L N JOSHI & CO.
COMPANY SECRETARIES
122, Krishna Business Centre, 11,PU- 4
Next to Medanta Hospital, Rasoma Square
Indore -452010 (M.P.)

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COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/modification thereof)

To,
The Board of Directors,
SWASTIKA INVESTMART LIMITED
CIN: L65910MH1992PLC067052
Registered Office: Office No.104, 1st Floor, KESHAVA Commercial Building,
Plot No.C-5, "E" Block, Bandra Kurla Complex,
Opp. GST Bhavan, Bandra (East), Mumbai – 400051, MH

Dear Sirs,

I, L.N. Joshi, proprietor of L N Joshi and Co, Practicing Company Secretary have been appointed by **SWASTIKA INVESTMART LIMITED** (hereinafter referred to as 'Company'), having **CIN L65910MH1992PLC067052** and having its Registered Office at **Office No.104, 1st Floor, KESHAVA Commercial Building, Plot No.C-5, "E" Block, Bandra Kurla Complex, Opp. GST Bhavan, Bandra (East), Mumbai – 400051, MH** to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "Regulations").

In accordance with the Regulations, the Company has proposed issue up to 90,50,000 (Ninety Lakhs and Fifty Thousand Only) warrants convertible into equivalent equity share of the Company ("Equity Warrants") to promoters and other non-promoter at price of Rs.63.64/- (Rupees Sixty-Three and Sixty-Four Paisa only) each (including the warrant subscription price and the warrant exercise price) equity warrant (including premium of Rs. 61.64/- (Rupees Sixty-One and Sixty-Four Paisa Only) per equity warrant or such other higher price as may be determined in accordance with the Chapter V of the SEBI(ICDR) Regulations and Companies Act, 2013, each warrant convertible into 1 (one) equity shares of face value of Rs. 2/- each (Rupees Two each) ("the Equity shares") aggregating to 57,59,42,000/- (Rupees Fifty-Seven Crores Fifty-Nine Lakhs Forty-Two Thousand Only), for cash consideration on a preferential basis ("preferential issue"). The proposed preferential issue was approved at the Meeting of Board of Directors of the Company held on July 20th, 2026.

L.N. Joshi

L. N. JOSHI & COMPANY Company Secretaries INDORE CP-4216

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company, as required under the aforesaid Regulations, I have verified that following documents and have concluded that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue:

I. Memorandum of Association and Articles of Association of the Company;

II. The Present capital structure including the details of the Authorised, Subscribed, Issued and Paid up share capital of the Company along with the shareholding pattern;

III. Resolution passed at the meeting of the Board of Directors;

IV. List of proposed allottees;

V. The relevant date in accordance with Regulation 161 of the Regulations. The relevant date for the purpose of said minimum issue price was July 15th, 2026;

VI. The statutory registers of the Company and List of shareholders issued by RTA:

   a. to note that the equity shares are fully paid up.

   b. all equity shares held by the proposed allottees in the Company are in dematerialized form.

VII. Verified that the Promoter and Promoter Group and proposed Allottees hold their entire pre- preferential holding of equity shares in dematerialized form.

VIII. Disclosures under the SEBI (Prohibition of Insider Trading) Regulations, 2015 & the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, if any, made by proposed allottees during the 90 trading days preceding the relevant date;

IX. Details of buying, selling and dealing in the Equity Shares of the Company by the proposed allottees, Promoter or Promoter Group during the 90 trading days preceding the relevant date. One of the proposed allottee has acquired the shares during such period.

X. Permanent Account Numbers of the proposed allottees;

XI. Draft notice of General Meeting and Explanatory Statement:

   a. to verify the disclosure in Explanatory Statement as required under Companies Act, 2013 & the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the Regulations.

   b. to verify the tenure of the convertible securities of the company that it shall not exceed eighteen months from the date of their allotment.

   c. to verify the lock-in period as required under Regulation 167 of the Regulations

INDORE CP-4216 Company Secretaries

d. to verify the terms for payment of consideration and allotment as required under Regulation 169 of the Regulations.

XII. Valuation report by Independent Registered valuer Registered with IBBI.

XIII. Computation of the minimum price of the warrant to be allotted in preferential issue is in accordance with the Regulations. The minimum issue price for the proposed preferential issue of the Company, based on the pricing formula prescribed under these Regulations has been worked out at Rs.63.63/- (Rupees Sixty-Three and Sixty-three Paisa only) as per report of independent Registered valuer. The Board of the Company has fixed the Warrant Issue price (i.e. the price including the Warrant Subscription Price and the Warrant Exercise Price) of Rs.63.64/- (Rupees Sixty-Three and Sixty-Four Paisa only) which is above the Minimum Price as determined in compliance with the requirements of the Regulations.

XIV. Board/shareholders' resolution and statutory registers to verify that promoter(s) or the promoter group have not failed to exercise any warrants of the Company which were previously subscribed by them;

XV. The pricing of Warrants is as per Regulation 164 and 166A of the Regulations and after taking into consideration the value determined by the Independent Registered Valuer.

XVI. it is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchanges where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board there under.

It is the responsibility of the Management to comply with the requirements of the Regulations, including the preparation and maintenance of all accounting and other relevant supporting records, designing, implementing and maintaining internal control relevant to preparation of notice and explanatory statement, determination of relevant date & minimum price of warrants and making estimates that are reasonable in the circumstances.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.

L.N. JOSHI & COMPANY
Company Secretaries
INDORE
C.P. 4216

2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. I am not expressing any opinion on the price computed / calculated and/or the price at which the warrants are being issued by the Company.

4. This certificate is solely for the intended purpose of compliance in terms of aforesaid Regulations and for your information and it is not to be used, circulated, quoted or otherwise referred to for any other purpose other than compliance with the aforesaid Regulations.

Certification:

Based on our examination of such information/documents and explanation furnished to me by the management and employees of the Company and to the best of my knowledge and belief, I hereby certify that proposed preferential issue is being made in accordance with the requirements of the Regulations.

Place: Indore
Date: 20th July, 2026

For L.N. Joshi & Company
Company Secretaries

L.N. Joshi
Proprietor
FCS: 5201, C P No: 4216
PR Certificate No. 1722/2022
UDIN: **F005201H000894177**
Unique Code Number: S2002MP836100