

**B) The details of the Shareholders Agreement entered into between Sastasundar Healthbuddy Limited (SHBL) subsidiary of the Company, SHBL Founders, Flipkart Health Private Limited (Investor), and Sastasundar Marketplace Limited now Flipkart Health Limited (FKH) dated 19th November, 2021:**

The disclosure regarding the agreements were duly disclosed to the Stock Exchanges on 19th November, 2021 and 11th December, 2021. This Shareholder's Agreement is subsisting as on date, which is regarding the SHBL's divestment of its equity holding in Sastasundar Marketplace Limited (an erstwhile wholly owned subsidiary of SHBL).

The salient features of the aforesaid Shareholders' Agreement, in so far as they impact SVL, is detailed herein below:

1. Pursuant to the consummation of the transactions as stipulated under the Share subscription and purchase agreement: (1) the Investor will become the legal and beneficial owner of seventy-five point one per cent (75.1%) of the Share Capital of the FKH on a fully diluted basis; and (2) the SHBL as Continuing Shareholder will legally and beneficially own twenty-four point nine per cent. (24.9%) of Share Capital of the FKH on a fully diluted basis.
2. SHBL holding more than 15% equity shares upto 24.9%, shall have the right to nominate for appointment upto two directors; in case of shareholding more than 5% to 15%, nominate appointment of one director and 5% and below shall not have the right to nominate for appointment of any Director.
3. With respect to SVL or any of its Affiliates, the Restricted Activities includes:
  - a) carrying on negotiations with a Person for the purpose of establishing another entity, vehicle or joint venture or entering into any arrangement that has, in each case, the same or substantively the same business activities as the Business or any business or activity that is similar or identical to the Business or competes with the FKH;
  - b) neither SVL nor any of its Affiliates, whether jointly or severally, shall, directly or indirectly, or beneficially, in any capacity whatsoever, engage in any Restricted Activities in the Restricted Territory;For the purpose of the above, "Restricted Activities" means any business or activity that is similar or identical to the Business or competes with the FKH; in any capacity whatsoever; and in relation to any transaction.
4. In SVL, the Founders shall
  - a) not sell or transfer, directly or indirectly, all or part of their respective shares in SVL to the Investor Competitor, provided that, with respect to the shares in SVL held by the Founders, to the extent any of the Founders or its advisors/agents is not knowingly soliciting a transfer of the listed shares in the share capital of SVL to the Investor Competitor or any Founder is not knowingly transferring its shares in SVL to the Investor Competitor, such transfer of the shares of SVL shall not be restricted pursuant to this subclause; and
  - b) ensure that no shares in SVL are issued by SVL, directly or indirectly, to any Investor Competitor.
5. Each of the Founders covenants and agrees that it shall procure that neither SVL nor any of its Affiliates, whether jointly or severally, shall, directly or indirectly, or beneficially, in any capacity whatsoever, engage in any Restricted Activities in the Restricted Territory.

The previous Disclosures which were done at Stock Exchange platform are attached herewith.

Date: 11<sup>th</sup> December, 2021

To,  BSE Limited  Corporate Relationship Department, 25 <sup>th</sup> Floor, P J Towers, Dalal Street, Fort, Mumbai – 400001  Scrip Code: 533259	To,  National Stock Exchange of India Ltd.  Exchange Plaza 5 <sup>th</sup> Floor, Plot No C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051  Scrip Code: SASTASUNDR
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Dear Sir / Madam,

**Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is further to our media release titled “*Flipkart to enter the healthcare sector through Flipkart Health+, aims to provide consumers access to affordable and convenient healthcare*” and an earlier **disclosure letter dated 19<sup>th</sup> November 2021** issued by the Company in connection with signing of definitive agreements by the Company’s subsidiary, for: (a) the sale of shares of Sastasundar Marketplace Limited (“**SML**”) which is a step-down subsidiary (i.e., subsidiary of a subsidiary) of the Company by its subsidiary, namely, Sastasundar Healthbuddy Limited (“**SHBL**”); and (b) issuance of shares by SML. In the above-referred disclosure letter, it was, inter alia mentioned that subject to the satisfaction of conditions precedent as provided in the definitive agreements and necessary approvals, the proposed transaction should be effective on or before 17<sup>th</sup> December, 2021.

We are pleased to inform that, after satisfaction of the conditions precedent as provided in the definitive agreements, that SML, a step-down subsidiary of the Company, pursuant to a combination of primary infusion and secondary transfers of its shares, has now become a subsidiary of Flipkart Health Private Limited. Pursuant to the above transaction: (a) SML has received the amount of **INR 372.00 crores** from Flipkart Health Private Limited on account of allotment of equity shares of SML to Flipkart Health Private Limited; and (b) SHBL, a subsidiary of the Company, has also received **INR 689.76 crores** from Flipkart Health Private Limited on account of transfer of equity shares of SML, as per the definitive agreements.



## SASTASUNDAR VENTURES LIMITED

Azimganj House, 2nd Floor,  
7 Abanindra Nath Thakur Sarani (Formerly Camac Street),  
Kolkata 700017, India. Tel: +91 33 2282 9330; Fax: +91 33 2282 9335  
Email: info@sastasundar.com; Website: www.sastasundarventures.com  
CIN: L65993WB1989PLC047002

Consequent to the consummation of the above transaction, Flipkart Health Private Limited holds 75.1% of equity share capital of SML and the balance 24.9% of equity share capital of SML shall continue to held by SHBL.

Further, in continuation to our disclosure made on the closure of the trading window, we further inform that the trading window of the Company for dealing in securities of the Company shall remain closed till 48 hours from this disclosure.

This is for your information and dissemination on your website.

Thanking You,

Yours Faithfully,

**For Sastasundar Ventures Limited**

*Pratap Singh*



**Pratap Singh**  
**Company Secretary and Compliance Officer**



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Email: info@sastasundar.com; Website: www.sastasundarventures.com  
CIN: L65993WB1989PLC047002

Date: 19<sup>th</sup> November, 2021

To, BSE Limited Corporate Relationship Department, 25 <sup>th</sup> Floor, P J Towers, Dalal Street, Fort, Mumbai – 400001 Scrip Code: 533259	To, National Stock Exchange of India Ltd. Exchange Plaza 5 <sup>th</sup> Floor, Plot No C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 Scrip Code: SASTASUNDR
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Dear Sir / Madam,

**Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by Sastasundar Ventures Limited (the “Company”).**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the details of the transaction pertaining to: (a) sale of shares of a step-down subsidiary (i.e., subsidiary of a subsidiary) of the Company by its subsidiary; and (b) issuance of shares by a step-down subsidiary of the Company.

We hereby inform you that Sastasundar Healthbuddy Limited (“SHBL”), a subsidiary of the Company, has, *inter-alia*, entered into a share subscription and purchase agreement dated 19<sup>th</sup> November, 2021 and a shareholders’ agreement, (collectively, the “**Definitive Agreements**”) dated 19<sup>th</sup> November, 2021 with Flipkart Health Pvt.Ltd. , 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 proposed transaction, SML will cease to be a step-down subsidiary of the Company.

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 are given below:

Particulars	Details				
The amount of percentage of turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year	Percentage and amount contributed by SML in Consolidated Turnover of the Company for the financial year 31 <sup>st</sup> March 2021: <table border="1"> <tr> <td>Standalone turnover of SML (INR in Lakhs)</td><td>258.21</td></tr> <tr> <td>Consolidated turnover of Company (INR in Lakhs)</td><td>54,819.88</td></tr> </table>	Standalone turnover of SML (INR in Lakhs)	258.21	Consolidated turnover of Company (INR in Lakhs)	54,819.88
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	Percentage of consolidated turnover of Company	0.47%
	Percentage and amount contributed by SML in Consolidated Net-worth of the Company as on 31 <sup>st</sup> March 2021:	
	Net worth of SML (INR in Lakhs)	417.00
	Consolidated net worth of Company (INR in Lakhs)	22,937.37
	Percentage of consolidated net worth of Company	1.82%
Date on which the agreement for sale has been entered into	SHBL has signed Definitive Agreements on 19 <sup>th</sup> November, 2021.	
The expected date of completion of sale/disposal	Subject to the satisfaction of all Condition Precedents as provided in the Definitive Agreements and necessary approvals, the transaction tentatively should be effective on or before 17 <sup>th</sup> December, 2021.	
Consideration received from such sale/disposal	<p>The Company will not be receiving any consideration in relation to the proposed transaction under the Definitive Agreements.</p> <p>The total consideration defined in the Definitive Agreements will be received by subsidiary and step-down subsidiary of the Company upon completion of the proposed transaction.</p> <p>The total consideration will not be less than the fair market value determined based on the report by the registered valuer.</p>	
brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof;	<p>Flipkart Health Private Limited</p> <p>80 Robinson Road #02-00, Singapore 068898</p> <p>Buyer does not belong to the promoter/ promoter group/group companies.</p>	



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Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms' length"	Not Applicable.
Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/ merger, shall be disclosed by the listed entity with respect to such slump sale.	Not Applicable.

Thanking You,

Yours Faithfully,

**For Sastasundar Ventures Limited**

*Pratap Singh*



**Pratap Singh**  
**Company Secretary and Compliance Officer**



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Date: 19-11-2021

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

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

**Ref: BSE Scrip Code: 533259; NSE Symbol: SASTASUNDR**

**Sub: Press release - Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by Sastasundar Ventures Limited (the "Company")**

Dear Sir,

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find attached herewith the press release with regard to the execution of definitive agreement between Sastasundar Healthbuddy Limited (subsidiary of the Company); Sastasundar Marketplace Limited (step down subsidiary of the Company) and Flipkart Health Private Limited.

This is for your information and record.

Thanking you,

Yours faithfully,

For **Sastasundar Ventures Limited**

  
  
**Pratap Singh**  
Company Secretary and Compliance Officer

Encl: As Above



## **Flipkart to enter the healthcare sector through Flipkart Health+, aims to provide consumers access to affordable and convenient healthcare**

*Signs definitive agreements to acquire majority stake in SastaSundar.com, an online pharmacy and digital healthcare platform*

**Bengaluru and Kolkata, November 19 - 2021:** The Flipkart Group, India's homegrown consumer internet ecosystem, today announced its foray into the healthcare sector through the launch of Flipkart Health+. As part of this development, the Group has signed definitive agreements to acquire a majority share in Sastasundar Marketplace Limited which owns and operates SastaSundar.com, an online pharmacy and digital healthcare platform, as it focuses on providing consumers access to affordable and convenient healthcare.

SastaSundar.com offers a digital healthcare and pharmacy platform supported by a network of more than 490 pharmacies. It aims to address the issues of access to affordable and quality healthcare in India by providing original products from authorized sources and delivering them across the country. By utilizing AI and data analytics technologies and integrating them with personal counselling through its network, SastaSundar.com provides consumers comprehensive solutions for a wide range of healthcare needs.

Flipkart Health+ will leverage the combined strengths of the Flipkart Group, which includes its pan-India reach and technology capabilities, with SastaSundar's deep expertise to provide consumers end-to-end offerings in the health-tech ecosystem. It will endeavour to give millions of Indian consumers access to quality and affordable healthcare, starting with e-pharmacy and will add new healthcare services such as e-diagnostics and e-consultation over time. Flipkart Health+ will report to Ajay Veer Yadav, Senior Vice President and Flipkart veteran.

This new venture builds on the Flipkart Group's efforts to address the growing consumer internet ecosystem, providing end-to-end offerings from travel to healthcare as digital technologies continue to democratize access to products and services.

Speaking on the development, **Ravi Iyer, Senior Vice President and Head - Corporate Development, Flipkart**, said, "The consumer internet ecosystem in India is growing rapidly as consumers recognize the opportunities and convenience that digital adoption is enabling in their lives. With growing awareness and focus on health heightened by the pandemic, there is a large opportunity and demand for affordable healthcare and ancillary offerings. We are excited to enter this space through this investment in SastaSundar.com, a company that has established itself as a trusted partner for lakhs of consumers through genuine products, a technology-powered platform and a wide network. The synergies between the Flipkart Group





and SastaSundar.com, combined with our commitment to prioritize our customer's needs, will help us grow and transform online healthcare in India."

**Mr B.L.Mittal, Founder and Chairman, SastaSundar Healthbuddy Ltd,** said, "At SastaSundar.com we are focused on developing innovative ways to provide access to affordable healthcare easily and conveniently, building a trusted network for authentic medicines, diagnostics and wellness. Through this partnership with Flipkart, we see an opportunity to further grow and reach a larger consumer base, using complementary technologies and logistics infrastructure."

**Mr Ravi Kant Sharma, Founder & CEO, SastaSundar Healthbuddy Ltd,** said, "This partnership with Flipkart is a strong validation of the capabilities we have built and will accelerate SastaSundar's mission to provide affordable healthcare to all Indians in a convenient manner."

#### **About SastaSundar.com**

SastaSundar was founded in 2013 by B.L.Mittal and Ravi Kant Sharma. With its unique model of Personalised application of Technology and Network of Pharmacies, the model has been proven to be the most efficient both in terms of cost and consumer experience. SastaSundar is backed by Globally acclaimed Investors from Japan namely Mitsubishi Corporation and Rohto Pharmaceuticals.

#### **About the Flipkart Group**

The Flipkart Group is one of India's leading digital commerce entities and includes group companies Flipkart, Myntra, Flipkart Wholesale, and Cleartrip. The Group is also a majority shareholder in PhonePe, one of the leading Payments Apps in India.

Started in 2007, Flipkart has enabled millions of consumers, sellers, merchants, and small businesses to be a part of India's digital commerce revolution, with a registered customer base of more than 400 million, offering over 150 million products across 80+ categories. Our efforts to democratize commerce in India, drive access and affordability, delight customers, create lakhs of jobs in the ecosystem, and empower generations of entrepreneurs and MSMEs have inspired us to innovate on many industry firsts. Flipkart is known for pioneering services such as Cash on Delivery, No Cost EMI and easy returns – customer-centric innovations have made online shopping more accessible and affordable for millions of Indians. Together with its group companies, Flipkart is committed to transforming commerce in India through technology.

For more information, please write to [media@flipkart.com](mailto:media@flipkart.com).