

# SastaSundar app

health & happiness





This Annual Report is available  
Online at [www.sastasundarventures.com](http://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  
[upto June 30, 2021]

**Mrs. Rupanjana De**  
Independent Director  
[with effect from  
September 15, 2020]

**Dr. J. N. Mukhopadhyaya**  
Independent Director  
[with effect from June 22, 2021]

### CHIEF FINANCIAL OFFICER

**Mrs. Manisha Sethia**

### COMPANY SECRETARY

**Mr. Pratap Singh**  
[with effect from September 14, 2020]

**Mr. Biplab Kumar Mani**  
[upto September 13, 2020]

### REGISTERED OFFICE

Azimganj House, 2nd Floor  
7, Abanindra Nath Thakur Sarani  
(Formerly Camac Street)  
Kolkata- 700 017  
CIN: L65993WB1989PLC047002  
Phone: + 913322829330  
Fax: +913322829335  
E-mail: [info@sastasundar.com](mailto:info@sastasundar.com)  
Website : [www.sastasundarventures.com](http://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  
Vaishno Chambers, 5th Floor  
Room No. 502 & 503  
6 Brabourne Road  
Kolkata 700001  
Phone: + 913340049728  
Fax : + 913340731698  
E-mail: [kolkata@linkintime.co.in](mailto:kolkata@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)

## Inside this Report

### Statutory Reports 3-55

• Directors' Report and Annexures	3
• Management Discussion & Analysis Report	27
• Corporate Governance Report	32
• Statement Regarding Subsidiary Company	54

### Standalone Financial Statements 56-96

• Independent Auditors' Report	56
• Balance Sheet	64
• Statement of Profit and Loss	65
• Statement of Changes in Equity	66
• Cash Flow Statement	67
• Notes to the Financial Statements	69

### Consolidated Financial Statements 97-151

• Independent Auditors' Report	98
• Balance Sheet	104
• Statement of Profit and Loss	105
• Statement of Changes in Equity	106
• Cash Flow Statement	107
• Notes to the Financial Statements	109

## CHAIRMAN'S MESSAGE

*Dear Shareholders,*

*Greetings of the day!*

It is exciting time for all of us to represent the two wings of revolution that is Health and Digital.

It is time for digital healthcare platform including E-Pharmacy. By 2025, Frost & Sullivan expects E-Pharmacy to penetrate 70 million households in India.

It has been a challenging time for SastaSundar to demonstrate its ability to deal with the COVID situation and to make available all essential medicines at the right time and right price.

As I write to you, it has been a sign of relief with COVID-19 cases subsidizing as we have got Vaccine to deal with it.

India is called as "the pharmacy of the world" but still 65% of its people are not able to get consistent access to affordable healthcare in convenient time. The problem is not the resources but the lack of efficient data driven supply chain.

SastaSundar is building data driven supply chain of Healthcare which is one of the most efficient supply chain both in terms of cost and consumer efficiency.

Selling medicine is dealing with life of the people and we have prescription which is not only a piece of paper but full document of health of a person consists of vital parameter such as diagnostic data.

At SastaSundar we are continuously working on the concept to make the proper use of technology to provide personalized experience.

Exclusive health profile linked personalized Health supplement "DNAVITA" is an example of our innovation regarding personalization.

Medicine is basically "Sick Care" which is an important part of health care but healthcare is a much bigger term that emphasizes on a holistic approach of wellness. COVID-19 pandemic has taught us the lesson evidently that prevention is better than cure.

Majority of our customers are suffering from various life style diseases, wherein change in life-style can be helpful in reducing the intake of medicines in our regular life. Through our Yana Diet Clinic, we have initiated a programme that will help our customers to get the right kind of diet and thereby to reduce medicine having a healthier life-style.

Wellness is beyond medicine and you will be happy to witness that SastaSundar is now catering an array of indoor, outdoor sports and fitness accessories to the customers to encourage them to include physical activities in their daily regime.

Devoid of time and situation the occasions of gifting have been always there. We all have a quick choice of gifting some sweets, snacks etc. Here we started culturing with a question if we can gift some healthy stuffs to our near and dear ones that they would cherish for long time.

Hence, we have introduced a unique and thoughtful gifting solution with our wide range of "Health Bag" and "Health Box" keeping good health as prime focus in mind. These are attributes to enhance the warmth that feels like they are curated specifically for the loved ones. After all, **"Health is Wealth"**!

As we always state, "Being child" is our culture where innovation is the key and your SastaSundar is constantly working on innovation to make things convenient at its best. I believe that together we can achieve another level of success with your kind support and cooperation.

Thanking you,

**Banwari Lal Mittal**

*Chairman & Managing Director*

**Sastasundar.com**

## LETTER FROM THE CEO

*Dear Shareholders,*

Let me start with the excerpts from my 2016 letter:

*"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."*

We are making meaningful progress!

During the COVID pandemic (the nationwide lockdown in March 2020 or the second wave of COVID-19), the way SastaSundar has served the community has confirmed our belief that we are making meaningful progress. The second wave of COVID-19 has drawn a stark distinction between selling medicine and making medicines available in need. The robust predictive tools deployed for demand forecasting and inventory management helped us in maintaining a very high-level inventory of COVID-related medicines and essentials at the beginning of the second wave. Delivering COVID-related medicines and essentials at customers' homes during the second wave of COVID-19 was an overwhelming experience. We received positive reviews from customers stating that they were finding it difficult to get certain medicines but received them from SastaSundar – this was one of the greatest moments for the entire team of SastaSundar. I personally received numerous appreciation calls/messages from customers regarding this. The dedication, hard work and unwavering commitment of all my colleagues and Health Buddies have made this possible and I am really grateful to them.

We have made meaningful progress at the business front too.

During the Financial Year 2021, the GMV has grown by 34% to Rs. 793 crs and EBITDA losses has been reduced from -14.8% to -4.2%. "Do more with Less" has been the driving force to become better every day and bring efficiency everywhere. We are the most efficient Digital Healthcare platform operating in India in terms of Cost, Consumer Experience and Capital. This is the toughest turf in digital business and we have been able to build an eco-system that is very high in consumer experience at one hand and on the other hand, has the lowest operational cost in the industry.

We have crossed the milestone of delivering more than 2 crore orders during the year out of which close to 73 lac orders have been delivered in the FY 2021. The HB network is expanding and now serving 10 states of India with 458 HB stores.

During the year, Genu Path Labs Limited has registered a net revenue of Rs. 265 lacs. We are witnessing good traction in repeat tests by existing customers. As an expansion strategy, we are planning to set up small satellite labs in district areas and open more sample collection centres.

11k + retailers joined the RetailerShakti platform, making the total number of registered retailers around 28k. The one-stop solution for retailers for all their procurement requirements with transparent & competitive pricing, ease of ordering on mobile/desktop with features to manage their inventory efficiently is creating a strong base of loyal retailers.

To assist the customers in adopting and adhering to the best healthcare practices, we are continuously adding different products and offers.

Powered by technology, we are working towards creating a platform that will enable us to transform the way healthcare is delivered in India.

The SastaSundar website with an Alexa ranking of 134 as of 31.3.2021 is amongst the top 134 most popular websites in India and the SastaSundar App with a 4.6 star rating in the Google App store is the highest rating Android App amongst the Digital Healthcare Apps.

I request you to download and use the SastaSundar App and share your experiences and suggestions.

I would like to thank all our stakeholders for keeping their faith in us, our Board of Directors for their guidance and support and our colleagues across SastaSundar. Their dedication and contribution made me enthusiastic about the Financial Year 2020-21 and the years to come.

I would like to conclude by saying that we are very enthusiastic about the FY 2021-22 and the years to come. We are making meaningful progress!.

*Yours Sincerely,*

**Ravi Kant Sharma**

*Chief Executive Officer*

**SastaSundar.com**

## DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the Thirty-second (32nd) Annual Report together with Audited Annual Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2021.

### FINANCIAL HIGHLIGHTS

(Rs. in Lakhs)

Particulars	Standalone		Consolidated	
	FY 2020-21	FY 2019-20	FY 2020-21	FY 2019-20
Total Revenue	-	0.97	54,819.88	38,543.71
<b>Profit/(Loss) before Interest, Depreciation &amp; Tax</b>	<b>3.90</b>	<b>(45.79)</b>	<b>(1,084.49)</b>	<b>(5,225.09)</b>
Less: Depreciation	16.67	18.48	447.28	490.19
Less: Interest	1.24	1.12	104.91	70.17
<b>Profit/(Loss) before Tax and Exceptional Item</b>	<b>(14.01)</b>	<b>(65.39)</b>	<b>(1,636.68)</b>	<b>(5,785.45)</b>
Exceptional Item	-	128.58	-	28.58
<b>Profit/(Loss) before Tax</b>	<b>(14.01)</b>	<b>63.19</b>	<b>(1,636.68)</b>	<b>(5,756.87)</b>
Less: Tax Expenses				
- Current Tax	-	-	60.56	8.17
- Adjustment of tax relating to earlier periods	-	(0.38)	3.68	(0.67)
- Deferred Tax	-	-	8.28	(551.24)
<b>Profit/(Loss) after Tax</b>	<b>(14.01)</b>	<b>63.57</b>	<b>(1,709.20)</b>	<b>(5,213.13)</b>
Other Comprehensive Income				
(a) Items that will be not reclassified subsequently to profit or loss (net of tax)	-	-	-	-
Remeasurement gain/loss on defined benefit plans (net of tax)	(1.53)	(0.18)	24.63	(23.77)
(b) Items that will be reclassified subsequently to profit or loss (net of tax)	-	-		-
Other Comprehensive Income	(1.53)	(0.18)	24.63	(23.77)
<b>Total Comprehensive Income</b>	<b>(15.54)</b>	<b>63.39</b>	<b>(1,684.57)</b>	<b>(5,236.90)</b>
<b>Profit/ (Loss) for the year attributable to</b>				
Owner of the company	(14.01)	63.57	(1,040.07)	(3,879.44)
Non-controlling Interest	-	-	(669.13)	(1,333.69)
<b>Total Comprehensive income for the period attributable to</b>				
Owner of the company	(15.54)	63.39	(1,022.72)	(3,903.21)
Non-controlling Interest	-	-	(661.85)	(1,333.69)

### Consolidated Financial Statements

As required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 [hereinafter referred to as "SEBI (LODR) Reg, 2015"] and in accordance with the Indian Accounting Standard notified under the Companies (Indian Accounting Standards) Rules, 2015, 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 2020-21.

In accordance with Regulation 43A of SEBI (LODR) Reg, 2015 your company has adopted Dividend Distribution Policy with effect from June 22, 2021. The Policy lays down various parameters to be considered by the Board before declaration/recommendation of dividend to the members of the Company. The Dividend Distribution Policy is available on the website of the Company at [https://www.sastasundarventures.com/Pdf/Dividend\\_Distribution\\_Policy.pdf](https://www.sastasundarventures.com/Pdf/Dividend_Distribution_Policy.pdf)



## DIRECTORS' REPORT

### TRANSFER TO RESERVE

The Company has not transferred any amount to the General Reserve Account during the financial year ended 31st March 2021.

### STATE OF COMPANY'S AFFAIRS & OPERATIONS

The financial year under review began amidst nation-wide lockdowns imposed by the Central Government to contain the spread of Covid-19 and the lockdowns were followed by gradual removal of restrictions on the free movement of people by the Central and/ or the State Governments. The Country also witnessed a second wave of the pandemic beginning in the last quarter of the financial year under review.

The Covid-19 pandemic emerged as global challenge, creating disruption across the world and in India is causing significant disturbance in indian economic activities. The situation has been under close watch by the company to take prompt actions for continuity of the business in the optimised manner. The company believe that impact of this outbreak will not be significant on its business and financial position. With the focus area on health and hygiene since the onset of the pandemic, the Company is striving to gain share and is also working on cost optimisation.

On a standalone basis, the revenue of your Company is NIL as against Rs. 0.97 Lakhs during the previous year. EBIDTA for the current year is Rs 3.90 Lakhs as compared to EBIDTA of Rs. (45.79) Lakhs during the previous financial year. The net profit for the year under review is Rs (14.01) Lakhs as against Rs. 63.57 Lakhs in the previous year.

On a consolidated basis, the revenue of your Company stood at Rs 54,819.88 Lakhs as against Rs. 38,453.71 Lakhs during the previous year. The EBIDTA for the current year is Rs. (1,084.49) Lakhs as compared to EBIDTA of Rs. (5,225.09) Lakhs during the previous financial year. The net loss for the year under review is Rs (1,709.20) Lakhs as against loss of Rs. (5,213.13) Lakhs in the previous year.

### 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.

### SHARE CAPITAL

The paid up Equity share capital of the Company as at 31st March, 2021 stood at Rs. 31.81 crores divided into 31810500 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 2020-21.
- B) Issue of sweat equity shares: The Company did not issue sweat equity shares during the financial year 2020-21.
- C) Issue of employee stock options: The Company did not issue stock options during the financial year 2020-21.
- 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, 2021.

### 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.

## DIRECTORS' REPORT

### 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.

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, 2021 the Company has ten subsidiaries (both direct and step down).

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 forms part of the Annual Report. Further a statement containing the salient features of the financial statements of each of the subsidiaries 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](http://www.sastasundarventures.com).

A Policy has been formulated for determining the Material Subsidiaries of the Company pursuant to Regulation 46 of the 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](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.

Mr. Banwari Lal Mittal is an Executive Chairman in Sastasundar Healthbuddy Limited (SHBL), subsidiary of the Company and receive remuneration from SHBL. Mr. Ravi Kant Sharma is also designated as the Managing Director & CEO of Sastasundar Healthbuddy Limited (SHBL), subsidiary of the Company and draws remuneration from SHBL.

### 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 Board of Directors of the Company on 15th September, 2020 on the recommendation of Nomination and Remuneration Committee have appointed Mrs. Rupanjana De (DIN: 01560140), as an Additional Director of the Company, categorized as Independent Director, in terms of Section 161 of the Companies Act, 2013 till the ensuing Annual General Meeting.

The Board of Directors at their meeting held on 22nd June, 2021 on the recommendation of Nomination and Remuneration Committee have appointed Dr. Jayanta Nath Mukhopadhyaya (DIN - 09015844), as an Additional Director of the Company, categorized as Independent Director, in terms of Section 161 of the Companies Act, 2013 till the ensuing 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. Further, in the opinion of the Board, the Independent Directors also possess the attributes of integrity, expertise and experience as required to be disclosed under Rule 8(5)(iii) of the Companies (Accounts) Rules, 2014.

The details of Director being recommended for reappointment as required under the SEBI (LODR) Reg, 2015 are contained in the accompanying Notice convening the ensuing Annual General Meeting of the Company. Appropriate Resolution(s) seeking your approval to the re-appointment of Director are also included in the Notice.

During the year under review, Mr. Pratap Singh was appointed as Company Secretary and Compliance Officer of the Company with effect from 14th September, 2020 in place of Mr. Biplab Kumar Mani who has resigned as Company Secretary with effect from 13th September, 2020.

## DIRECTORS' REPORT

Pursuant to Section 203 of the Companies Act, the Key Managerial Personnel of the Company are Mr. Banwari Lal Mittal, Managing Director, Mrs. Manisha Sethia, Chief Financial Officer and Mr. Pratap Singh, Company Secretary.

### 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 also submitted a declaration confirming that they have registered their names in the databank of Independent Directors as being maintained by the Indian Institute of Corporate Affairs (IICA) in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. 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 Regulation 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 Independent Directors, etc. Further, pursuant to Regulation 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 Independent Directors is <https://sastasundarventures.com/Pdf/FamiliarizationProgrammeForIndependentDirector.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 salient features of the 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 29th June, 2020, 28th August, 2020, 12th November, 2020 and 12th February, 2021, the details of which are given in the Corporate Governance Report. The meetings were held in compliance with the various provisions of the Act/Listing Regulations and in accordance with the relaxations provided by MCA/SEBI with regard to the outbreak of Covid-19 pandemic.



## 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) Separate Meeting of Independent Directors

The Independent Directors met on 12th November, 2020 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.

## AUDITORS

### (a) Statutory Auditors

M/s. Singhi & Co., Chartered Accountants (Firm registration No. 302049E), the Statutory Auditors of the Company have been appointed as Statutory Auditors of the Company by the Members of the Company till the conclusion of 33rd Annual General Meeting of the Company to be held in the calendar year 2022. They have confirmed that they are not disqualified from continuing as Statutory Auditors of the Company for financial year 2021-22.

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, 2021 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 corresponding Rules framed thereunder, M/s MKB & Associates, a firm of Company Secretaries were appointed as the Secretarial Auditors of the Company to carry out the secretarial audit for the year ending 31st March, 2021.

None of the auditors of the company have reported any fraud during the year under purview.

#### Annual Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI (LODR) Reg, 2015 a Secretarial Audit Report given by the Secretarial Auditors in Form No. MR-3 is annexed with this Report as "Annexure- I".

As regard to Secretarial Auditors' observations relating to delay in appointment of Independent Women Director in terms of Regulation 17(1)(a) of the SEBI (LODR) Reg, 2015 for the period from 01.04.2020 to 14.09.2020, it is hereby stated that due to Covid 19 Pandemic the Company was not in a position to appoint Independent Women Director. The Company has appointed Independent Women Director on the board with effect from 15th September, 2020. Thus complying with the requirement of Regulation 17(1)(a) of the SEBI (LODR) Reg, 2015.

As required under Regulation 24A of the SEBI (LODR) Reg, 2015, Secretarial Audit Report in Form No. MR-3 of Sastasundar Healthbuddy Limited, material unlisted subsidiary of the Company is also annexed herewith and marked as "Annexure- II".

## DIRECTORS' REPORT

### RELATED PARTY TRANSACTIONS

During the financial year 2020-21, 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 2020-21, there were no transactions with related parties which qualifies as material transactions under the Listing Regulations. 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.

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](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 - III".

### 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 - IV" and forms part of the Report.

### ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) and Section 92(3) of the Act, as amended, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company for the Financial Year ended 31st March, 2021 is available on the website of the Company at [https://www.sastasundarventures.com/Pdf/Annual\\_Return\\_31.03.2021.pdf](https://www.sastasundarventures.com/Pdf/Annual_Return_31.03.2021.pdf)

### 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](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.

### BUSINESS RESPONSIBILITY STATEMENT

The Securities and Exchange Board of India (SEBI) has mandated India's top 1,000 listed entities based on market capitalisation on the BSE and NSE to submit a 'Business Responsibility Report' (BRR) along with their Annual Report. This report is required to be in line with the 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business' (NVGs) as released by the Ministry of Corporate Affairs (MCA) in July 2011. The report is annexed herewith as "Annexure- V".

### 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](http://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.