Transferor Companies consequent to the assessment made to the Transferor Companies and for which no credit is taken in the account as on the date immediately preceding the Appointed Date shall also belong to and received by the Transferee Company upon this Scheme becoming effective.
- e. Without prejudice to the generality of the above, all benefits, entitlements, incentives, losses, credits (including, without limitation income tax, minimum alternate tax, tax deducted at source, wealth tax, service tax, excise duty, central sales tax, applicable state value added tax, CENVAT, registrations etc.) to which the Transferor Companies are entitled to in terms of applicable laws, shall be available to and vest in the Transferee Company, upon the Scheme coming into effect.

10. EMPLOYEES OF TRANSFEROR COMPANIES:

Upon the coming into effect of this Scheme:

- 10.1 Employees, if any, of the Transferor Companies who are in its employment as on the Registration Date shall become employees of the Transferee Company with effect from the Registration Date without any break or interruption in service and other terms and conditions as to employment and remuneration not less favourable than those on which they are engaged or employed by the Transferor Companies. It is clarified that the employees of the Transferor Companies who become employees of the Transferee Company by virtue of this Scheme, shall not be entitled to the employment policies and shall not be entitled to avail of any schemes and benefits that may be applicable and available to any of the employees of the Transferee Company unless otherwise determined by the Board of Directors of the Transferee Company. The Transferee Company undertakes to continue to abide by any agreement or settlement, if any, validly entered into by the Transferor Companies with any union/employees of the Transferor Companies and recognized by the Transferor Companies. After the Registration Date, the Transferee Company shall be entitled to vary the terms and conditions as to employment and remuneration of the employees of the Transferor Companies on the same basis as it may do for the employees of the Transferee Company.

10.2 The existing provident fund, gratuity fund and pension and/or superannuation fund or trusts or retirement funds or benefits, if any, created by the Transferor Companies or any other special funds created or existing for the benefit of the concerned permanent employees of the Transferor Companies (collectively referred to as the “Funds”) and the investments made out of such Funds shall, at an appropriate stage, be transferred to the Transferee Company to be held for the benefit of the concerned employees of the Transferor Companies. The Funds shall, subject to the necessary approvals and permission and at the discretion of the Transferee Company, either be continued as separate funds of the Transferee Company for the benefit of the employees of the Transferor Companies or be transferred to and merged with other similar funds of the Transferee Company. In the event that the Transferee Company does not have its own fund with respect to any such Funds, the Transferee Company may, subject to necessary approvals and permissions, continue to maintain the existing Funds separately and contribute thereto, until such time as the Transferee Company creates its own funds at which time the Funds and the investments and contributions pertaining to the employees of the Transferor Companies shall be transferred to such funds of the Transferee Company.

11. SAVING OF CONCLUDED TRANSACTIONS: Subject to the terms of this Scheme, the transfer and vesting of the Undertaking of the Transferor Companies under Clause 3 of this Scheme shall not affect any transactions or proceedings already concluded by the Transferor Companies on or before the Appointed Date or concluded after the Appointed Date till the Registration Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things made, done and executed by the Transferor Companies as acts, deeds and things made, done and executed by or on behalf of the Transferee Company.

12. The Scheme is in compliance with the applicable SEBI guidelines including SEBI Circulars and Notifications, issued and amended from time to time.

PART III

CANCELLATION OF SHARE CAPITAL OF THE TRANSFEROR COMPANIES

13. CANCELLATION OF SHARE CAPITAL

13.1 The Transferor Companies, MTFPL and PTL both are wholly owned subsidiaries of the Transferee Company. MHPL is a wholly owned subsidiary of MTFPL. Thus it is a step down wholly owned subsidiary of Transferee Company. As a result, upon the scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of its holding in the Transferor Companies and the entire issued, subscribed and paid up share capital of the Transferor Companies shall stand cancelled.

13.2 Upon the coming into effect of this scheme, the share certificates, if any, and/or the shares representing the shares held by the transferee company or by its wholly owned subsidiary in the transferor companies shall be deemed to be cancelled without any further act or deed.

13.3 Any sum of money owed by Transferee Company in Transferor Companies or vice versa or Transferor Companies inter-se shall stand cancelled.

PART IV

ACCOUNTING TREATMENT

14. ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEEE COMPANY:

14.1 Recording of Assets and Liabilities: All the assets and liabilities of the Transferor Companies shall be transferred at their Book values at the close of the business on the Appointed Date. The reserve and surplus, if any, and debit balance in the Profit and Loss account shall be transferred to Transferee Company in the same manner in which it appears in the books of Transferor Companies as on the Appointed Date. Similarly, the miscellaneous expenditure representing un-amortized preliminary expenses of the Transferor Companies shall be transferred to the Transferee Company in the same manner in which they appear in the books of the concerned Transferor Companies as on the Appointed Date;

- 14.2 Inter company balances, if any, shall stand cancelled.
- 14.3 Treatment of Surplus/Deficit on account of cancellation of "Investments": Consequent upon and simultaneously with the transfer and recording of assets and liabilities of the Transferor Company in the books of the Transferee Company, the carrying amount of "Investments" in the books of the Transferee Company in respect of its holding in the Transferor Company, shall stand cancelled. The difference in the value of "Net Assets Transferred" and the carrying amount of Investments shall be adjusted in the reserves in accordance with the Accounting Standards or Generally Accepted Accounting Principles.
- 14.4 Treatment of difference in accounting policy: In case any differences in any accounting policy between the Transferor Companies and Transferee Company, the impact of the same till the amalgamation will be quantified and adjusted in accordance with the accounting policies as stated in Accounting Standard (AS) 5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.
- 14.5 Procedure to deal with Balances as between Transferor Companies and Transferee Company: To the extent that there are intercompany loans, deposits, balances as between the Transferor Companies and Transferee Company or vice versa, the obligation in respect thereof shall come to an end and there shall be no liability in that behalf and corresponding effect shall be given in the books of account and records of Transferee Company for the reduction of any assets and liabilities as the case may be. For the removal of doubt, it is clarified that in view of the above, there would be no accrual of interest or other charges in respect of any such inter-company loan, deposit or balances, with effect from the Appointed Date.
- 14.6 The amalgamation is in the nature of merger and shall be accounted in the books of Transferee Company as per the provisions of Accounting Standard-14 issued by the Institute of Chartered Accountants of India.

PART V

DISSOLUTION OF TRANSFEROR COMPANIES AND GENERAL TERMS AND CONDITIONS

15. DISSOLUTION OF TRANSFEROR COMPANIES:

Upon registration of the Scheme under sub-section (3) or sub-section (7) of Section 233 of the Act by the Central Government or the Registrar, as the case may be, the Transferor Companies shall stand dissolved without winding up.

16. FILING COPY OF THE SCHEME

- 16.1 The Transferee Company shall file copy of the Scheme so approved in the manner prescribed under Section 233(1) of the Act and rules made thereunder, with the Central Government, Registrar of Companies and the Official Liquidator where the registered office of the Company is situated and comply with the provisions of the Act in this respect for carrying this Scheme into effect;
- 16.2 It is hereby clarified that submissions of the Scheme to the above said authorities and to any authorities for their respective approvals is without prejudice to all rights, interest, titles and defenses that Transferor Company and Transferee Company has or may have under or pursuant to all applicable laws.

17. MODIFICATIONS TO THE SCHEME:

- 17.1 **Scheme subject to Modifications:** The Scheme shall be subject to such modifications as the Central Government/ Registrar/ Official Liquidator or any other authority while approving the same may direct and which the Board of Transferor Companies and Transferee Company may consent and agree to;

- 17.2 **Modifications and Amendments to Scheme:** The Transferor Companies (by its Board of Directors) and the Transferee Company (by its Board of Directors) either by themselves or through a Committee appointed by them in this behalf, may in their full and absolute discretion, make and/or assent to any alteration, or modification to this Scheme, including but not limited to those which the Central Government/ Registrar / Official Liquidator and/or any other authority may deem fit approve or propose;
- 17.3 **Withdrawal of Scheme:** In the event that any conditions proposed by the abovesaid authorities are found unacceptable for any reason whatsoever by Transferor Companies or by Transferee Company, then Transferor Companies and/or Transferee Company shall be entitled to withdraw the Scheme in which even no rights and liabilities whatsoever shall accrue to or be incurred inter se to or by the parties or any of them;

18. SCHEME CONDITIONAL ON APPROVALS AND SANCTIONS:

The Scheme is conditional upon and subject to the following approvals/permissions and the amalgamation shall be deemed to be complete on the date on which the last of such approval/permissions shall have been obtained.

- 18.1 Approval of shareholders/Creditors, if any of Transferor Companies and Transferee Company: The approval and agreement of the Scheme by the requisite majorities of Equity Shareholders and Creditors, if any of the Transferor Companies and the Transferee Company under Section 233 of the said Act.
- 18.2 Registration of the Scheme by the Central Government: The registration of the Scheme under Section 233 (3) or 233 (7) of the Act, as the case may be, by the Central Government.
- 18.3 Approval of SEBI and Stock Exchanges: In view of the SEBI Notification No. SEBI/LAD/NRO/GN/2016-17/029 dated 15.02.2017 and in terms of Circular No. CFD/DIL3/CIR/2017/21 dated 21.03.2017, drafts scheme of Amalgamation of Wholly owned subsidiaries with their parent company shall be filled with the Stock Exchanges for the purpose of disclosure only and Stock Exchanges shall disseminate the scheme documents on their website.

19. EFFECT OF NON-RECEIPT OF APPROVALS/SANCTIONS:

In the event of any of the said sanctions and approvals referred to in the Clause 18 above not being obtained, the Scheme of Amalgamation shall become null and void and shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or may otherwise arise in law.

20. EFFECT OF NON FULFILLMENT OF ANY OBLIGATION:

In the event of non-fulfillment of any or all the obligations under the Scheme, by either Transferor Companies or Transferee Company, the non-performance of which will put the other company under any obligation, then such defaulting company will indemnify all costs/interest, etc. to the other company, subject to a specific provision if any to the contrary under the Scheme.

21. COSTS AND EXPENSES:

All costs, charges and expenses of Transferor Companies and Transferee Company respectively in relation to or in connection with this Scheme and incidental to the completion of the amalgamation of the Undertakings in pursuance of this Scheme shall be borne and paid by the respective companies.

FORM NO. CAA.10

[Pursuant to section 233(1)(c) and rule 25(2)]

Declaration of solvency

1. (a) **Corporate identity number (CIN) of company:** L65993WB1989PLC047002
(b) Global location number (GLN) of company: -
2. (a) **Name of the company:** SASTASUNDAR VENTURES LIMITED (Formerly Microsec Financial Services Limited)
(b) **Address of the registered office of the company:** AZIMGANJ HOUSE, 2ND FLOOR, 7 ABANINDRA NATH THAKUR SARANI (FORMERLY CAMAC STREET), KOLKATA - 700 017
(c) **E-mail ID of the company:** bmani@sastasundar.com
3. (a) **Whether the company is listed:** Yes
(b) **If listed, please specify the name(s) of the stock exchange(s) where listed:**
 1. BSE LIMITED
 2. NATIONAL STOCK EXCHANGE OF INDIA LIMITED
4. **Date of Board of Directors' resolution approving the scheme:** 5th January, 2017

Declaration of solvency

We, the directors of M/s SASTASUNDAR VENTURES LIMITED do solemnly affirm and declare that we have made a full enquiry into the affairs of the company and have formed the opinion that the company is capable of meeting its liabilities as and when they fall due and that the company will not be rendered insolvent within a period of one year from the date of making this declaration.

We append an audited statement of company's assets and liabilities as at 31.03.2016 being the latest date of making this declaration.

We further declare that the company's audited annual accounts including the Balance Sheet have been filed upto date with the Registrar of Companies, West Bengal

Signed for and behalf of the Board of Directors

(1) Signature : Sd/-
Banwari Lal Mittal
Chairman & Managing Director

(2) Signature : Sd/-
Ravi Kant Sharma
Director

(3) Signature : Sd/-
Abha Mittal
Director

Date: 24-05-2017

Place: KOLKATA

Verification

We solemnly declare that we have made a full enquiry into the affairs of the company including the assets and liabilities of this company and that having done so and having noted that the scheme of merger or amalgamation of PRP TECHNOLOGIES LIMITED, MYJOY TASTY FOOD PRIVATE LIMITED AND MYJOY HOSPITALITY PRIVATE LIMITED WITH SASTASUNDAR VENTURES LIMITED is proposed to be placed before the shareholders and creditors of the company for approval as per the provisions of sub-section of (1) of section 233 of the Companies Act, 2013, we make this solemn declaration believing the same to be true.

Verified this day the 24th day of May, 2017

(1) Signature : Sd/-
Banwari Lal Mittal
Chairman & Managing Director

(2) Signature : Sd/-
Ravi Kant Sharma
Director

(3) Signature : Sd/-
Abha Mittal
Director

Solemnly affirmed and declared at Kolkata the 24th day of May, 2017 before me.

Commissioner of Oaths and Notary Public

Attachments:

- a) Copy of board resolution
- b) Statement of assets and liabilities
- c) Auditor's report on the statement of assets and liabilities

EXTRACT OF THE MINUTES OF MEETING NO. 05/2016-17 OF THE BOARD OF DIRECTORS OF SASTASUNDAR VENTURES LIMITED HELD AT THE OFFICE OF THE COMPANY AT INNOVATION TOWER, PREMISES NO. 16-315, PLOT NO. DH 6/32, ACTION AREA - 1D, NEW TOWN, RAJARHAT, KOLKATA - 700156 ON THURSDAY, THE 5TH JANUARY, 2017 COMMENCED AT 12.30 PM AND CONCLUDED AT 3.00 PM

The Chairman placed before the Board, a draft Scheme of amalgamation of PRP Technologies Ltd. (PTL), Myjoy Tasty Food Pvt. Ltd. (MTFPL) and Myjoy Hospitality Pvt. Ltd. (MHPL) (Transferor Companies) with the Company (SSVL). The Board discussed and noted that the present Scheme of amalgamation will pave the way for better and more efficient management, large scale economics through common resources and funds. The Board discussed the rational of the scheme and consented the same.

The Board further noted that, since the present Scheme of Amalgamation is proposed between the Company and its wholly owned subsidiaries namely PRP Technologies Ltd., Myjoy Tasty Food Pvt. Ltd. and Myjoy Hospitality Pvt. Ltd, in terms of SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015, valuation Report from a Chartered Accountant shall not be required and one of the Stock Exchange shall be appointed as Designated Stock Exchange for the purpose of coordinating with SEBI and the Fairness opinion as obtained shall be approved.

After elaborate discussion, the following resolution was passed:

“RESOLVED THAT based on the recommendations of the Audit Committee and subject to approval of the Members and Creditors of the Company as the case may be, BSE Limited, The National Stock Exchange of India Limited, SEBI, and other necessary approvals as may be required, the draft Scheme of Amalgamation of PRP Technologies Ltd., Myjoy Tasty Food Pvt. Ltd. and Myjoy Hospitality Pvt. Ltd with the Company, placed before the Board and initialed by the Chairman for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT Mr. Ravi Kant Sharma, Director and Mr. Biplab Kumar Mani, Company Secretary of the Company, be and are hereby severally authorized:

- To sign, file, submit or present necessary applications, petitions, supplementary applications/ petitions, summons, documents, declaration, notices, replies and to swear affidavits or execute bonds for the above mentioned amalgamation;
- To engage any counsel/advocate/consultants to file the application before Central Government, Registrar of Companies, Official Liquidator and / or other authorities including National Company Law Tribunal (NCLT) to do other needful tasks;
- To appear (in person or through a representative) before the Offices of the Registrar of Companies, West Bengal and the Official Liquidator, Ministry of Corporate Affairs, West Bengal and or before any other authority including National Company Law Tribunal (NCLT) or person in connection with the aforesaid amalgamation; and
- To do any other act, deed or thing which may be ancillary or incidental to the above mentioned matter or which may otherwise be required for the aforesaid purpose.

RESOLVED FURTHER THAT for the purpose of co-coordinating with the Securities and Exchange Board of India (“SEBI”) in terms of Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015 issued by SEBI, BSE Limited (hereinafter referred to as ‘DSE’) be and is hereby designated as the Designated Stock exchange to the proposed Scheme of Amalgamation.

RESOLVED FURTHER THAT pursuant to SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 all the transferor companies being the wholly owned subsidiary company and there is no such change of shareholding, the valuation report is not required.

RESOLVED FURTHER THAT the Board noted that the fairness opinion from an independent merchant banker certifying that the merger is of the wholly owned subsidiaries with its parent company and there is no change in shareholding pattern of the transferee company post the scheme of amalgamation.

RESOLVED FURTHER THAT Mr. Ravi Kant Sharma, Director and/or Mr. Biplab Kumar Mani, Company Secretary of the Company, be and are hereby jointly and /or severally authorized to submit a certified true copy of the resolution to the said Registrar of Companies, Stock Exchanges, Securities and Exchange Board of India and such other competent authorities, if necessary.”

**Certified to be True Copy
For Sastasundar Ventures Limited
Sd/-
Biplab Kumar Mani
Company Secretary
ACS-19883**

Statement of Assets and Liabilities as at March 31, 2016
Sastasundar Ventures Limited (Formerly Microsec Financial Services Limited)

Assets	Book Value (Rs.)	Realisable Value (Rs.)
Balance at Bank	27,57,225	27,57,225
Cash in hand	22,872	22,872
Fixed Deposits	1,10,00,000	1,10,00,000
Loans & advances	1,11,08,107	1,11,08,107
Other Assets	76,834	76,834
Office Premises (Fixed Asset)	3,84,51,152	3,84,51,152
Residential Flat (Fixed Asset)	43,36,918	43,36,918
Furniture, fittings, utensils, etc. (Fixed Asset)	10,11,954	10,11,954
Computers (Fixed Asset)	61,139	61,139
Office Equipments (Fixed Asset)	4,44,924	4,44,924
Motor Vehicles (Fixed Asset)	1,51,791	1,51,791
Intangible Assets (Fixed Asset)	2,23,344	2,23,344
Investments other than Marketable securities	2,17,28,73,528	2,17,28,73,528
Total:	2,24,25,19,788	2,24,25,19,788
Liabilities		
(Estimated to rank for payment)		
Secured on specific assets		-
Unsecured creditors		
(amounts estimated to rank for payment)		
(a) Trade Payable		7,56,762
(b) Other liabilities		16,90,341
(c) Provision for Taxation		7,85,920
(d) Provision for Gratuity		4,13,023
Total:		36,46,046
Total estimated value of assets		2,24,25,19,788
Total liabilities		36,46,046
Estimated surplus after paying debts in full		2,23,88,73,742

The above information is as per audited financial statement of the company as on March 31, 2016

Remarks

- (1) Signature : Sd/-
Banwari Lal Mittal
Chairman & Managing Director
- (2) Signature : Sd/-
Ravi Kant Sharma
Director
- (3) Signature : Sd/-
Abha Mittal
Director
- (4) Signature : Sd/-
Biplab Kumar Mani
Company Secretary

Place: Kolkata

Date: May 24, 2017

Independent Auditor's Report on the Statement of Assets and Liabilities

The Board of Directors

Sastasundar Ventures Limited (Formerly Microsec Financial Services Limited)

Azimganj House, 2nd Floor

7, Camac Street, Kolkata 700017

Dear Sirs,

1. This Certificate is issued in accordance with the terms of Service Scope Letter dated January 17, 2017, serving as addendum to the Master Engagement Agreement with Sastasundar Ventures Limited (Formerly Microsec Financial Services Limited) [henceforth referred to as "the Company"] dated October 21, 2016.
2. A Scheme for amalgamation of Myjoy Tasty Food Private Limited, Myjoy Hospitality Private Limited and PRP Technologies Limited with the Company under the provisions of Section 233 has been filed with Registrar of Companies ("ROC"). In this regard, the Company will also have to file a declaration of solvency in Form No. C.A.A.10 as per clause (c) of sub-section (1) of Section 233 of the Companies Act, 2013. For this purpose, we have examined the attached Statement of Assets and Liabilities as on March 31, 2016 ("the Statement") prepared by the Company and initialed by us for identification purpose only.

Management's Responsibility

3. The preparation of the Statement is the responsibility of the management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The management is also responsible for ensuring that the Company provides all relevant information pursuant to Section 233(1) (c) of the Companies Act, 2013 and Rule 25(2) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 to ROC.

Auditor's Responsibility

5. It is our responsibility to provide reasonable assurance that information set out in the Statement are in agreement with the audited financial statements of the Company for the year ended March 31, 2016.
6. The financial statements referred to in paragraph 5 above, have been audited by us in respect to which we have issued an unmodified audit opinion vide our report dated May 26, 2016. Our audit of these financial statements was conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audits were not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.
7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
9. To provide reasonable assurance, we have performed the following procedures with respect to the Statement:
 - a) Traced and agreed the balances of assets and liabilities with the audited financial statements as on March 31, 2016.
 - b) Obtained representation from the Company's management that estimated realisable values of items of intangible and tangible fixed asset as on March 31, 2016 exceed their respective book values. We have completely relied on such representation and have not performed any further procedures in this regard.
 - c) Checked the arithmetical accuracy of the Statement.

Opinion

10. Based on procedures performed by us as set out in paragraph 9 above and information, explanations and representations given to us, in our opinion, the information set out in the Statement are in agreement with the audited financial statements for the year ended March 31, 2016.

Restriction on Use

11. This Certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of submission to ROC for the purpose mentioned in paragraph 2 above and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come without our prior consent in writing. This Certificate relates only to the items specified above and does not extend to any financial statements of the Company taken as a whole.

For S. R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number 301003E/E300005

per Bhaswar Sarkar

Partner

Membership No. 055596

Place : Kolkata

Date : May 24, 2017

**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, West Bengal, India

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 the above named company hereby appoint :

- (1) Name _____ Address _____
 Email Id _____ Signature _____ or failing him/her
- (2) Name _____ Address _____
 E-mail Id _____ Signature _____ or failing him/her
- (3) 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 28th Annual General Meeting of the Company, to be held on Tuesday, 8th August, 2017 at 10:30 a.m. at “Bharatiya Bhasha Parishad”, 36A Shakespeare Sarani, 4th Floor, Kolkata - 700017 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, 2017.		
2.	Re-appointment of Mr. Ravi Kant Sharma (DIN: 00364066), who retires by rotation.		
3.	Appointment of M/s. Singhi & Co., Chartered Accountants (Firm registration No. 318086E), as Statutory Auditors and fixing their remuneration in place of retiring auditors.		
Special Business			
4.	Approve the Scheme of Amalgamation of M/s PRP Technologies Limited, M/s Myjoy Tasty Food Private Limited and M/s Myjoy Hospitality Private Limited (the “Transferor Companies”) with Sastasundar Ventures Limited (the “Transferee Company”), pursuant to the provisions of Section 233 and other applicable provisions of the Companies Act, 2013 and Rules thereof, as may be applicable.		
5.	Appointment of Mr. Rajeev Goenka (DIN: 03472302) as Director (Independent) of the Company.		

Signed thisday of2017

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 28th 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.

