

SASTASUNDAR VENTURES LIMITED

(Formerly Microsec Financial Services Limited)

Azimganj House, 2nd Floor

7 Abanindra Nath Thakur Sarani (Formerly Camac Street)

Kolkata - 700 017, India

Tel: 91 33 2282 9330, Fax: 91 33 2282 9335

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

CIN - L65993WB1989PLC047002

Date: 16th February, 2017

To

The General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Tower
Dalal Street, Mumbai – 400 001

Manager - Listing
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Mumbai – 400 051

Sub: Declaration of Result of Postal Ballot under Regulation 44(3) of SEBI (LODR) Regulations, 2015

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

Dear Sir/ Madam,

Pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015 we are pleased to inform you that the members of the Company have passed the Special Resolution as set out in the notice of the Postal Ballot dated 5th January, 2017.

Please find enclosed herewith result of voting of postal ballot (both e-voting and Physical Postal Ballot) under Regulation 44(3) of SEBI (LODR) Regulations, 2015 alongwith Scrutinizer's Report.

On the basis of the report as issued by the Scrutinizer Mr. Manoj Kumar Banthia, Practicing Company Secretary in his report dated 16th February, 2017, a copy of which is annexed herewith, the Special Resolution as mentioned in the postal Ballot Notice declared as passed by requisite majority.

Kindly take the same on your records.

Thanking you,
Yours Faithfully,

For Sastasundar Ventures Limited



Biplab Kumar Mani

Company Secretary and Compliance Officer



Encl:

- 1. Voting Results in terms of the provisions of Regulation 44(3) of SEBI (LODR) Regulations, 2015 (Annexure – I)**
- 2. Scrutinizer's Report (Annexure – II)**

Sastasundar Ventures Limited (Formerly Microsec Financial Services Limited)

Date of AGM/EGM (The resolution was passed through postal ballot including e-voting)	The date of passing resolution is February 16, 2017 i.e. date of declaring of the postal ballot result
Total number of shareholders as on record date (i.e. cut-off date in case of postal ballot)	15,832
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group	Not Applicable
Public	
No. of shareholders present in the meeting through Video Conferencing:	
Promoter and Promoter Group	Not Applicable
Public	

Resolution Required : (Special)	1 - Special Resolution for approval pursuant to Regulation 24 of the SEBI (LODR) Regulations, 2015 and Section 180(1)(a) of the Companies Act, 2013 for divestment of Microsec Capital Limited, a wholly owned Subsidiary Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	[1]	[2]		[4]	[5]		
	Poll			100.0000	23057302	0	100.0000	0.0000
	Postal Ballot	23057302	0	0.0000	0	0	0.0000	0.0000
	Total		23057302	100.0000	23057302	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	113625	0	0.0000	0	0	0.0000	0.0000
	Total		113625	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		2549457	29.5091	2549324	133	99.9948	0.0052
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	8639573	11356	0.1314	11198	158	98.6087	1.3913
	Total		8639573	2560813	29.6405	2560522	291	99.9886
Total		31810500	25618115	80.5335	25617824	291	99.9989	0.0011

Note: 1) No. of votes polled doesn't include invalid votes.



**MANOJ KUMAR BANTHIA**

Practicing Company Secretary

Shantiniketan | 5th Floor | Room No- 511 | 8 Camac Street | Kolkata
- 700 017 | Email: mbanthia2010@gmail.com | Ph: 033-2282-1348**SCRUTINIZER'S REPORT**

[Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Rule 20 as amended by Companies (Management & Administration) Amendment Rules, 2015]

16th February, 2017

To
The Chairman
M/s Sastasundar Ventures Limited
(Formerly Microsec Financial Services Limited)
Azimganj House, 2nd Floor,
7 Abanindra Nath Thakur Sarani (formerly Camac Street),
Kolkata - 700017

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot & Voting through E-voting conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 and Rule 20, *mutatis mutandis*, of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I, Manoj Kumar Banthia, Practicing Company Secretary, appointed by the Board of Directors of Sastasundar Ventures Limited (the Company) at its meeting held on 5th January, 2017 for the purpose of scrutinizing the postal ballot process and voting through e-voting conducted for seeking approval of members of the Company for divestment of Microsec Capital Limited (MCAP), a wholly owned subsidiary of the Company pursuant to section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (The Act)



and Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 do hereby submit my report as follows:

- (a) The notice dated 5th January, 2017 along with the Statement under Section 102 of the Act, setting out all material facts in respect of the resolution mentioned therein was sent to the shareholders of the Company electronically by email and physically by Registered Post to the members whose names as on 30th December, 2016 appear on the register of members/ list of beneficial owners as received from the National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL).
- (b) The Company has dispatched the Notice and the Postal Ballot forms along with postage prepaid business reply envelope by registered post and email on 13th January, 2017. The Company also provided the e-voting facility offered by Central Depository Services (India) Limited (CDSL) to its shareholders.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut off" date i.e. 30th December, 2016 were entitled to vote on the proposed resolution.
- (d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period commenced on Monday, 16th January, 2017 at 9:00 AM and ended on Tuesday, 14th February, 2017 at 5:00 PM.
- (e) All physical ballots received up to close of Working hours i.e. 5.00 P.M on Tuesday, 14th February, 2017 being the last date and time fixed by the Company for receipt of the Ballot Forms, were opened on 15th February, 2017 in my presence and scrutinized by me. The votes cast through postal ballot were counted first, and thereafter, the votes cast through e-voting were unblocked in presence of Ms. Mudra Khaitan and Ms. Pritha Bose, not in



employment of the Company, who acted as witnesses in accordance with Rule 20 of the Companies (Management & Administration) Rules, 2014.

- (f) The Postal Ballot forms were scrutinized and the signatures of the members who had cast their votes were verified with their specimen signatures registered with RTA or as provided by the depositories;
- (g) Particulars of all the Postal Ballot Forms received from the Members have been entered in a register separately maintained for the purpose
- (h) Thereafter, the details containing inter alia, list of the members, who voted "For" or "Against" on the resolution were derived from the ballot forms received from the members of the Company as well as the report generated from the e-voting website of CDSL's e-voting website <https://www.evotingindia.com> in respect of voting through e-voting.
- (i) The Company in aggregate has received 30 (Thirty) Postal Ballot forms representing 14547 equity shares in the Company out of which 8 (Eight) ballot forms consisting of 3191 equity shares were invalid.
- (j) 51 (Fifty One) members representing 25606759 equity shares have cast their votes through e-voting. There was no invalid vote through e-voting.
- (k) There were no instances of voting by both the modes by the same shareholder(s) viz, by way of e-voting and also through physical Postal Ballot forms.

I now submit my consolidated report as under on the result of the voting through e-voting and postal ballot.



MANOJ KUMAR BANTHIA

Practicing Company Secretary

Shantiniketan | 5th Floor | Room No- 511 | 8 Camac Street | Kolkata
- 700 017 | Email: mbanthia2010@gmail.com | Ph: 033-2282-1348

Item No. 1 – Special Resolution – Approval under Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 180(1)(a) of the Companies Act, 2013 for divestment of Microsec Capital Limited, a wholly owned subsidiary company.

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	48	25606626	20	11198	68	25617824	99.999
Voted against the resolution	3	133	2	158	5	291	0.001
Invalid votes	Nil	Nil	8	3191	8	3191	N.A.

In view of the above scrutiny, I hereby certify that the special resolution, as aforesaid, as set out in notice dated 5th January, 2017 has been approved and passed by the requisite majority.

The Postal Ballot Forms and other related papers/ registers and records have been handed over to the Company Secretary of the Company authorized by the Board to supervise the Postal Ballot process.

Thanking You,
Yours Faithfully


Manoj Kumar Banthia
[Practicing Company Secretary]
Membership No.: 11470
COP No.: 7596

Date: 16th February, 2017

Place: Kolkata