

Date: 29-12-2023

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

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

Ref: Script Code: 533259 and Symbol: SASTASUNDR

Re: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sirs,

Further to our letter dated November 10, 2023 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Postal Ballot Notice together with the Explanatory Statement for seeking approval of Members of the Company for re-appointment of Dr. Jayanta Nath Mukhopadhyaya (DIN - 09015844) as an Independent Director of the Company for the second term of 5 (five) consecutive years with effect from 22nd June, 2024 upto 21st June, 2029 and appointment of Mrs. Anjana Dikshit (DIN - 10377490) as an Independent Director of the Company for a term of three consecutive years with effect from 10th November, 2023 upto 9th November, 2026.

The aforesaid Notice is being sent to all the Members, whose name appears in the Register of Members/ list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company/ Depositories as on the Cut-off date being Friday, December 22, 2023.

The e-voting period will commence on Monday, January 1, 2024 at 9.00 A.M. (IST) and end on Tuesday, January 30, 2024 at 5.00 P.M. (IST). The Results of the Postal Ballot/ E-voting will be declared within two working days from the conclusion of remote e-voting (i.e. on or before Thursday, February 1, 2024).

The said Postal Ballot Notice will also be made available on the website of the Company www.sastasundarventures.com.

Kindly take the same on record.

Thanking you,

For Sastasundar Ventures Limited

Pratap Singh
Company Secretary & Compliance Officer
M. No. A24081

Encl: As Above

SASTASUNDAR VENTURES LIMITED

CIN: L65993WB1989PLC047002

Registered Office: Azimganj House, 2nd Floor, 7 Abanindra Nath Thakur Sarani
(Formerly Camac Street), Kolkata -700017

Ph: (033) 2282 9330, Fax: (033) 2282 9335

Email: investors@sastasundar.com • Website: www.sastasundarventures.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

To

The Members of Sastasundar Ventures Limited,

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules") and Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 02/2021 dated January 13, 2021, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 2/2022 and 3/2022 dated May 5, 2022, Circular No. 11/2022 dated December 28, 2022 and Circular No. 9/2023 dated September 25, 2023 and all other relevant circulars issued from time to time (collectively referred to as 'MCA Circulars') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard issued by The Institute of Company Secretaries of India on General Meetings (SS-2), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time) and other applicable laws and regulations, if any, that it is proposed to seek the consent of the Shareholders of Sastasundar Ventures Limited (the "Company") for their consideration and approval of the Resolution appended below through Postal Ballot, by way of Remote Electronic Voting ("e-Voting").

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act setting out the material facts and reasons for the Resolution is also appended herewith for your consideration.

The Board of Directors of the Company has appointed Mr. Raj Kumar Banthia, Company Secretary in Practice (Membership No. 17190 & CP No. 18428) Partner of M/s. MKB & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot only through the e-voting process in fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes to this postal ballot notice ("Postal Ballot Notice") to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 5.00 p.m. IST on Tuesday, 30th January, 2024, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

The shareholders are requested to register their e-mail addresses. Those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman and Managing Director of the Company after completion of scrutiny of the e-voting. The result of the Postal Ballot shall be declared by the Chairman or by any other person duly authorized in this regard, within 2 (two) working days from the time of conclusion of the remote e-voting (i.e. on or before 1st February, 2024) and communicated to BSE Limited ("BSE"), and National Stock Exchange of India Limited ("NSE"), Link Intime India Private Limited, Registrar and Share Transfer Agent and will also be displayed on the Company's website www.sastasundarventures.com. The Company will also display the results of the Postal Ballot at its Registered Office.

SPECIAL BUSINESS:

- 1. Re-appointment of Dr. Jayanta Nath Mukhopadhyaya (DIN - 09015844) as an Independent Director of the Company for the second term of 5 (five) consecutive years:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for re-appointment of Dr. Jayanta Nath Mukhopadhyaya (DIN - 09015844), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for re-appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, as an Independent Director, not liable to retire by rotation, to hold office for a second term of five consecutive years i.e., from 22nd June, 2024 upto 21st June, 2029.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

2. **Appointment of Mrs. Anjana Dikshit (DIN - 10377490) as an Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mrs. Anjana Dikshit (DIN - 10377490), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from 10th November, 2023, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing her candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of three consecutive years i.e., from 10th November, 2023 upto 9th November, 2026.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

Registered Office:
Azimganj House, 2nd Floor,
7 Abanindra Nath Thakur Sarani
(Formerly Camac Street), Kolkata - 700017
Date : 22-12-2023
Place : Kolkata

By Order of the Board
Sastasundar Ventures Limited

Pratap Singh
Company Secretary
Mem No.- ACS 24081

NOTES:

1. The Explanatory Statement, pursuant to Sections 102 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, stating all material facts and the reasons for the proposals set out in resolutions are annexed herewith.
2. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, 22nd December, 2023 (“Cut-Off Date”)** received from Depositories and whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.sastasundarventures.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
3. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s). In respect of shares held in physical form, the members are requested to intimate Registrar and Share Transfer Agent (RTA) of the Company viz. Link Intime India Pvt. Ltd. Unit: Sastasundar Ventures Limited, Unit No. 502 & 503, 5th Floor, Vaishno Chambers, 6 Brabourne Road, Kolkata-700001 by writing to the RTA with details of folio number and attaching self-attested copies of PAN and Aadhaar for updating their registered address, email address, bank account details and changes therein.
4. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, 22nd December, 2023 will be considered for the purpose of e-voting.
5. Resolution passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
6. Voting rights of a Member/ Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
7. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by Link Intime India Pvt. Ltd. (LIPL). The instructions for e-voting are provided as part of this Postal Ballot Notice.
8. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section “Remote e-voting instructions for shareholders” in this Postal Ballot Notice. Shareholders are

requested to cast their vote through the e-voting process not later than 5.00 p.m. IST on Tuesday, 30th January, 2024 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

9. The e-voting period commences at **9:00 a.m. (IST) on Monday, 1st January, 2024** and ends at **5:00 p.m. (IST) on Tuesday, 30th January, 2024**. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
10. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or such Director duly authorized by him or the Company Secretary of the Company, within 2 (two) working days from the time of conclusion of the remote e-voting and will also be displayed on the website of the Company www.sastasundarventures.com, besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
11. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Tuesday, 30th January, 2024, i.e., the last date specified for receipt of votes through the e-voting process.
12. All relevant documents referred in the Explanatory Statement shall be open for inspection through electronic mode from Monday, 1st January, 2024 to Tuesday, 30th January, 2024, basis the request being sent on investors@sastasundar.com mentioning their name, Folio no. / Client ID and DP ID and the documents they wish to inspect.
13. Any queries/grievances pertaining to the E-voting process you may refer to the Frequently Asked Questions (FAQs) for Members and E-voting user manual for Members available at the Downloads sections of InstaVote E-voting manual available at <https://instavote.linkintime.co.in> or contact LIIPL at the following toll free no.: Tel: 022 - 4918 6000.
- 14. Voting through Electronic Means (E-voting):**

In compliance with the provisions of Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is offering facility of “remote e-voting” to all its Members to enable them to cast their votes electronically, for the Resolution proposed to be passed through Postal Ballot, instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of LIIPL for the purpose of providing e-Voting facility to all its Members.

Remote e-Voting Instructions for shareholders:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -
 - A. User ID:**
Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
**Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*
**Shareholders holding shares in NSDL form, shall provide 'D' above*
 - ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click "confirm" (Your password is now generated).
3. Click on 'Login' under **'SHARE HOLDER'** tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'**.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
2. E-voting page will appear.

3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

O Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'

O Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No +Folio Number registered with the Company.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Re-appointment of Dr. Jayanta Nath Mukhopadhyaya (DIN - 09015844) as an Independent Director of the Company for the second term of 5 (five) consecutive years:

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five consecutive years. Further, as per Schedule IV of the Act read with Regulation 19 and Schedule II of the Listing Regulations, such reappointment of an Independent Director shall be on the basis of report of performance evaluation.

At the 32nd Annual General Meeting of the Company held on 28th September, 2021, the Members had approved the appointment of Dr. J. N. Mukhopadhyaya (DIN - 09015844), as an Independent Director of the Company for a period of three years with effect from 22nd June, 2021 till 21st June, 2024.

While considering the proposal for re-appointment of Dr. J. N. Mukhopadhyaya as an Independent Director of the Company, the Nomination and Remuneration Committee of the Company took note of the significant contributions by Dr. Mukhopadhyaya to the discussions of the Board and the Committees of which he is a member. Further, it also took note of the consistent time commitment of Dr. Mukhopadhyaya towards Board and Committee meetings held during his tenure.

Based on the above factors, the Nomination and Remuneration Committee recommended to the Board the re-appointment of Dr. Mukhopadhyaya as an Independent Director of the Company. At its meeting held on 10th November, 2023, the Board, based on the recommendation of Nomination and Remuneration Committee and considering his skills, experience, expertise and contributions during his first term as an Independent Director and positive outcome of the performance evaluation and subject to the approval of the Members, has approved the re-appointment of Dr. J. N. Mukhopadhyaya, as an Independent Director of the Company, for a second term of five consecutive years i.e. with effect from 22nd June, 2024 upto 21st June, 2029.

Dr. Mukhopadhyaya is eligible to be appointed as an Independent Director for a second term upto five consecutive years. The Company has received a declaration of independence from Dr. Mukhopadhyaya. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

In the opinion of the Board, Dr. Mukhopadhyaya fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and is thereby eligible for re-appointment as an Independent Director. He is independent of the management and possesses appropriate skills, experience and knowledge.

Brief profile of Dr. Jayanta Nath Mukhopadhyaya is as follows:

Dr. J. N. Mukhopadhyaya (Dr. JNM) is an engineer from IIT-BHU, Varanasi, (1983) PGDM (MBA - 2 years full time) from IIM Calcutta (1985), UGC NET qualified and Ph.D. in Economics from Jadavpur University.

He has a professional experience of more than 37 years.

Before coming to academics, he had 17 years of professional experience in industry with leading companies like BOC India, IBP - Balmer Lawrie, Alghanim - one of the largest companies in Kuwait, Srei etc. He was Senior Vice President of Srei Capital Markets (A registered Merchant Banker with SEBI).

He has 20 years' experience in full time teaching and also has been a visiting faculty at IIM Calcutta, IIFT Calcutta, IIM Rohtak, IIM Bodh Gaya and IIM Ranchi.

His areas of core competence are Corporate Finance, M&A, Financial Markets, Investment Banking & Financial Services, Security Analysis & Portfolio Management, Valuation etc.

His research papers have been presented at International conferences and many of his articles have been published in International refereed journals. He has been a speaker at various seminars organized by various Chambers of Commerce, CII, Institute of Company Secretaries, CMA etc.

Dr. JNM has conducted Corporate Training for professionals of Tata Motors, M Junction, Lafarge, McNally Bharat, IBM, Cognizant Technologies, Titan Industries, Exide Industries etc.

He is in the Executive Committee of Calcutta Management Association. He also served in the Executive Committee of NHRDN Kolkata.

He was founding faculty and Professor of Finance of Globsyn Business School. He worked there for 12 years and became Dean and played a key role in making it a much sought after institute. He became Director of J.D. Birla Institute, (JDBI) from 2014 for more than 5 years. The Institute is affiliated to Jadavpur University. He played a transformational role, making it a much sought after Institute.

He is member of BOS of the Department of Management of St Xavier's College and MCKV Institute. He is presently Professor & HOD of Finance at Army Institute of Management.

Details of Dr. J.N. Mukhopadhyaya pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the

Institute of Company Secretaries of India is provided in Annexure to the Notice. A copy of the draft letter of appointment, setting out the terms and conditions of appointment of Dr. J.N. Mukhopadhyaya, is available for inspection by the Members as per the details provided in Notes of this Notice.

Dr. J.N. Mukhopadhyaya, being the appointee, is interested in the resolution set out at Item No. 1 of the Notice. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 1 of the Notice.

The Board of Directors recommends Special Resolution set out at Item No. 1 of the Notice for approval by the shareholders of the Company.

Item No. 2

Appointment of Mrs. Anjana Dikshit (DIN - 10377490) as an Independent Director of the Company

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mrs. Anjana Dikshit (DIN - 10377490), as an Additional Director (in the capacity of Independent Director) of the Company for a term of 3 (Three) years from 10th November, 2023 subject to approval of shareholders by way of Special Resolutions.

Pursuant to Regulation 17(1C) of Listing Regulations, Mrs. Anjana Dikshit shall hold office until the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. The Company has received notice under Section 160 of the Act from shareholder proposing the candidature of Mrs. Anjana Dikshit for the office of Independent Director of the Company. The Company has also received consent from her to act as Director in terms of section 152 of the Act and a declaration that she is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has also received a declaration of independence from Mrs. Dikshit. In terms of Regulation 25(8) of the Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence. Further, she is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has successfully registered herself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

Brief profile of Mrs. Anjana Dikshit is as follows:

Mrs. Anjana Dikshit is a Mechanical engineer from BIT-Mesra, Ranchi, and an MBA from XLRI Jamshedpur. She has extensive professional experience in the IT and Automotive industries and recently superannuated from IBM as an Associate Director in the SAP Practise.

During her tenure at IBM, she had managed Large Digital Transformation Programs for key global clients in Shipping, Retail, Telecom and Media industries and worked in India, USA and Europe. She had consulted to the City Government of Tainan, Taiwan as part of IBM's Smarter Cities Program. She lead the SAP Technology Assembly Centre for Industrialised Service Delivery to Customers across the Delivery Centres. As IBM India's SAP Capacity Leader, she lead the Growth and Practise transformation to SAP Hana through Talent Acquisition, Reskilling and Redeployment.

Prior to IBM she had worked at Tata Motors Jamshedpur in the Engineering and Technical Services function. She had lead the setting up of Engineering Change function at the new manufacturing plant in Lucknow and was Core SAP PP Team member for the BOM, MRP and Product Costing modules for the SAP implementation program at the Jamshedpur Plant. She had conducted end user trainings for the business users at the Jamshedpur and Pune plants.

Post superannuation she is working as an Independent Consultant in the area of Education Research, Consulting, and Training in Digital Technologies.

In the opinion of the Board, Mrs. Anjana Dikshit fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and is thereby eligible for appointment as an Independent Director. She is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Mrs. Anjana Dikshit pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is provided in Annexure to the Notice. A copy of the draft letter of appointment, setting out the terms and conditions of appointment of Mrs. Anjana Dikshit, is available for inspection by the Members as per the details provided in Notes of this Notice.

Mrs. Anjana Dikshit, being the appointee, is interested in the resolution set out at Item No. 2 of the Notice. Further, her relatives are also deemed to be interested in the resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 2 of the Notice.

The Board of Directors recommends Special Resolution set out at Item No. 2 of the Notice for approval by shareholders of the Company.

Registered Office:
Azimganj House, 2nd Floor,
7 Abanindra Nath Thakur Sarani
(Formerly Camac Street), Kolkata - 700017
Date : 22-12-2023
Place : Kolkata

By Order of the Board
Sastasundar Ventures Limited

Pratap Singh
Company Secretary
Mem No.- ACS 24081

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of Director	Dr. J.N. Mukhopadhyaya	Mrs. Anjana Dikshit
DIN	09015844	10377490
Date of Birth and Age	22 nd January, 1962 / 61 years	13 th December, 1963 / 60 years
Date of first appointment on the Board	22 nd June, 2021	10 th November, 2023
Expertise in specific functional Area	More than 37 years professional experience with leading companies like BOC India, IBP - Balmer Lawrie, Alghanim - one of the largest companies in Kuwait, SREI etc. He was Senior Vice President of SREI Capital Markets. He has been a visiting faculty at IIM Calcutta, IIFT, IIM Rohtak, IIM Bodh Gaya and IIM Ranchi.	More than 35 years of professional experience in the IT and Automotive industries.
Qualification	Mechanical engineer (IIT - BHU, Varanasi), MBA (IIM Calcutta), PhD in Economics	Mechanical engineer from BIT-Mesra, Ranchi, and an MBA from XLRI Jamshedpur
Membership/ Chairmanship of *Committees of the Board of the Company	Member of the Audit Committee and Stakeholders Relationship Committee	Member of the Audit Committee and Stakeholders Relationship Committee
Directorships in other unlisted public Companies (excluding foreign companies and Section 8 companies)	None	None
Directorships in other listed Companies (excluding foreign companies) and Membership/ Chairmanship of *Committees of such Boards	Directorship: None Membership: None	Directorship: None Membership: None
Shareholding of Director in the Company	NIL	NIL
Inter-se relations with any director/ KMP of the Company	N.A.	N.A.
Terms and conditions of appointment / re-appointment	As per Explanatory Statement No. 1	As per Explanatory Statement No. 2
Number of Board Meeting attended during the Financial Year 2023-24 (till the date of the Notice)	4 out of 4	1 out of 1
Details of remuneration sought to be paid and the remuneration last drawn	The Independent Non-Executive Director are only paid sitting fees for attending meetings of the Board, its committees and Independent Directors separate meeting.	The Independent Non-Executive Director are only paid sitting fees for attending meetings of the Board, its committees and Independent Directors separate meeting.
Listed entities from which the Director has resigned in the past three years	NIL	NIL

Note:

* Pursuant to SEBI (LODR) Regulations, 2015, only two committees viz. Audit Committee and Stakeholders Relationship Committee have been considered.