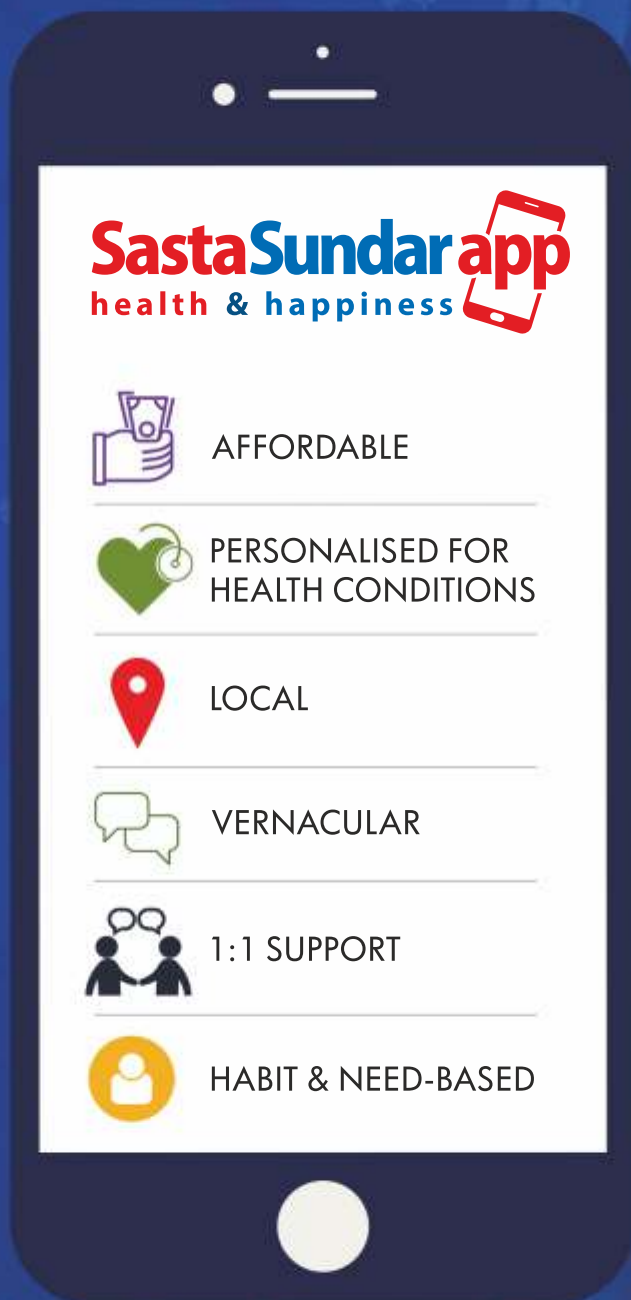
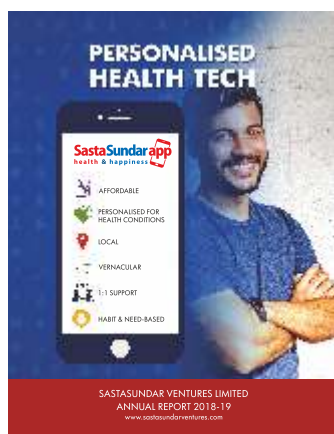


PERSONALISED HEALTH TECH



SASTASUNDAR VENTURES LIMITED
ANNUAL REPORT 2018-19
www.sastasundarventures.com



This Annual Report is available
online at www.sastasundarventures.com

Corporate Information

BOARD OF DIRECTORS

Mr. Banwari Lal Mittal
Chairman and Managing Director

Mr. Ravi Kant Sharma
Non-Executive Director

Mr. Parimal Kumar Chattaraj
Independent Director

Mr. Rajeev Goenka
Independent Director

Mrs. Abha Mittal
Non-Executive Director

Mr. Bimal Kumar Patwari
Independent Director
[with effect from July 24, 2019]

Mr. Raj Narain Bhardwaj
Independent Director
[upto March 31, 2019]

Mr. Deba Prasad Roy
Independent Director
[upto March 31, 2019]

Dr. Saibal Chandra Pal
Independent Director
[with effect from April 1, 2019
upto August 19, 2019]

CHIEF FINANCIAL OFFICER

Mr. Deepak Kumar Agarwal
[with effect from March 2, 2019]

Mr. Amrit Daga
[upto March 2, 2019]

COMPANY SECRETARY

Biplab Kumar Mani

REGISTERED OFFICE

Azimganj House, 2nd Floor
7, Abanindra Nath Thakur Sarani
(Formerly Camac Street)
Kolkata - 700 017
CIN : L65993WB1989PLC047002
Phone: +91 33 2282 9330
Fax: +91 33 2282 9335
E-mail: info@sastasundar.com
Website : www.sastasundarventures.com

BANKERS

HDFC Bank Limited

AUDITORS

Singhi & Co.
Chartered Accountants
161, Sarat Bose Road
Kolkata - 700 026

REGISTRAR AND SHARE TRANSFER AGENT

Link Intime India Private Limited
59C, Chowringhee Road, 3rd Floor
Kolkata - 700 020
Phone : +91 33 2289 0539/40
Fax : +91 33 2289 0539
E-mail : kolkata@linkintime.co.in
Website : www.linkintime.co.in

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CHAIRMAN'S MESSAGE

Dear Shareholders,

We appreciate your continuous support in our mission towards providing consistent access to affordable healthcare and in a convenient manner. SastaSundar continues to focus on consumer experience and cost efficiency.

Personalised Health Tech to provide a personalised experience is one of our core focus areas. Though the majority of our revenue is driven by the sale of medicines, but we see this only as our first stepping stone to reach the consumer. Our holistic purpose is to provide healthcare solution, and medicine is just one of them. SastaSundar has taken the following initiatives to provide a delightfully personalised experience to its consumer base:

1. YANA Diet Clinic to provide the support of diet counselling linked to personal health conditions.
2. The medical history of medicines are being collaborated with Genu Path Lab's test results, and the prescription, being the best document of sick care, is converted into a data point of comprehensive wellness.
3. Customisation of buying behaviour has helped us in mapping affordability and locality with consumer profile. Our automated process connects resources according to consumer affordability and locality.
4. Through customisation using technology, medicines are being supplemented by personalised health supplement DNAVITA.
5. The entire ecosystem of health service providers including doctors, nurses, hospitals, fitness experts, dietitians, etc. is collaborated according to different needs in the SastaSundar ecosystem which is, again, linked to individual needs.
6. Personalised health information, available on the SastaSundar app, is based on personal health conditions. The entire health information system and delivery is customised to cater to specific diseases and related care.
7. The personalised contents are provided in languages as per user choice. Further, there is interchangeability between audio and visual media for availing health information.
8. Integration of search algorithms to provide personalised reference to product and services.

The Healthbuddy network of SastaSundar provides personalised human connection in the most cost efficient manner. SastaSundar is now established as an efficient model in terms of cost efficiency and consumer experience. Connecting global resources with local care is our theme. We are a fully integrated player covering offline plus online platforms and optimally utilising both the channels of logistics and data.

We shall be continuously working on using technology for personalisation of services and improving efficiency by optimising our Healthbuddy network. We continue to expand our business model with our eyes on our mission for a positive change in healthcare in India along with developing a business of sustainable cash flow. Both growth and discipline are our basic principles, and we are continuously investing in expanding our consumer base, brand building, technology, HR and our Healthbuddy network.

Your views and ideas are most appreciated. They constitute the wind beneath SastaSundar's wings. Please write to me with your suggestions at my personal email id: blmittal@sastasundar.com.

Thanking you,

B L Mittal

Chairman and Managing Director

LETTER FROM THE CEO

Dear Shareholders,

I am delighted to write to you about the performance of your Company for the year that paved the way for us to collectively move towards the next orbit. Buoyed by the response from expansion in Delhi, UP and Haryana in Financial Year 2017-18, we have expanded our operations in the 5th state of Jharkhand during the year in a uniquely different model. With this, we have now 2 Area Logistics Centres (ALCs) based at Kolkata and Noida, and we are serving 5 states through these 2 ALCs. Our strategy to scale the business block by block – Set up ALCs, Penetrate geography, Set up Healthbuddy stores across geography, Garner leadership and Move to new geography - is yielding the desired results. In my last year's letter, I talked about the next 5mn order's milestone that we were set to achieve in the shortest time; I am pleased to share that the milestone was achieved over a time period of 17 months, and now, we are geared up to achieve the next 5mn order's milestone within less than 12 months.

We have started offering diagnostic services during the year under Genu Path Labs Ltd. We have set up the most advanced technological lab for esoteric testing, testing of complexity and prompt reporting of general testing. At Genu Path Labs, everything revolves around Meticulous Assay of Quality Evidence. We follow a stringent Process Control (we call it QuaGen) to ensure Accurate Test Results. This quality-focussed approach led Genu Path Labs to get accreditation from NABL within a short period of operation.

Our initiative during the Year 2017 to leverage our supply chain capabilities to build a Platform for Retailers – RetailerShakti is performing very well. It now has more than 10,000 retailers on board. RetailerShakti is assisting retailers in increasing their sales and enabling them to maintain lesser inventory by facilitating real-time purchase and keeping track of stocks available on their mobile phones.

We believe Personalisation is going to be the key differentiating factor and for SastaSundar, it's of the highest priority. Our Digital outreach in combination with the physical presence of Healthbuddy Stores provides unparalleled patient engagement, delivers healthcare services to the consumers in a more convenient, more accessible, more affordable and more consumer-focussed manner – we call it Personalised Health Tech - a patient-centric technology which is customised to individual health conditions, needs, affordability, locality, habits, support system and languages.

Data and Analytics constitute the spine of the SastaSundar ecosystem. We believe that information across all points of care can help in taking smarter decisions and ensuring better health for patients.

We are creating differentiated products and services that will drive meaningful value for both the consumers and the sector.

We clearly have reasons to be confident in our operating model's ability to expand and grow rapidly. The model is very effective in scaling up the business from Metro to Tier 1 and Tier 2 to Last Village without the requirement of much additional capital, and the sector provides a brilliant opportunity for integrated players like us to be the leader in space.

We are working towards creating a platform that will enable us to transform healthcare delivery, one which will connect global expertise with local healthcare and summarily, which will make the life of millions of people healthy and happy.

I want to thank our Board of Directors, our Shareholders and more than 1,000 colleagues – Team GenSS - who contribute on a daily basis to make healthcare accessible, affordable, consistent and convenient for all. I highly appreciate the untiring efforts and commitment of Team GenSS towards our mission.

I would like to highlight the following paragraph from the letter I wrote to you in 2016; it keeps us driving closer to our Goal.

"We learn. We innovate. We act. We transform. We get better. We continuously work on being more than what we are today. We are committed to deliver for you. Join us as we create the next wave of growth."

This is what drives each one of us at SastaSundar.com every second and every minute of every day.

Yours Sincerely,

Ravi Kant Sharma

Chief Executive Officer

SastaSundar.com

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the Thirtieth (30th) Annual Report together with Audited Annual Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2019.

FINANCIAL HIGHLIGHTS

(Rs. in lacs)

Particulars	Standalone		Consolidated	
	FY 2018-19	FY 2017-18	FY 2018-19	FY 2017-18
Total Revenue	309.67	152.28	22,094.55	16,196.03
Profit/(Loss) before Interest, Depreciation & Tax	118.08	(39.20)	(3,502.93)	(1,281.57)
Less: Depreciation	20.70	22.74	598.44	554.42
Less: Interest	-	-	167.62	52.13
Profit/(Loss) before Tax and Exceptional Item	97.38	(61.94)	(4,268.99)	(1,888.12)
Exceptional Item	18.12	1,390.65	-	651.98
Profit/(Loss) before Tax	115.50	1,328.71	(4,268.99)	(1,236.14)
Less: Tax Expenses				
- Current Tax	24.17	196.79	28.13	197.75
- Adjustment of tax relating to earlier periods	(1.08)	-	(0.26)	(0.05)
- Deferred Tax	-	-	71.72	39.07
Profit/(Loss) for the year before Minority Interest	92.41	1,131.92	(4,368.58)	(1,472.91)
Less: Minority Interest	-	-	(532.81)	(284.84)
Profit/(Loss) for the year	92.41	1,131.92	(3,835.77)	(1,188.07)

Consolidated Financial Statements

As required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and in accordance with the Indian Accounting Standard AS-21, Consolidated Financial Statements of the Company and its subsidiaries form part of the Annual Report and are reflected in the consolidated financial statements of the Company. These statements have been prepared on the basis of audited financial statements received from the subsidiary companies as approved by their respective Boards.

DIVIDEND

The Board of Directors do not recommend any dividend for the financial year 2018-19.

TRANSFER TO RESERVE

The Company has not transferred any amount to the General Reserve Account during the financial year ended 31st March, 2019.

OPERATIONAL UPDATE

During the year, the Company has executed a Share Subscription Agreement (SSA) on 28th January, 2019 with Sastasundar Healthbuddy Limited and Rohto Pharmaceuticals Co. Limited. In terms of the SSA, the Company has invested Rs. 35.24 crores in Sastasundar Healthbuddy Limited, subsidiary Company and has subscribed 36,000 Cumulative Compulsory Convertible Preference Shares (CCPS).

During the year, the Company also entered in to a Share Purchase Agreement (SPA) with Genu Path Labs Limited and Sastasundar Healthbuddy Limited on 5th March, 2019. In terms of such SPA, the Company has sold the investment in Genu Path Labs Limited to Sastasundar Healthbuddy Limited for a consideration of Rs. 6.00 crores. The entire transaction had completed on 9th April, 2019.

OPERATIONS

On a standalone basis, the revenue of your Company is Rs. 309.67 Lacs as against Rs. 152.28 Lacs during the previous year. EBIDTA for the current year is Rs. 118.08 Lacs as compared to EBIDTA of Rs. (39.20) Lacs during the previous financial year. The net profit for the year under review is Rs. 92.41 Lacs as against Rs. 1,131.92 Lacs in the previous year.

On a consolidated basis, the revenue of your Company stood at Rs. 22,094.55 Lacs as against Rs. 16,196.03 Lacs during the previous year. The EBIDTA for the current year is Rs. (3,502.93) Lacs as compared to EBIDTA of Rs. (1,281.57) Lacs during the previous financial year. The net loss for the year under review is Rs. 3,835.77 Lacs as against loss of Rs. 1,188.07 Lacs in the previous year.

DIRECTORS' REPORT

DEPOSITS

During the year under review, the Company has neither accepted nor renewed any deposits from the public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 during the year.

SHARE CAPITAL

The paid up Equity share capital of the Company as at 31st March, 2019 stood at Rs. 31.81 crores divided into 3,18,10,500 equity shares of face value of Rs. 10 each. There has been no change in the Authorised and Paid up Share Capital of the Company during the year under review.

- A) **Issue of equity shares with differential rights** : The Company did not issue equity shares with differential voting rights during the financial year 2018-19
- B) **Issue of sweat equity shares**: The Company did not issue sweat equity shares during the financial year 2018-19.
- C) **Issue of employee stock options**: The Company did not issue stock options during the financial year 2018-19.
- D) **Provision of money by Company for purchase of its own shares by employees or by trustees for the benefit of employees**:
The Company does not have a scheme for purchase of its own shares by employees or by trustees for the benefit of employees.

CHANGE IN NATURE OF BUSINESS, IF ANY

There has been no change in the nature of business of the Company during the financial year ended 31st March, 2019.

LOANS, GUARANTEES AND INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments affecting the financial position of your Company have occurred between the end of the financial year of the Company to which financial statements relates and the date of this report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATOR/COURTS/TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There were no significant and material orders passed by the Regulators or Courts or Tribunals during the year impacting the going concern status and the operations of the Company in future.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), all dividends remaining unpaid or unclaimed for a period of seven years are required to be transferred by the Company to the IEPF, established by the Government of India. Further, according to the Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

During the year, the Company has transferred the unclaimed and unpaid dividends of Rs. 97,015/- to IEPF. Further, 4031 corresponding shares on which dividends were unclaimed for seven consecutive years were transferred to IEPF as per the requirements of the IEPF rules. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the Company's website at www.sastasundarventures.com.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company's Internal Control Systems are commensurate with the nature, size and complexity of its business and ensure proper safeguarding of assets, maintaining proper accounting records and providing reliable financial information.

The Audit Committee have laid down internal financial controls to be followed by the Company and such policies and procedures have been adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

DIRECTORS' REPORT

An external independent firm carries out the internal audit of the Company operations and reports to the Audit Committee on a regular basis. Internal Audit provides assurance on functioning and quality of internal controls along with adequacy and effectiveness through periodic reporting.

SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

As on March 31, 2019 the Company has ten subsidiaries (both direct and step down). During the year under review a new subsidiary was incorporated in the name and style "Happymate Foods Limited" to venture into Food business.

In accordance with Section 129(3) of the Companies Act, 2013, the Company has prepared consolidated financial statements of the Company and all its subsidiaries which forms part of the Annual Report. Further a statement containing the salient features of the financial statements of each of the subsidiaries, associates in the prescribed format Form AOC-1, forms part of the Annual Report. The annual accounts of the subsidiary companies will be made available to the shareholders on request and will also be kept for inspection by the shareholders at the registered office of your Company.

Further as per section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company are available at our website at www.sastasundarventures.com.

A Policy has been formulated for determining the Material Subsidiaries of the Company pursuant to Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as SEBI (LODR) Reg, 2015]. The said Policy has been posted on the Company's website at the http://www.sastasundarventures.com/Pdf/SVL_PolicyforDeterminationofMaterialSubsidiary.pdf

The Company does not have any Joint Venture or Associate Company as per the provisions of the Companies Act, 2013.

BOARD OF DIRECTORS:

a) Directors and Key Managerial Personnel

As per the provision of the Companies Act, 2013 Mr. Ravi Kant Sharma (DIN: 00364066) retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Your Directors recommended the re-appointment of Mr. Ravi Kant Sharma as Director.

The tenure of Mr. Banwari Lal Mittal (DIN: 00365809) as Managing Director was expired on 30th June, 2018. The Board of Director at their meeting held on 21st May, 2018, on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Banwari Lal Mittal as Managing Director & CEO without any remuneration for a period of 5 years w.e.f. 1st July, 2018 and the said appointment was approved by the members at the Annual General Meeting held on 14th August, 2018.

Mr. Banwari Lal Mittal and Mr. Ravi Kant Sharma is on the Board of Sastasundar Healthbuddy Limited (SHBL), subsidiary of the Company and draws remuneration from SHBL.

Mr. Rajeev Goenka was appointed as an Independent Non-Executive Director to hold office for three consecutive years upto 25th May, 2020 by the Members of the Company at the 28th AGM. The Board based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations recommends re-appointment of Mr. Goenka as an Independent Director of the Company for the second term from 26th May, 2020 upto the conclusion of the 32nd Annual General Meeting of the Company to be held in the year 2021.

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on June 7, 2018 prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect. Mr. Parimal Kumar Chattaraj who was reappointed as an Independent Director of the Company at the 29th Annual General Meeting of the Company held on August 14, 2018 for a period of five years by way of special resolution. The present age of Mr. Chattaraj is 74 years. In view of the said provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Nomination and Remuneration Committee discussed the matter and recommended the continuation of Directorship of the above Independent Director for the remaining period of his term subject to compliance of the same.

Details of the directors being appointed/ re-appointed as required under SEBI (LODR) Reg, 2015 and Secretarial Standard -2 are provided in the Corporate Governance Report and notice of 30th Annual General Meeting.

None of the Directors of the Company are disqualified for being appointed as Directors, as specified in section 164(2) of the Companies Act, 2013 and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

DIRECTORS' REPORT

During the year under review Mr. Deepak Kumar Agarwal has appointed as Chief Financial Officer in place of Mr. Amrit Daga who has resign from the post of Chief Financial Officer w.e.f. 2nd March, 2019.

Pursuant to Section 203 of the Companies Act, the Key Managerial Personnel of the Company are Mr. Banwari Lal Mittal, Managing Director, Mr. Deepak Kumar Agarwal, Chief Financial Officer and Mr. Biplab Kumar Mani, Company Secretary.

The term of Mr. Raj Narain Bhardwaj and Mr. Deba Prasad Roy as Independent Directors expired on 31st March, 2019. They have not been appointed as an Independent Director for the second term. CS (Dr.) Saibal Chandra Pal appointed as an Independent Director (additional) w.e.f. 1st April, 2019 subject to the approval of the members at the forthcoming AGM.

b) Declaration by the Independent Director(s)

All the Independent Directors have furnished the requisite declarations that they meet the independence criteria as laid down under section 149(6) of the Companies Act, 2013 read with the rules made thereunder and Regulation 16(1)(b) of the SEBI (LODR) Reg, 2015. Further, the Board of Directors has taken on record the declaration and confirmation submitted by the Independent Director under regulation 25(8) after assessing its veracity. The Independent Directors have complied with the code for Independent Director as prescribed under Schedule IV of the Companies Act, 2013.

c) Familiarization Programme undertaken for Independent Director

In terms of Reg 25 (7) of the SEBI (LODR) Reg, 2015, your Company is required to conduct Familiarisation Programme for Independent Directors to familiarise them about your Company including nature of Industry in which your company operates, business model, responsibilities of the Ids etc. Further, pursuant to Reg 46 of the SEBI (LODR) Reg, 2015, your Company is required to disseminate on its website, details of familiarization programmes imparted to the Ids including the details of the same. During the year, the Company has organised one familiarisation Programme of the Independent Directors. The details of the familiarisation programme of Independent Directors are provided in the Corporate Governance Report. The link to the details of familiarization programmes imparted to the Ids is http://www.sastasundarventures.com/Pdf/1_Familiarization_Programme_for_Independent_Director.pdf

d) Board Evaluation

The Nomination and Remuneration Committee of the Company has formulated and laid down criteria for Performance evaluation of the Board (including Committees) and every director (including independent directors) pursuant to the provisions of Section 134, Section 149 read with the code of Independent Director (Schedule IV) and Section 178 of the Companies Act, 2013 read with Rules framed thereunder and Regulation 19(4) read with Part D of Schedule II of SEBI (LODR) Reg, 2015.

For annual evaluation of the Board as a whole, its Committee(s) and Individual Directors including the Chairman of the Board, the Company has formulated a questionnaire to assist in evaluation of the performance. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

During the year under review, the Independent Directors of the Company reviewed the performance of Non-independent Directors, the board as a whole and the chairperson of the Company, taking into account the views of executive and non executive directors.

e) Remuneration Policy

The Board has on the recommendation of the Nomination & Remuneration Committee adopted the Remuneration Policy, which *inter alia* includes policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management Personnel and their remuneration. The remuneration policy of the Company aims to attract, retain and motivate qualified people at the Executive and at the Board levels. The remuneration policy seeks to employ people who not only fulfill the eligibility criteria but also have the attributes needed to fit into the corporate culture of the Company. The said Policy has been disclosed in the Corporate Governance Report, which forms part of this Annual Report.

MEETINGS OF THE BOARD OF DIRECTORS AND COMMITTEE

a) Board of Directors

The Board meets at regular intervals to discuss and decide on business policy and strategy apart from other Board business. However, in case of special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are confirmed in the subsequent Board meeting. During the year under review, four Board Meetings were convened and held on 21st May, 2018, 13th August, 2018, 12th November, 2018 and 13th February, 2019, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 as well as the SEBI (LODR) Reg, 2015.

DIRECTORS' REPORT

b) Audit Committee

The composition, number of meetings held and attended and terms of reference of the Audit Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report. There has been no instance where the Board has not accepted the recommendations of the Audit Committee.

c) Nomination and Remuneration Committee

The composition, number of meetings held and attended and terms of reference of the Nomination and Remuneration Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report.

d) Stakeholders Relationship Committee

The composition, number of meetings held and attended and terms of reference of the Stakeholders Relationship Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report.

e) Investment Committee

The composition, number of meetings held and attended and terms of reference of the Investment Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report.

f) Strategic Committee

The composition, number of meetings held and attended and terms of reference of the Strategic Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report.

g) Separate Meeting of Independent Directors

The Independent Directors met on 12th November, 2018 without the attendance of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole, the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

AUDITOR**(a) Statutory Auditors**

M/s. Singhi & Co., Chartered Accountants (Firm registration No. 302049E), the Statutory Auditors have submitted their Independent Auditor Report for the financial year ended 31st March, 2019 and they have made no qualification, reservation, observation or adverse remarks or disclaimer in their report.

(b) Secretarial Auditor

Pursuant to the provisions of section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company had appointed M/s MKB & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year 2018-19. The Report of the Secretarial Audit is annexed herewith as "Annexure - I". There are no qualifications in the Report.

None of the auditors of the Company have reported any fraud during the FY 2018-19.

RELATED PARTY TRANSACTIONS

During the financial year 2018-19, your Company has entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014, which were in the ordinary course of business and on arms' length basis and in accordance with the provisions of the Companies Act, 2013, Rules issued thereunder and SEBI (LODR) Reg, 2015. During the financial year 2018-19, there were no transactions with related parties which qualifies as material transactions under the Listing Regulation. Thus a disclosure in Form AOC-2 in terms of Section 134 of the Companies Act, 2013 is not required.

All Related Party Transactions are placed before the Audit Committee and also before the Board for approval. Omnibus approval was obtained on a yearly basis for transactions which were of repetitive nature. Transactions entered into pursuant to omnibus approval of all the Related Party Transactions are placed before the Audit Committee and the Board for review and approval on a quarterly basis.

DIRECTORS' REPORT

The Company has formulated a policy on related party transactions for purpose of identification and monitoring of such transactions. The said policy on related Party transactions as approved by the Board is posted at the Company's website at the weblink http://www.sastasundarventures.com/Pdf/SVL_RelatedPartyTransactionPolicy.pdf

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information relating to conservation of energy, technology absorption, foreign exchange earnings and outgo as per section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed herewith as "Annexure - II".

PARTICULARS OF EMPLOYEES & RELATED DISCLOSURES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report as "Annexure - III" and forms part of the Report.

EXTRACT OF THE ANNUAL RETURN

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extract of the annual return in Form No. MGT - 9 is included in this report as "Annexure - IV" and forms an integral part of this report.

The Annual Return of the Company will be available at the web address of the Company at www.sastasundarventures.com

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy to provide a formal mechanism to the Directors and Employees to report their concern about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. The details of the Whistle Blower Policy is explained in the Corporate Governance Report and also posted on the website of the Company at the weblink http://www.sastasundarventures.com/Pdf/SVL_whistle_blower_policy.pdf

During the year under review, no complaints have been received/reported.

CORPORATE SOCIAL RESPONSIBILITY

The provisions relating to the Corporate Social Responsibility ("CSR") are not applicable to the Company.

POLICY ON PREVENTION OF INSIDER TRADING

Your Company has adopted a Code for Prevention of Insider Trading with a view to Regulate trading in equity shares of the Company by the Directors and designated employees of the Company. The said Code of Conduct is available on the website of the Company at www.sastasundarventures.com. The Code requires preclearance for dealing in Company's shares and prohibit the purchase or sale of shares in your Company by the Directors and designated employees, while they are in possession of unpublished price sensitive information and also during the period when the Trading Window remains closed.

CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION ANALYSIS REPORT

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements as set out by SEBI. The Company has also implemented several best corporate governance practices. The report on Corporate Governance and Management Discussion & Analysis Report as stipulated under Schedule V of the SEBI (LODR) Reg, 2015 forms an integral part of this report.

PRACTICING COMPANY SECRETARIES' CERTIFICATE ON CORPORATE GOVERNANCE

In Compliance with the provisions of Regulation 34 of the SEBI (LODR) Reg, 2015 read with Schedule V of the said Regulations, the Corporate Governance Certificate issued by the Practicing Company Secretaries' M/s. MKB & Associates, Company Secretaries regarding compliance with the conditions of Corporate Governance as stipulated is annexed to this report.

Your Company has taken adequate steps for strict compliance with the Corporate Governance guidelines, as amended from time to time.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS:

During the year under review, your Company has complied with applicable Secretarial Standards issued by the Institute of Company Secretaries of India.