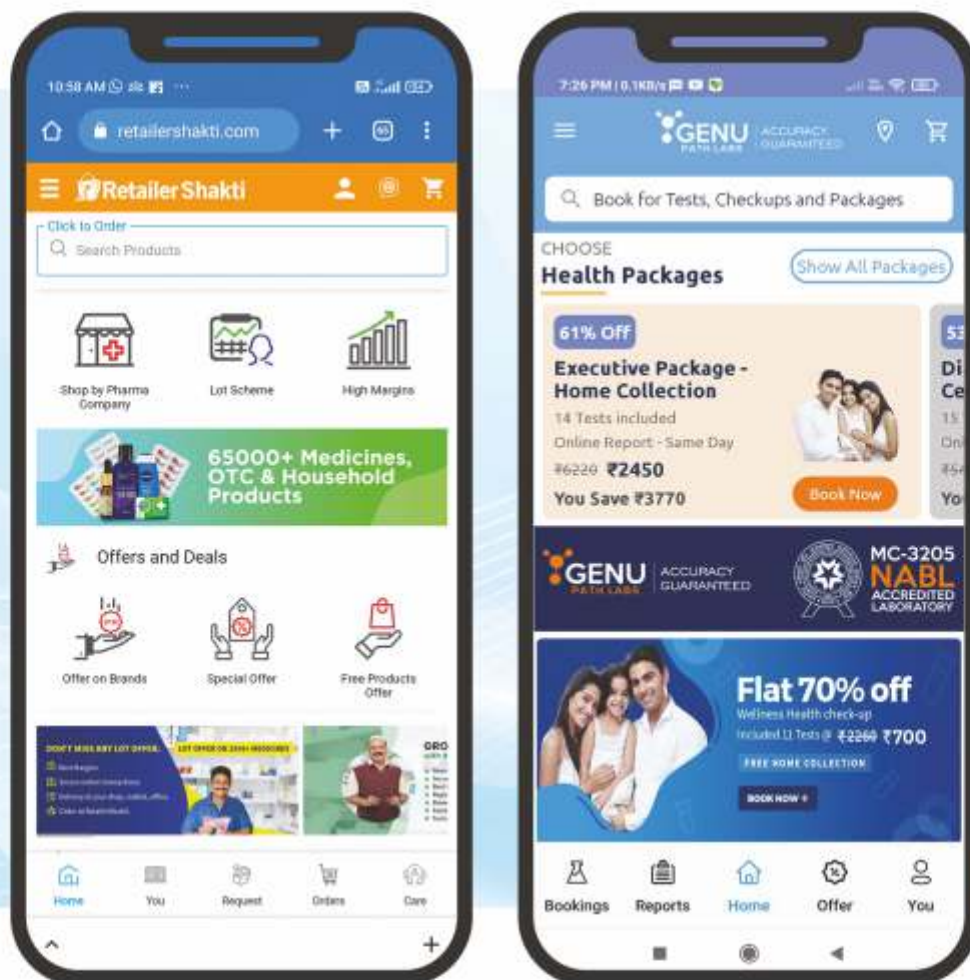


SastaSundar

health & happiness



SASTASUNDAR VENTURES LIMITED
ANNUAL REPORT 2021-22



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
[upto September 28, 2021]

Mrs. Abha Mittal
Non-Executive Director

Mrs. Rupanjana De
Independent Director

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

Mr. Bimal Kumar Patwari
Independent Director
[upto June 30, 2021]

CHIEF FINANCIAL OFFICER

Mrs. Manisha Sethia

COMPANY SECRETARY

Mr. Pratap Singh

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
Website : www.sastasundarventures.com

BANKERS

HDFC Bank Limited

AUDITORS

J K V S & CO
Chartered Accountants
5-A, Nandalal Jew 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
Website: www.linkintime.co.in

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CHAIRMAN'S MESSAGE

Dear Shareholders,

Greetings of the day!

The Financial Year 2021-22 was a landmark year in the journey of your Company.

While we consolidated our growth during the Covid-19 Phase, we were able to enter into a Strategic Partnership with Flipkart group, the details of which were timely shared with the investors through the platform of Stock Exchanges.

This partnership will help us to participate in the significant opportunity of Digital healthcare in India and manage our risks appropriately.

It is visible that the opportunity is very large, but the competition arising from capital is also large. It was our thoughtful decision to enter into a strategic partnership instead of opting for a financial investor. The subsequent challenging condition of the capital markets is proof that our judgement was right.

We continue to build and operate the digital supply chain of healthcare that consists of Pharmacy, Wellness and Diagnostic.

Post completion of the strategic partnership deal of B2C E-pharmacy (Sastasundar Marketplace) with Flipkart, the SastaSundar mobile APP and the website have been renamed to FlipKart Health+. We however, continue to supply medicines and healthcare products through sellers on Flipkart Health+. We are also under the process of setting up a warehouse network across PAN India.

We are working to expand and grow our network of seller pharmacies across PAN India. Flipkart Health+ shall leverage Flipkart's strength of large consumer base and digital tech capabilities.

Our B2B digital platform of healthcare - Retailer Shakti, is doing well and we have ambitious plans of growth for the same.

We plan to expand PAN India and accelerate growth.

We shall leverage scale to minimise cost and maximise margin.

We continue to strengthen digital technology to expand our data-driven efficient supply chain. We are working on the growth plans of the diagnostic business under the brand name of Genu Path Labs. We have noticed that the data integration and D2C digital evolution presents significant opportunity of growth for us in this space.

We firmly believe that digital technology is one of the biggest opportunity of this century but we also firmly believe that it cannot be merely a fashion statement rather it should bring efficiency, convenience and accuracy in the ecosystem.

Growth at the cost of capital burn without adding to MOAT is something we never follow.

We shall appropriately leverage customer base and capital to grow.

We continue to invest in teams, technology and trust.

We work for cash flow, customer experience and community wellbeing.

I would like to end by saying that our core value remains "being genuine" and "being child" is our culture.

As we always state, "Being child" is our culture where innovation is the key and your Company 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.

With Best Regards,

Banwari Lal Mittal

Chairman & Managing Director

LETTER FROM THE CEO

Dear Shareholders,

The Financial Year 2021-22 has been proven to be the year of validation of what I was writing in my letter to our valuable shareholders since 2016.

“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 has been made possible due to incredible commitment and efforts of my colleagues. I am wholeheartedly grateful to all our team members for their extraordinary efforts and work.

We spent last few years building most efficient Digital Healthcare Platform in terms of Cost, Consumer Experience and Capital. The continued focus on bringing efficiency everywhere has played significant role in developing very differentiated model. The firm belief of not chasing “Growth at any cost model” rather building unique “Sustainable Growth model” has been proven to be the right strategy.

During FY 2021-22, RetailerShakti, our B2B digital healthcare platform, GMV has grown by close to 55% and GENU Path Labs, our diagnostic vertical, revenue has grown by 89%. We see tremendous opportunity in the sector and shall remain focussed on building digital supply chain of healthcare. We are building supply chain capabilities in different regions across India to support our mission of providing equitable access of healthcare to all sections of society.

I would like to express my gratitude to our shareholders for their support and keeping their faith in us, our Board of Directors for their guidance and support and our colleagues for their hard work, dedication, initiative and commitment.

I look forward to your continuous support.

Yours Sincerely,

Ravi Kant Sharma

Chief Executive Officer

Sastasundar Healthbuddy Limited

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the Thirty-third (33rd) Annual Report together with Audited Annual Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2022.

FINANCIAL HIGHLIGHTS

(Rs. in Lakhs)

Particulars	Standalone		Consolidated	
	FY 2021-22	FY 2020-21	FY 2021-22	FY 2020-21
Total Revenue	-	-	63,142.82	54,819.88
Profit/(Loss) before Interest, Depreciation & Tax	(14.64)	3.90	(3,702.30)	(1,084.49)
Less: Depreciation	17.66	16.67	415.62	447.28
Less: Interest	1.38	1.24	163.62	104.91
Profit/(Loss) before share of profit/(loss) of an associate; exceptional items and tax	(33.68)	(14.01)	(4,281.54)	(1,636.68)
Share of Profit/(Loss) on Associates & joint ventures accounted for using equity method	-	-	(518.61)	-
Profit/(Loss) before exceptional items and tax	(33.68)	(14.01)	(4,800.15)	(1,636.68)
Exceptional Item	-	-	1,15,748.53	-
Profit/(Loss) before Tax	(33.68)	(14.01)	1,10,948.38	(1,636.68)
Less: Tax Expenses				
- Current Tax	-	-	13,075.27	60.56
- Adjustment of tax relating to earlier periods	5.37	-	7.74	3.68
- Deferred Tax	-	-	28.81	8.28
Profit/(Loss) after Tax	(39.05)	(14.01)	97,836.56	(1,709.20)
Other Comprehensive Income				
(i) Items that will be not reclassified subsequently to profit or loss (net of tax)				
(a) Remeasurement gain/loss on defined benefit plans (net of tax)	(4.20)	(1.53)	(25.94)	24.61
(b) Income tax relating to items that will not be reclassified to profit or loss	-	-	0.24	0.02
(ii)(a) Items that will be reclassified subsequently to profit or loss (net of tax)	-	-	-	-
(b) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-
Other Comprehensive Income	(4.20)	(1.53)	(25.70)	24.63
Total Comprehensive Income	(43.25)	(15.54)	97,810.86	(1,684.57)
Profit/ (Loss) for the year attributable to				
Owner of the company	(39.05)	(14.01)	70,850.64	(1,040.07)
Non-controlling Interest	-	-	26,985.92	(669.13)
Total Comprehensive income for the period attributable to				
Owner of the company	(43.25)	(15.54)	70,830.65	(1,022.72)
Non-controlling Interest	-	-	26,980.21	(661.85)

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 and associate as approved by their respective Boards.

DIRECTORS' REPORT

DIVIDEND

The Board of Directors do not recommend any dividend for the financial year 2021-22.

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

TRANSFER TO RESERVE

The Company has not transferred any amount to the General Reserve Account during the financial year ended 31st March, 2022.

STATE OF COMPANY'S AFFAIRS & OPERATIONS

The financial year under review was a landmark year in the journey of your Company. The Company consolidated its growth during the Covid-19 phase. As a result, the Company was able to enter into strategic partnership with the Flipkart group.

The Covid-19 pandemic emerged as global challenge, creating disruption across the world and in India caused significant disturbance in Indian economic activities. The situation was under close watch by the company to take prompt actions for continuity of the business in the optimised manner. The impact of this outbreak was not significant on company's business and financial position. With the focus area on health and hygiene, the Company strive to gain share while working on cost optimisation.

On a standalone basis, the revenue of your Company is NIL as against NIL during the previous year. EBIDTA for the current year is ₹ (14.64) Lakhs as compared to EBIDTA of ₹ 3.90 Lakhs during the previous financial year. The net profit for the year under review is ₹ (39.05) Lakhs as against ₹ (14.01) Lakhs in the previous year.

On a consolidated basis, the revenue of your Company stood at ₹ 63142.82 Lakhs as against ₹ 54,819.88 Lakhs during the previous year. The EBIDTA for the current year is ₹ (3,702.30) Lakhs as compared to EBIDTA of ₹ (1,084.49) Lakhs during the previous financial year. The net profit for the year under review is ₹ 97,836.56 Lakhs as against loss of ₹ (1,709.20) 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, 2022 stood at ₹ 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 2021-22.
- B) Issue of sweat equity shares: The Company did not issue sweat equity shares during the financial year 2021-22.
- C) Issue of employee stock options: The Company did not issue stock options during the financial year 2021-22.
- 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, 2022.

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.

DIRECTORS' REPORT

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.

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, 2022 the Company has nine subsidiaries (both direct and step down).

During the year under review, Sastasundar Healthbuddy Limited ("SHBL"), a subsidiary of the Company, has, inter-alia, entered into a share subscription and purchase agreement dated 19th November, 2021 and a shareholders' agreement, (collectively, the "Definitive Agreements") dated 19th November, 2021 with Flipkart Health Private Limited (a company incorporated and existing under the laws of Singapore), pursuant to SHBL's divestment of its equity holding in Sastasundar Marketplace Limited ("SML"), a wholly owned subsidiary of SHBL. Consequent to the above-mentioned transaction, Flipkart Health Private Limited (a company incorporated and existing under the laws of Singapore) holds 75.1% of equity share capital of SML and the balance 24.9% of equity share capital of SML continues to be held by SHBL and hence, SML ceased to be a step-down subsidiary of the Company on December 9, 2021.

Post completion of this strategic partnership with Flipkart, the SastaSundar mobile APP and the website have been renamed as FlipKart Health+. SHBL however, shall continue to supply on wholesale basis medicines, healthcare, FMCG and other OTC products. The company, through its subsidiary, is also under process to setup a warehouse network across PAN India.

Thus, Sastasundar Marketplace Limited ("SML") [Now known as Flipkart Health Limited] becomes Associate Company as per Section 2(6) of the Companies Act, 2013 w.e.f. December 9, 2021 where 'associate company', in relation to another company, means a company in which that other company has a significant influence, but which is not a subsidiary company of the company having such influence and includes a joint venture company. The expression "significant influence" means control of at least twenty per cent of total voting power, or control of or participation in business decisions under an agreement.

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.

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

DIRECTORS' REPORT

The Company does not have any Joint Venture Company. During the year, Flipkart Health Limited (formerly Sastasundar Marketplace Limited) becomes the Associate Company w.e.f. December 9, 2021 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 Mrs. Abha Mittal (DIN: 00519777) retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. Your Directors recommended the re-appointment of Mrs. Abha Mittal as Director.

At the Annual General Meeting held on 28th September, 2021; the approval of the Members be and is hereby taken for appointment of Mrs. Rupanjana De (DIN: 01560140) for a period of 5 (five) years from 15th September, 2020 till 14th September, 2025. The approval of the Members were also taken for appointment of Dr. Jayanta Nath Mukhopadhyaya (DIN - 09015844) for a period of 3 (three) years from 22nd June, 2021 till 21st June, 2024.

During the year under review, Mr. Bimal Kumar Patwari (DIN: 00552793) has resigned from the position of Independent Director of the Company with effect from 30th June, 2021 since he is currently pre-occupied with his own business and hence unable to serve the Board. Whereas, the second tenure of Mr. Rajeev Goenka (holding DIN - 03472302) as an Independent Director comes to an end on the conclusion of 32nd AGM of the Company, held on 28th September, 2021. Hence, Mr. Rajeev Goenka ceased to be Director of the Company with effect from 28th September, 2021.

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 (Listing Obligations and Disclosure Requirements) Regulations, 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.

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 <http://www.sastasundarventures.com/Pdf/FamiliarizationProgrammeForIndependentDirector.pdf>

DIRECTORS' REPORT

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. The said policy is available at the weblink: https://sastasundarventures.com/Pdf/SVL_Remuneration_policy.pdf.

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, six Board Meetings were convened and held on 11th June, 2021, 22nd June, 2021, 12th August, 2021, 13th November, 2021, 19th November, 2021 and 14th February, 2022, 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 Covid-19 pandemic.

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) Risk Management Committee

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

f) 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.

DIRECTORS' REPORT

g) Separate Meeting of Independent Directors

The Independent Directors met on 14th February, 2022 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, (FRN 302049E) have resigned as Statutory Auditors of the Company with effect from November 13, 2021. The Audit Committee & Board at its meeting held on November 13, 2021 noted that the statutory auditors have not raised any concern or issue. The statutory auditors in their resignation letter have stated that they have resigned as statutory auditors of the company in order to comply to the limit specified in clause 8.3 of the "Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)" guidelines issued by RBI.

In view of the above, pursuant to the provisions of Section 139 of the Companies Act, 2013 ("the Act"), the Board of Directors of the Company, on the recommendation of the Audit Committee, at their meeting held on November 13, 2021 approved the appointment of M/s. JKVS & Co., Chartered Accountants (Firm Registration Number: 318086E) as the Statutory Auditors of the Company w.e.f. November 13, 2021, to fill the casual vacancy caused by the resignation of M/s. Singhi & Co., till the conclusion of next 33rd Annual General Meeting of the Company, subject to the approval of the shareholders at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the Auditors. The Members of the company through Postal Ballot passed on 8th February, 2022 have confirmed their appointment as the Statutory Auditors till the conclusion of 33rd Annual General Meeting to be held in the year 2022.

M/s. JKVS & Co., Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the requisite confirmation that, their appointment, if made by the shareholders, will be within the limits prescribed under the Companies Act, 2013. They have confirmed that they are not disqualified from continuing as Statutory Auditors of the Company for financial year 2022-23.

M/s. JKVS & Co., Chartered Accountants (Firm Registration Number: 318086E), the Statutory Auditors have submitted their Independent Auditor Report for the financial year ended 31st March, 2022 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, 2022.

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

Annual Secretarial Audit Report

In terms 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". There are no qualifications, reservations or adverse remarks made by Secretarial Auditors in their Report.

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".

RELATED PARTY TRANSACTIONS

During the financial year 2021-22, 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 2021-22, there were no transactions with related parties