

**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  
**Tel.** 022-69011544, **Email id-** [info@swastika.co.in](mailto:info@swastika.co.in), **Website-**[www.swastika.co.in](http://www.swastika.co.in)

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**NOTICE OF (01/2026-27) EXTRA-ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that the (01/2026-27) Extra-Ordinary General Meeting of the Members of **SWASTIKA INVESTMART LIMITED** will be held on **Friday, 14<sup>th</sup> August, 2026 at 12.00 noon (IST)** through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) for which purpose the Registered office of the Company shall be deemed as the venue for the Meeting and the proceedings of the Extra Ordinary General Meeting shall be deemed to be made thereat, to transact the following business:

**SPECIAL BUSINESS:**

**1. TO CONSIDER AND APPROVE ISSUANCE OF 90,50,000 WARRANTS CONVERTIBLE INTO EQUIVALENT NUMBER OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS TO PROMOTER & PROMOTER GROUP AND NON-PROMOTER/ PUBLIC CATEGORY.**

***TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:***

**"RESOLVED THAT** pursuant to the provisions of Sections 23 (1)(b), 42 and, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended ("SEBI (ICDR) Regulations"); Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015, to the extent applicable, and provisions of the Foreign Exchange Management Act, 1999 including any modification(s) or re-enactment(s) thereof, for the time being in force, and any other rules / regulations/ guidelines if any, prescribed by the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), stock exchanges and/or any other statutory /regulatory authority, and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval of the stock exchange where the shares of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the consent of the members of the Company be and is hereby accorded by way of special resolution to Board, to create, issue, offer and, allot in one or more tranches, at such time or times as the Board may in its absolute discretion thinks fit, on a preferential basis ("Preferential Issue") upto 90,50,000 (Ninety Lakhs Fifty Thousand) fully convertible warrants into equivalent equity share of the Company ("Warrants") to person belonging to promoter & promoter group and non-promoter/public category being the proposed allottees, at an issue price of Rs. 63.64/- (Rupees Sixty-Three and Sixty-Four Paise only) per warrant {warrant issue price} (including the warrant subscription price and the warrant exercise price), each Warrant convertible into 1 (one) fully paid-up equity share of the Company of face value of Rs. 2/- (Rupees Two only) including a premium of Rs. 61.64/- (Rupees Sixty-One and Sixty-Four Paise only) per warrant, which is price higher than the minimum price determined in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations and the Companies Act, 2013, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18

(Eighteen) months from its allotment date into equivalent number of fully paid-up Equity Shares of face value of Rs. 2/- (Rupee Two Only) each aggregating up to Rs. 57,59,42,000/- (Rupees Fifty-Seven Crores Fifty-Nine Lakhs and Forty-Two Thousand Only), for cash consideration, in such manner and on such terms and conditions as may be determined by the Board of Directors in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (ICDR) Regulations and other applicable laws, to the proposed allottees as mentioned below :

| S. No. | Name of the Proposed allottees                        | Category (Promoter/ Non Promoter) | No of convertible warrants into equivalent number of equity shares |
|--------|-------------------------------------------------------|-----------------------------------|--------------------------------------------------------------------|
| 1.     | Mr. Sunil Nyati                                       | Promoter                          | 575000                                                             |
| 2.     | Mrs. Anita Nyati                                      | Promoter Group                    | 575000                                                             |
| 3.     | Mr. Parth Nyati                                       | Promoter Group                    | 700000                                                             |
| 4.     | Mr. Devashish Nyati                                   | Promoter Group                    | 700000                                                             |
| 5.     | Intelliquity Ventures LLP                             | Non-Promoter Group                | 800000                                                             |
| 6.     | Valuworth Advisors LLP                                | Non-Promoter Group                | 1200000                                                            |
| 7.     | Mr. Ajay Popatlal Shah                                | Non-Promoter Group                | 250000                                                             |
| 8.     | Mr. Sumit Bhalotia                                    | Non-Promoter Group                | 575000                                                             |
| 9.     | Anantroop Financial Advisory Services Private Limited | Non-Promoter Group                | 475000                                                             |
| 10.    | Mr. Girish Paman Vanvari                              | Non-Promoter Group                | 150000                                                             |
| 11.    | Nik Comp Private Limited                              | Non-Promoter Group                | 250000                                                             |
| 12.    | Ms. Aradhana Rai Gupta                                | Non-Promoter Group                | 275000                                                             |
| 13.    | Value Plus Ventures LLP                               | Non-Promoter Group                | 75000                                                              |
| 14.    | Mr. Pradeep Kiradoo                                   | Non-Promoter Group                | 75000                                                              |
| 15.    | Mr. Niranjana Lodha                                   | Non-Promoter Group                | 75000                                                              |
| 16.    | Mr. Rajeev Lakhara                                    | Non-Promoter Group                | 200000                                                             |
| 17.    | Mr. Prenita Dutt                                      | Non-Promoter Group                | 100000                                                             |
| 18.    | Ms. Yogita Gandhi                                     | Non-Promoter Group                | 2000000                                                            |
|        | <b>Total</b>                                          |                                   | <b>9050000</b>                                                     |

**RESOLVED FURTHER THAT** in terms of provisions of Chapter V of the SEBI (ICDR) Regulations, the relevant date for determining the minimum issue price for the preferential issue of the Equity shares/warrant shall be Wednesday, 15<sup>th</sup> July, 2026 (**“Relevant date”**) being the date 30 Days prior to the date of the Extra-ordinary General Meeting of the Members of the Company scheduled to be held on Friday, 14<sup>th</sup> August, 2026.

**RESOLVED FURTHER THAT** without prejudice of the generality of the above resolution the issue of warrants convertible into equivalent number of equity shares under the preferential issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- Each warrant held by the proposed allottee shall entitle each of them to apply for and obtain allotment of 1 (one) equity share of the face value of Rs. 2/- (Rupees Two each). The Equity warrant may be exercised by the warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from members, allot the corresponding number of equity shares in dematerialized form.
- The proposed allottee(s) of the Equity Warrants shall, on the date of allotment of the Equity Warrants, pay an amount equivalent to at least 25% of the issue price per Equity Warrant, as determined in accordance with the applicable provisions of the SEBI (ICDR) Regulations. The amount so paid shall be kept by the Company and adjusted and appropriated against the issue price of the Equity Shares payable upon exercise of the Equity

Warrants. The balance 75% of the issue price per Equity Warrant shall be payable by the Equity Warrant holder(s) at the time of exercise of the Equity Warrants.

- (c) The allotment of Equity warrant is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, Stock Exchange or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval;
- (d) The issue of equity Shares on account of exercise option by proposed allottee shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted during the financial year shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to conversion.
- (e) The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the Chapter V of SEBI (ICDR) Regulations.
- (f) The equity shares proposed to be allotted pursuant to conversion of these equity warrants shall be under lock in for such period as may be prescribed under Chapter V of SEBI (ICDR) Regulations.
- (g) The equity warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- (h) The equity warrant holder may apply for the conversion of the outstanding convertible warrant in to equity shares of the Company within eighteen months from the date of allotment of the equity warrant on the payment of the specified consideration against each warrant.
- (i) In the event of equity warrant holder do not exercise equity warrants within the equity warrant exercise period (i.e. 18 months from the date of allotment of the equity warrant), the equity warrant shall lapse and amount paid shall stand forfeited by the company.
- (j) The issue of equity warrants as well as equity shares arising from the exercise of the equity warrants shall be governed by the regulations and guidelines issued by the SEBI or any other statutory authority as the case may be or any modification thereof.
- (k) The equity warrants by itself until converted into equity share do not give to the warrant holder any voting rights in the company in respect of such equity warrants.
- (l) The Warrants allotted under this resolution shall not be tradable on stock exchange
- (m) The price determined above and number of equity shares to be allotted on exercise of the equity warrant shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- (n) The equity shares arising from the exercise of the equity warrant will be listed on the stock exchange subject of the receipt of necessary regulatory permission and approval as the case may be.
- (o) The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company.
- (p) The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contract (Regulation) Rules, 1957;
- (q) Other terms and conditions, if any, as may be prescribed and applicable relating to the SEBI (ICDR) Regulations, SEBI (LODR) Regulations, SEBI (PIT) Regulations, and SEBI (SAST) Regulations.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and SEBI (ICDR) Regulations containing the terms and conditions ("Offer Document") after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment of warrant would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and SEBI (ICDR) Regulations, without being required to seek any further consent or approval of the Members of the Company.

**RESOLVED FURTHER THAT** the monies received by the Company from the proposed allottees for application of the warrants pursuant to this Preferential Issue shall be kept by the Company in a separate bank account in accordance with Section 42 of the Companies Act.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to BSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Mumbai ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the Warrants or Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred upon it by this resolution to committee of directors including any director(s) / company secretary / any officer(s) /authorized signatory(ies)/executives of the Company to give effect to the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any Applicable Regulatory Authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution, and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

**RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

By order of the Board of Directors  
**FOR SWASTIKA INVESTMART LIMITED**

Sd/-  
**Shikha Agrawal**  
**Company Secretary**  
**ACS-36520**

Date: 20<sup>th</sup> July, 2026  
Place: Indore

**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

Tel. 022-69011544, Email id- info@swastika.co.in, Website-www.swastika.co.in

**NOTES:**

1. In view of the Ministry of Corporate Affairs (MCA) General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular no. 02/2021 dated January 13, 2021, General Circular no. 19/2021 dated December 08, 2021, General Circular no. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated 5<sup>th</sup> May, 2022, Circular No. 10/2022 dated 28<sup>th</sup> December, 2022, General Circular no. 09/2023 dated September 25<sup>th</sup>, 2023, General Circular No. 09/2024 dated 19<sup>th</sup> September, 2024, followed by Circular No. 03/2025 dated 22<sup>nd</sup> September, 2025 (collectively “MCA Circulars”) (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) Master circular no HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January, 30, 2026 (collectively “SEBI Circulars”), have permitted companies to conduct EGM through Video Conferencing (VC) or other audio-visual means (OAVM), subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made there under, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulation), the Extra-Ordinary General Meeting (EGM) of the Company is being convened and conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The Company has availed the facility of Central Depository Services (India) Limited (CDSL) for convening the EGM through VC/OAVM, a detailed process in which the members can attend the EGM through VC/OAVM has been enumerated in Note number 30 of this Notice.
2. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013 (the Act).
3. **ELECTRONIC DISPATCH OF NOTICE:** In compliance with the aforesaid MCA and SEBI circulars physical copies of Notice calling the EGM pursuant to Section 101 of the Act read with the Rules framed there under are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/R&STA or the Depositories. The Company will not be dispatching physical copies of Notice of EGM to any Member.

To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/R&STA in case the shares are held by them in physical form after complying due procedure.

4. Members who have not registered their e-mail address and those members who have become the member of the Company after **Friday 17<sup>th</sup> July, 2026** being the cut-off date for sending soft copy of the Notice of EGM may access the same from Company’s website at [www.swastika.co.in](http://www.swastika.co.in), website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
5. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

Since the EGM of the Company will be convened through VC/ OAVM, where there will be no physical attendance of members, the requirement of appointment of proxies pursuant to the provisions of Section 105 of the Act has been dispensed with. Accordingly, attendance slip and proxy form will not be annexed to this Notice.

6. Pursuant to the provisions of Sections 112 and 113 of the Act, corporate/ Institutional member can authorize their representatives to attend the EGM through VC/OAVM and cast their votes through e-voting. Provided a scan copy (PDF) of the Board Resolution authorizing such representative to attend the EGM of the Company through VC/OAVM on its behalf and to vote through remote e-voting shall be sent to the Scrutinizer through the registered email address of the member(s) at [darshika.wankhede1411@gmail.com](mailto:darshika.wankhede1411@gmail.com) with a copy marked to the Company at [info@swastika.co.in](mailto:info@swastika.co.in).
7. The Statement as required under Section 102 of the Act setting out material facts concerning the business mentioned in notice is annexed hereto.

## 8. IEPF:

Shareholders are requested to note that, pursuant to the provisions of Section 124 of the Act read with IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the MCA. In accordance with the aforesaid IEPF Rules, the Company has sent individual communication to all Members whose shares are due for transfer to the IEPF Authority and whose email IDs are available, informing them to claim their unclaimed/unpaid dividend before due date to avoid such transfer of shares to IEPF Authority and has also published notice in this regard in Newspapers.

Members whose unclaimed dividends/shares are/will be transferred to the IEPF Authority can claim the same by making an online application to the IEPF Authority in the prescribed Web Form IEPF-5 by following the refund procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPF/refund.html>.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts and securities holders holding securities in physical form should submit their PAN and Bank account details to the RTA.
10. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant(s) and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participant(s). The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.
11. Members who are holding shares in physical form are advised to submit particulars of their PAN details, e-mail address, Mobile Number, bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number etc. to our Registrar and Share Transfer Agent in prescribed Form ISR-1 quoting their folio number and enclosing the self-attested supporting document and other forms pursuant to SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 06 February 2026.
12. Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialisation, which includes easy liquidity since trading is permitted in dematerialised form only, electronic transfer and elimination of any possibility of loss of documents. Any requests for transfer of securities are not permitted unless the securities are held in dematerialised form with a depository. Members may please note that pursuant to Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, transfer of securities is permitted only in dematerialised form, except under the special window open from 05 February 2026 to 04 February 2027 for transfer and demat of physical securities which were sold/purchased prior to 01 April 2019.

Further, SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 and further amended vide its Circular No. HO/38/13/(3)2026-MIRSD-POD/I/3763/2026 dated 30 January 2026, has mandated listed companies to issue securities in dematerialised form only while processing investor service requests such as issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, subdivision/splitting, consolidation of folios/securities certificates, transmission and transposition. Accordingly, the issuance of 'Letter of Confirmation' has been discontinued as per latest amended provisions. Members are therefore requested to submit duly filled and signed Form ISR-4 for availing such services. The format of the said form is available on the Company's website at <https://www.swastika.co.in> and on the website of the Registrar and Transfer Agent at <http://ankitonline.com>. Members may note that service requests shall be processed only after the folio is KYC compliant. Accordingly, Members holding shares in physical form are advised to dematerialise their shareholdings at the earliest.

13. SEBI vide its Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 06 February 2026 introduced common and simplified norms for processing investor's service request by Registrar and Transfer Agent(s) (RTAs) and norms for furnishing PAN, KYC details and Nomination. Accordingly, the RTA cannot process any service requests or complaints received from the holder(s) / claimant(s), till PAN, KYC and Nomination documents / details are updated. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing the aforesaid details. This communication was also intimated to the Stock Exchange and available on the website of the Company. In view of this requirement and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are once again requested to update their KYC details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable) and consider converting their holdings to dematerialized form. Members can download Forms to make their service request with RTA from link <https://www.swastika.co.in/investor-relation/otheruserfulinfo> or contact the Company's Registrar and Transfer Agent for assistance in this regard.
14. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA website at <https://ankitonline.com>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
15. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form only.
16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
17. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
18. Members desirous of obtaining any information concerning to the accounts and operations of the Company are requested to send their queries to the Company Secretary at least 7 (seven days) before the date of the meeting so that the required information can be made available at the meeting.
19. Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares and unclaimed dividend at Ankit Consultancy Private Limited, 60 Pardeshipura, Electronic Complex, Indore (M.P.). Email: [investor@ankitonline.com](mailto:investor@ankitonline.com).
20. **Investor Grievance Redressal:** The Company has designated an exclusive e-mail ID i.e. [info@swastika.co.in](mailto:info@swastika.co.in) to enable the investors to register their complaints/send correspondence, if any.
21. **Webcast:** Members who are entitled to participate in the EGM can view the proceedings of EGM by logging in the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) using the login credentials.
22. The Company has appointed Ms. Darshika Wankhede, Practicing Company Secretary (Membership No. ACS-79800; CP No. 28624) to act as the scrutinizer for conducting the remote e-voting process as well as the e-voting during the EGM, in a fair and transparent manner.

23. The voting rights of Shareholders shall be in proportion of shares held by them to the total paid up equity shares of the Company as on Friday, 7<sup>th</sup> August, 2026, being the cut-off date.
24. A person, who is not a Member as on Friday, 7<sup>th</sup> August, 2026 should treat this Notice for information purposes only.
25. A person who has acquired the shares and has become a member of the Company after dispatch of notice of EGM and prior to the Cut-off date i.e. Friday, 7<sup>th</sup> August, 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting during EGM by following the procedure mentioned in this Notice.
26. The Memorandum of Association & Article of Association of the Company along with other related documents open for inspection of any member at the registered office of the Company at any working day during the business hours.
27. The recorded transcript of the forthcoming EGM shall also be made available on the website of the Company - [www.swastika.co.in](http://www.swastika.co.in) as soon as possible after the Meeting is over.
28. The procedure for joining the EGM through VC/OAVM is mentioned in this Notice. Since the EGM will be held through VC/OAVM, the route map is not annexed in this Notice.
29. In compliance with the provision of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings (“SS-2”), Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the facility for remote e-voting and e-voting in respect of the business to be transacted at the EGM is being provided by the Company through Central Depository Services (India) Limited (“CDSL”). Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting and e-voting during the EGM.
30. **The instructions for shareholders for remote e-voting and e-voting during EGM and joining meeting through VC/OAVM are as under:-**

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (i) The Members can join the EGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting, and while the EGM is in progress, by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without any restrictions on account of first come first served basis.
- (ii) The voting period begins on Tuesday, 11<sup>th</sup> August, 2026 from 9.00 a.m. and ends on Thursday, 13<sup>th</sup> August, 2026 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 7<sup>th</sup> August, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and the same will be enabled during the EGM for the Members who have not casted their vote through remote E-voting.
- (iii) Shareholders who have already voted prior to the meeting date may also attend / participate in the EGM through VC / OAVM but shall not be entitled to vote at the meeting venue.

- (iv) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of shareholders                                                                 | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|--------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b> | <p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and My Easi New (Token) Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider ("ESP") for casting the vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all ESPs, so that the user can visit the ESPs website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also be able to directly access the system of all ESPs.</p> |

|                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|---------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>                               | <p>1) If the user is already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. The user will have to enter the User ID and Password. After successful authentication, the user will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and the user will be able to see e-Voting page. Click on company name or ESP name and the user will be re-directed to ESP website for casting vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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. The user will have to enter the User ID (i.e., the 16 digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, the user will be redirected to NSDL Depository site wherein the user can see e-Voting page. Click on company name or ESP name and user will be redirected to ESP website for casting vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4) For OTP based login, user can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. User will have to enter 8-digit DP ID, 8-digit Client Id, PAN No., verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. After successful authentication, user will be redirected to NSDL Depository site wherein user can see E-voting page. Click on company name or E-voting service provider name and user will be re-directed to ESP website for casting vote during the remote E-voting period or joining virtual meeting &amp; voting during the meeting.</p> |
| <p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p> | <p>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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| Login type                                                                       | Helpdesk details                                                                                                                                                                                                                  |
|----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p> | <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21099 11</p> |

|                                                                    |                                                                                                                                                                                                            |
|--------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or contact at 022 - 4886 7000 and 022 - 2499 7000 |
|--------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(vi) Login method for e-Voting and joining virtual meeting for **physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders/Members” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on “Login”.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any other company, then your existing password is to be used.

If a demat account holder has forgotten the login password then enter the user ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

6) If you are a first-time user follow the steps given below:

|                                                        | <b>For physical shareholders and other than individual shareholders holding shares in Demat</b>                                                                                                                                                                                                                                                                                                |
|--------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN                                                    | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>                    |
| Dividend Bank Details<br><b>OR</b> Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in the demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depositories or company/RTA, please enter the member id / folio number in the Dividend Bank details field by following the instructions.</li> </ul> |

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the Electronic Voting Sequence Number (“EVSN”) for the relevant company i.e., Swastika Investmart Limited on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution(s), you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**(xviii) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only**

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to mandatorily send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [info@swastika.co.in](mailto:info@swastika.co.in) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**31. Instructions for shareholders attending the EGM through VC/OAVM & E-Voting during meeting are as under:**

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use a Stable Wi-Fi or LAN Connection/ internet facility to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance from their registered e-mail at least seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [info@swastika.co.in](mailto:info@swastika.co.in). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [info@swastika.co.in](mailto:info@swastika.co.in). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
11. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed.
12. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EGM.

**32. Process for those shareholders whose Email/Mobile No. are not registered with the Company/Depositories**

1. **For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) including duly filed up request form ISR-1 by email to Company/RTA email id.
2. **For Demat shareholders-** Please update your email id & mobile no. with your respective Depository Participant (DP).
3. **For Individual Demat shareholders –** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Assistant Vice President, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

**33. Declaration of results:**

- A. The scrutinizer shall, immediately after the conclusion of voting during the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairperson of the Company or the person authorized by him, who shall countersign the same.
- B. Based on the scrutinizer's report, the Company will submit within 2 (two) working days of the conclusion of the EGM to the Stock Exchange, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.
- C. The results declared along with the scrutinizer's report, will be hosted on the website of the Company at [www.swastika.co.in](http://www.swastika.co.in) and on the website of CDSL, i.e. [www.evotingindia.com](http://www.evotingindia.com), immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchanges.
- D. The Resolution shall be deemed to be passed on the date of the Meeting, i.e. Friday 14<sup>th</sup> August, 2026 subject to receipt of the requisite number of votes in favor of the Resolution.

By order of the Board of Directors  
**FOR SWASTIKA INVESTMART LIMITED**

Sd/-  
**Shikha Agrawal**  
Company Secretary  
ACS-36520

Date: 20<sup>th</sup> July, 2026  
Place: Indore

## EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under the accompanying Notice dated 20<sup>th</sup> July, 2026:

### Item No. 1

#### TO CONSIDER AND APPROVE ISSUANCE OF 90,50,000 WARRANTS CONVERTIBLE INTO EQUIVALENT NUMBER OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS TO PROMOTER & PROMOTER GROUP AND NON-PROMOTER/ PUBLIC CATEGORY

In order to meet the incremental working capital requirements for the Company's ongoing and future business operations, and other general corporate purposes, The Board of directors at its meeting held on 20<sup>th</sup> July, 2026 has approved the creation, offer, issue and allotment of up to 90,50,000 (Ninety Lakhs and Fifty Thousand) Warrants convertible into equivalent number of Equity Shares of Rs. 2/- each for an aggregate cash consideration not exceeding Rs. 57,59,42,000/- (Rupees Fifty Seven Crores Fifty Nine Lakhs and Forty Two Thousand Only), in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), by way of preferential allotment on a private placement basis to Promoter/Promoter Group and Non-Promoter/ public category (the "Proposed Allottees" and such issue, the "Preferential Issue").

The preferential issue of warrants will be subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations or SEBI ICDR Regulations"). The preferential issue will be undertaken for cash consideration. An amount equivalent to 25% of the consideration shall be payable at the time of subscription and allotment of the warrants and the balance 75% shall be payable at the time of allotment of Equity Shares pursuant to exercise of the rights attached to the warrants to subscribe to the Equity Shares. The amount paid against warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.

Approval of the Members by way of special resolution is being sought inter alia in terms of Sections 23(1)(b), 42 and 62(1)(c) the Companies Act, 2013 ("Act") as well as Regulation 160 of the ICDR Regulations for offer, issue and allotment of warrants as per details mentioned in the resolution at Item no. 1 of this Notice.

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the SEBI ICDR Regulations, Article of Association of the Company, applicable provisions of the Companies Act and rules made there-under are set out below:

#### a. Objects of the preferential issue:

The object/purpose for which the funds are proposed to be raised and the amount of funds proposed to be utilized against each object of the issue are detailed below:

| S. No. | Object                                               | Amount of funds to be utilized against each object (Amount in Rs.) | Tentative timelines for utilization of issue proceeds from the date of receipt of funds | Percentage (%) |
|--------|------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------------------------------------------------------|----------------|
| 1.     | To Meet the Incremental Working Capital Requirement. | 518347800                                                          | 2 Years from the receipt of money                                                       | 90%            |
| 2.     | General Corporate Purpose                            | 57594200                                                           | 2 Years from the receipt of money                                                       | 10%            |
|        | <b>Total</b>                                         | <b>575942000*</b>                                                  |                                                                                         |                |

\*Considering 100% conversion of Warrants into equity shares within the stipulated time.

The total amount of Issue size allocated for different objects of the Issue shall together be used only for the object of the Issue as specified herein and same shall not be added to General Corporate Purpose (GCP).

Pending utilization of the proceeds of the Issue towards the Objects of the Issue, the Company shall temporarily deposit the unutilized funds in term deposits with one or more scheduled commercial banks included in the Second Schedule to the Reserve Bank of India Act, 1934.

Given that the Preferential Issue includes issuance of the Warrants, the Issue Proceeds in respect of the Warrants shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by the management the entire Issue Proceeds with respect to the Warrants would be utilised for all the aforementioned objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within the timelines set out above.

In terms of the BSE Circular No. 20221213-47 dated 13th December, 2022, as amended, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

**b. The total amount proposed to be raised, the size of the Preferential Issue, the kind of securities proposed to be issued, the maximum number of specified securities to be issued, and the particulars of the Preferential Issue, including the date of passing of the Board Resolution:**

The Board of Directors in its meeting held on 20<sup>th</sup> July, 2026 has approved the issuance and allotment of not exceeding 90,50,000 warrants convertible into equivalent number of equity shares at an issue price of Rs. 63.64/- (Rupees Sixty-Three and Sixty-Four Paise only) each aggregating up to Rs. 57,59,42,000/- (Rupees Fifty-Seven Crores Fifty-Nine Lakhs and Forty-Two Thousand Only), subject to the approval of members in ensuing Extra-Ordinary General Meeting.

The Preferential Issue is being made in accordance with the applicable provisions of the SEBI ICDR Regulations, as amended, and is subject to receipt of necessary approvals from the stock exchange and any other regulatory authorities, as may be applicable.

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

The proposed allotment of 90,50,000 (Ninety Lakhs Fifty Thousand) warrants is to be made to the proposed allottees as described below:

| S. No. | Name of the Proposed Allottees | Category of proposed allottees | No. of Warrants | Amount (in Rs.) |
|--------|--------------------------------|--------------------------------|-----------------|-----------------|
| 1      | Mr. Sunil Nyati                | Promoter                       | 575000          | 3,65,93,000     |
| 2      | Mrs. Anita Nyati               | Promoter Group                 | 575000          | 3,65,93,000     |
| 3      | Mr. Parth Nyati                | Promoter Group                 | 700000          | 4,45,48,000     |
| 4      | Mr. Devashish Nyati            | Promoter Group                 | 700000          | 4,45,48,000     |
| 5      | Intelliquery Ventures LLP      | Non-Promoter Group             | 800000          | 5,09,12,000     |
| 6      | Valueworth Advisors LLP        | Non-Promoter Group             | 1200000         | 7,63,68,000     |

|    |                                                       |                    |                |                     |
|----|-------------------------------------------------------|--------------------|----------------|---------------------|
| 7  | Mr. Ajay Popatlal Shah                                | Non-Promoter Group | 250000         | 1,59,10,000         |
| 8  | Mr. Sumit Bhalotia                                    | Non-Promoter Group | 575000         | 3,65,93,000         |
| 9  | Anantroop Financial Advisory Services Private Limited | Non-Promoter Group | 475000         | 3,02,29,000         |
| 10 | Mr. Girish Paman Vanvari                              | Non-Promoter Group | 150000         | 95,46,000           |
| 11 | Nik Comp Private Limited                              | Non-Promoter Group | 250000         | 1,59,10,000         |
| 12 | Ms. Aradhana Rai Gupta                                | Non-Promoter Group | 275000         | 1,75,01,000         |
| 13 | Value Plus Ventures LLP                               | Non-Promoter Group | 75000          | 47,73,000           |
| 14 | Mr. Pradeep Kiradoo                                   | Non-Promoter Group | 75000          | 47,73,000           |
| 15 | Mr. Niranjana Lodha                                   | Non-Promoter Group | 75000          | 47,73,000           |
| 16 | Mr. Rajeev Lakhara                                    | Non-Promoter Group | 200000         | 1,27,28,000         |
| 17 | Mr. Prenita Dutt                                      | Non-Promoter Group | 100000         | 63,64,000           |
| 18 | Ms. Yogita Gandhi                                     | Non-Promoter Group | 2000000        | 12,72,80,000        |
|    | <b>Total</b>                                          |                    | <b>9050000</b> | <b>57,59,42,000</b> |

**c. The intention of the promoters/directors/key management personnel or senior management of the Company to subscribe to the offer contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects:**

Mr. Sunil Nyati, the (Promoter and Chairman & Managing Director), Mrs. Anita Nyati (Member of Promoter Group and Whole Time Director), Mr. Parth Nyati (Member of Promoter Group and CEO & Whole Time Director) and Mr. Devashish Nyati (Member of Promoter Group and Chief Technology and Security Officer), have expressed their intention to subscribe upto 25,50,000 warrants, each convertible into equivalent number of equity shares in the proposed Preferential Issue.

Except as stated above, none of the other Promoters, members of the Promoter Group, Directors, Key Managerial Personnel or Senior Management of the Company intends to subscribe to the proposed preferential issue.

The Company shall obtain all necessary approvals, permissions and consents, including the in-principle approval of BSE Limited and such other statutory or regulatory approvals as may be required, in connection with the proposed preferential issue of warrants convertible into equity shares of the Company.

**d. Shareholding pattern of the issuer before and after the preferential issue would be as follows: (assuming all the proposed warrants are converted into equity shares):**

| S. No.   | Category                       | Pre Issue Holding*   |              |                         | Post Issue Holding **(assuming full conversion) |              |
|----------|--------------------------------|----------------------|--------------|-------------------------|-------------------------------------------------|--------------|
|          |                                | No. of Equity shares | % of shares  | Proposed Issue Warrants | No. of shares                                   | % of Shares  |
| <b>A</b> | <b>Promoter Shareholding</b>   |                      |              |                         |                                                 |              |
| 1.       | <b>Indian:</b>                 |                      |              |                         |                                                 |              |
| (i)      | Individuals/HUF                | 1,20,35,200          | 59.88        | 25,50,000               | 1,45,85,200                                     | 50.04        |
| (ii)     | Body Corporate/Trust           | -                    | -            | -                       | -                                               | -            |
|          | <b>Sub-Total</b>               | <b>1,20,35,200</b>   | <b>59.88</b> | <b>25,50,000</b>        | <b>1,45,85,200</b>                              | <b>50.04</b> |
| 2.       | Foreign Promoters              | -                    | -            | -                       | -                                               | -            |
|          | <b>Sub Total (A)</b>           | <b>1,20,35,200</b>   | <b>59.88</b> | <b>25,50,000</b>        | <b>1,45,85,200</b>                              | <b>50.04</b> |
| <b>B</b> | <b>Non-Promoters' Holding:</b> |                      |              |                         |                                                 |              |

|          |                                               |                    |               |                  |                    |               |
|----------|-----------------------------------------------|--------------------|---------------|------------------|--------------------|---------------|
| <b>1</b> | <b>Institutional Investors</b>                | -                  | -             | -                | -                  | -             |
| (i)      | Foreign Portfolio Investors Category I        | 32,501             | 0.16          | -                | 32,501             | 0.11          |
|          | <b>Sub-Total (1)</b>                          | <b>32,501</b>      | <b>0.16</b>   | <b>-</b>         | <b>32,501</b>      | <b>0.11</b>   |
| <b>2</b> | <b>Non- Institutions</b>                      |                    |               |                  |                    |               |
| (i)      | Bodies Corporate                              | 9,93,333           | 4.94          | 7,25,000         | 17,18,333          | 5.90          |
| (ii)     | Individuals                                   | 56,73,072          | 28.23         | 37,00,000        | 93,73,072          | 32.16         |
| (iii)    | HUF                                           | 1,71,966           | 0.86          | -                | 1,71,966           | 0.59          |
| (iv)     | LLP                                           | 8,54,004           | 4.25          | 20,75,000        | 29,29,004          | 10.05         |
| (iv)     | NRIs                                          | 39,121             | 0.19          | -                | 39,121             | 0.13          |
| (v)      | Clearing Members                              | 97,372             | 0.49          | -                | 97,372             | 0.33          |
| (vi)     | Investor Education and Protection Fund (IEPF) | 2,01,931           | 1.00          | -                | 2,01,931           | 0.69          |
|          | <b>Sub-Total (2)</b>                          | <b>80,30,799</b>   | <b>39.96</b>  | <b>65,00,000</b> | <b>1,45,30,799</b> | <b>49.85</b>  |
|          | <b>Sub-Total (B)</b>                          | <b>80,63,300</b>   | <b>40.12</b>  | <b>65,00,000</b> | <b>1,45,63,300</b> | <b>49.96</b>  |
|          | <b>Grand Total (A+B)</b>                      | <b>2,00,98,500</b> | <b>100.00</b> | <b>90,50,000</b> | <b>2,91,48,500</b> | <b>100.00</b> |

\*The post issue paid-up capital is arrived after considering entire preferential allotment proposed to be made under this notice and on fully diluted basis and the pre-issue shareholding continues as per the pre issue shareholding of the Company.

**e. Time frame (proposed time) within which the preferential issue shall be completed and material terms:**

The allotment of convertible warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority including SEBI, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

An amount, as decided by the Board of Directors, equivalent to 25% of the issue price shall be payable before allotment of the warrants. The convertible warrants would be allotted on the following terms:

- The holder of warrants will have an option to convert by remitting the balance 75% of the issue price and apply for and be allotted 1 (one) Equity Share of the Company per each warrant, any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of convertible warrants, in one or more tranches. Upon receipt of the full payment as above, the Board or Committee shall allot one Equity Share per each Warrant.
- If the entitlement against the warrants to apply for the Equity Shares is not exercised within the period as specified, the entitlement of the Warrant holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid any time on such warrants shall stand forfeited.
- The warrant holders, upon conversion of their warrants into equity shares, shall also be entitled to any future bonus/rights issue(s) of equity shares or other securities convertible into Equity Shares by the Company, in the same proportion and manner as any other Members of the Company for the time being.
- The warrants by itself do not give to the holder thereof any rights of the Members of the Company.

**f. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:**

**List of proposed allottees:** All the proposed allottees as furnished herein below are the ultimate beneficial owners of the shares along with their status as to promoter/ non-promoter/ public category, pre and post preferential issue. *There will be no change in the status of the proposed allottees post the preferential issue.*

| Name of the proposed allottee                         | Ultimate Beneficial Owners of the proposed allottee                      | Pre-issue Shareholding |              | No. of warrants proposed to be allotted | Post-issue Shareholding*       |                             |
|-------------------------------------------------------|--------------------------------------------------------------------------|------------------------|--------------|-----------------------------------------|--------------------------------|-----------------------------|
|                                                       |                                                                          | Pre issue holding      | % of holding |                                         | No. of Shares after Conversion | % of shares on conversion * |
| Promoters                                             |                                                                          |                        |              |                                         |                                |                             |
| Mr. Sunil Nyati                                       | NA                                                                       | 25,06,990              | 12.47        | 5,75,000                                | 30,81,990                      | 10.57                       |
| Mrs. Anita Nyati                                      | NA                                                                       | 25,00,000              | 12.44        | 5,75,000                                | 30,75,000                      | 10.55                       |
| Mr. Parth Nyati                                       | NA                                                                       | 29,35,000              | 14.60        | 7,00,000                                | 36,35,000                      | 12.47                       |
| Mr. Devashish Nyati                                   | NA                                                                       | 29,35,000              | 14.60        | 7,00,000                                | 36,35,000                      | 12.47                       |
| Non-Promoters                                         |                                                                          |                        |              |                                         |                                |                             |
| Intelliquity Ventures LLP                             | Mr. Mukul Mahavir Agrawal and Mrs. Asha Mukul Agrawal                    | 0                      | 0            | 8,00,000                                | 8,00,000                       | 2.74                        |
| Valuworth Advisors LLP                                | Mrs. Kanchan Sunil Singhania                                             | 0                      | 0            | 12,00,000                               | 12,00,000                      | 4.12                        |
| Mr. Ajay Popatlal Shah                                | NA                                                                       | 0                      | 0            | 2,50,000                                | 2,50,000                       | 0.86                        |
| Mr. Sumit Bhalotia                                    | NA                                                                       | 0                      | 0            | 5,75,000                                | 5,75,000                       | 1.97                        |
| Anantroop Financial Advisory Services Private Limited | Mr. Sanjay Kothari and Ms. Meenakshi Sanjay Kothari                      | 0                      | 0            | 4,75,000                                | 4,75,000                       | 1.63                        |
| Mr. Girish Paman Vanvari                              | NA                                                                       | 0                      | 0            | 1,50,000                                | 1,50,000                       | 0.51                        |
| Nik Comp Private Limited                              | Mr. Keshav Dabriwal, Ms. Nita Dabriwal and Ms. Shambhavi Swarup Dabriwal | 0                      | 0            | 2,50,000                                | 2,50,000                       | 0.86                        |
| Ms. Aradhana Rai Gupta                                | NA                                                                       | 0                      | 0            | 2,75,000                                | 2,75,000                       | 0.94                        |
| Value Plus Ventures LLP                               | Ms. Jyoti Natwar Daga and Ms. Kiran Narayan Toshniwal                    | 0                      | 0            | 75,000                                  | 75,000                         | 0.26                        |
| Mr. Pradeep Kiradoo                                   | NA                                                                       | 0                      | 0            | 75,000                                  | 75,000                         | 0.26                        |
| Mr. Niranjan Lodha                                    | NA                                                                       | 0                      | 0            | 75,000                                  | 75,000                         | 0.26                        |
| Mr. Rajeev Lakhara                                    | NA                                                                       | 0                      | 0            | 2,00,000                                | 2,00,000                       | 0.69                        |
| Mr. Prenita Dutt                                      | NA                                                                       | 0                      | 0            | 1,00,000                                | 1,00,000                       | 0.34                        |
| Ms. Yogita Gandhi                                     | NA                                                                       | 15,00,000              | 7.46         | 20,00,000                               | 35,00,000                      | 12.01                       |

\*Assuming all the Warrants issued pursuant to this issue are converted into equity shares of the Company.

**Change in control:** As a result of the proposed preferential allotment of warrants convertible into equivalent number of equity shares, there will be no change in the composition of the Board of Directors and no change in control of the Company. The existing promoters continue to retain control, and there has been no alteration in the composition of the Board of Directors or in decision-making authority.

**g. The Price or price band at/ within which the allotment is proposed:**

The warrants are proposed to be issued at an issue price of Rs. 63.64/- (Rupees Sixty-Three and Sixty-Four Paise only) each, being a price more than the minimum floor price Rs. 63.63/- (Rupees Sixty-Three and Sixty-Three Paise only) as determined as on the Relevant date in accordance with the Regulation 164 of the SEBI (ICDR) Regulations, 2018 and other applicable laws.

**h. The Class or Classes of persons to whom the allotment is proposed to be made and the current and proposed status of the allottee(s) post the preferential issues namely, promoter or non -Promoter:** The current status of Proposed Allottees as mentioned in the resolution will remain unchanged post the preferential issue.

| S. No. | Name of the Proposed Allottees                        | Current Status of the Proposed Allottee | Proposed Status of the Proposed Allottee post the preferential issue |
|--------|-------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------|
| 1.     | Mr. Sunil Nyati                                       | Promoter                                | Promoter                                                             |
| 2.     | Mrs. Anita Nyati                                      | Promoter Group                          | Promoter Group                                                       |
| 3.     | Mr. Parth Nyati                                       | Promoter Group                          | Promoter Group                                                       |
| 4.     | Mr. Devashish Nyati                                   | Promoter Group                          | Promoter Group                                                       |
| 5.     | IntelliQuity Ventures LLP                             | Non-Promoter Group                      | Non-Promoter Group                                                   |
| 6.     | Valuworth Advisors LLP                                | Non-Promoter Group                      | Non-Promoter Group                                                   |
| 7.     | Mr. Ajay Popatlal Shah                                | Non-Promoter Group                      | Non-Promoter Group                                                   |
| 8.     | Mr. Sumit Bhalotia                                    | Non-Promoter Group                      | Non-Promoter Group                                                   |
| 9.     | Anantroop Financial Advisory Services Private Limited | Non-Promoter Group                      | Non-Promoter Group                                                   |
| 10.    | Mr. Girish Paman Vanvari                              | Non-Promoter Group                      | Non-Promoter Group                                                   |
| 11.    | Nik Comp Private Limited                              | Non-Promoter Group                      | Non-Promoter Group                                                   |
| 12.    | Ms. Aradhana Rai Gupta                                | Non-Promoter Group                      | Non-Promoter Group                                                   |
| 13.    | Value Plus Ventures LLP                               | Non-Promoter Group                      | Non-Promoter Group                                                   |
| 14.    | Mr. Pradeep Kiradoo                                   | Non-Promoter Group                      | Non-Promoter Group                                                   |
| 15.    | Mr. Niranjana Lodha                                   | Non-Promoter Group                      | Non-Promoter Group                                                   |
| 16.    | Mr. Rajeev Lakhara                                    | Non-Promoter Group                      | Non-Promoter Group                                                   |
| 17.    | Mr. Prenita Dutt                                      | Non-Promoter Group                      | Non-Promoter Group                                                   |
| 18.    | Ms. Yogita Gandhi                                     | Non-Promoter Group                      | Non-Promoter Group                                                   |

**i. Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so and other undertakings:**

In terms of SEBI (ICDR) Regulations, 2018 issuer hereby undertakes that:

- As the Ordinary Shares (equity shares) have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the

price of shares shall not be applicable. However, the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.

- ii. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the specified regulations, the warrants shall continue to be locked-in till the time such amount is paid by the warrant holder.

**j. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:**

It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

**k. Practicing Company Secretary Certificate:**

Certificate from L. N. Joshi and Company, Practicing Company Secretary, Indore confirming that the proposed issue of warrants convertible into equivalent number of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and the same is available on the website of the Company under the weblink [https://swastikawebdocs.s3.ap-south-1.amazonaws.com/report\\_document\\_collection/Compliance%20Certificate\\_Reg%20163\\_Swastika.pdf](https://swastikawebdocs.s3.ap-south-1.amazonaws.com/report_document_collection/Compliance%20Certificate_Reg%20163_Swastika.pdf).

**l. Pricing of the Issue including the basis or justification for the premium and Relevant Date:**

The price of the warrants convertible into equivalent number of equity shares proposed to be issued has been determined in accordance with the preferential issue guidelines given in SEBI (ICDR) Regulations and subsequent amendments thereto which is based on the relevant date i.e., 15<sup>th</sup> July, 2026, which is thirty days prior to the date of Extra Ordinary General Meeting (EGM to be held on 14<sup>th</sup> August, 2026). The equity shares are listed on the BSE Limited (BSE) and are frequently traded. Accordingly, the minimum issue price of warrants convertible into equivalent number of equity shares has been calculated with reference to trading volume at BSE as per SEBI ICDR.

In terms of the provisions of Regulation 164(1) of SEBI ICDR Regulations, the minimum price at which the Warrants can be issued is Rs. 63.63/-, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:

- a. the 90 trading days volume weighted average price (VWAP) of the related equity shares quoted on the recognized stock exchange preceding the relevant date i.e. Rs. 62.34/-; or
- b. the 10 trading days volume weighted average prices (VWAP) of the related equity shares quoted on a recognized stock exchange preceding the relevant date i.e. Rs. 63.63/-.

The Articles of Association of the Company do not prescribe a particular method to determine the price of the Preferential Issue which results in floor price higher than determined price pursuant to SEBI (ICDR) Regulations.

The proposed allotment is more than 5% of the post issue fully diluted share capital of the Company to an allottee or to allottees acting in concert. Hence, in terms of Regulation 166A of SEBI ICDR Regulations, the Company has obtained a valuation report from an independent registered valuer for determining the price. The price determined through Valuation report issued by Mr. Rohit Khandelwal, Chartered Accountant and Independent Registered Valuer (IBBI Regd. No. IBBI/RV/03/2020/13235) having office at SPARK HOUSE, 51, Scheme number 53, Vijay Nagar, Near Medanta Hospital, Indore (M.P.) is Rs. 63.63/- per warrant in accordance with Regulation 166A of the SEBI ICDR Regulations ("Valuation Report").

The Valuation Report is made available for inspection by the members on the Company's website under the weblink: [https://swastikawebdocs.s3.ap-south-1.amazonaws.com/report\\_document\\_collection/Valuation%20Report\\_SIL\\_Warrants2026.pdf](https://swastikawebdocs.s3.ap-south-1.amazonaws.com/report_document_collection/Valuation%20Report_SIL_Warrants2026.pdf)

Accordingly, the Board has considered the issue price of Rs. 63.64 per warrants convertible into equivalent number of equity shares of face value of Rs. 2/- each (inclusive of premium of Rs. 61.64/- per warrant), which price is higher of the floor price determined in accordance with applicable provisions of ICDR as detailed above.

A Certificate has obtained from the Practicing Company Secretary confirming that the minimum price for the preferential issue is as per Preferential Issue Regulations in Chapter V of SEBI (ICDR) Regulations, 2018.

None of the Proposed Allottees are categorized as Qualified Institutional Buyers.

**m. Principal terms of Assets charged as securities:** Not Applicable

**n. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not applicable as the Preferential Issue will be undertaken for cash consideration.

**o. SEBI Takeover code:**

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges, if required.

**p. Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:**

The entire shareholding of the proposed allottees in the company, is held by them in dematerialized form. The proposed allottees have not sold their shares during the 90 trading days prior to the relevant date and are eligible for allotment of warrants convertible into equivalent number of equity shares on preferential basis. The proposed allottees have Permanent Account Number. The entire pre preferential allotment shareholding of such allottees shall be under lock-in as required under Regulation 167 of SEBI (ICDR) Regulations, 2018.

**q. Lock-in Period:**

Pre preferential holding if any and the warrants convertible into equivalent number and resultant equity shares to be allotted shall be subject to 'lock-in' for such a period as the case may be from the date of trading approval from BSE where the securities of the Company are listed as per Clause 167 of the SEBI (ICDR) Regulations, 2018.

**r. Listing:**

The Company will make an application to BSE at which the existing equity shares are presently listed, for listing of the equity shares that will be issued on conversion of warrants. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

**s. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

No securities have been allotted on a preferential basis by the Company during the current financial year 2026-27 up to the date of this Notice.

The last preferential allotment was made pursuant to the conversion of share warrants originally allotted on a preferential basis on 20<sup>th</sup> December, 2023. Out of such warrants, a portion was converted into equity shares on 12<sup>th</sup>

March 2025 and the balance warrants were converted into equity shares on 6<sup>th</sup> June 2025, falling during the previous financial year 2025-26.

The details of the aforesaid allotment made on 06<sup>th</sup> June, 2025 are as under:

| Sr. No. | Name of allottees                    | Category (Promoter/<br>Non Promoter) | No. of Equity<br>Shares<br>Allotted | Price Per Share                         |
|---------|--------------------------------------|--------------------------------------|-------------------------------------|-----------------------------------------|
| 1.      | Mr. Parth Nyati                      | Promoter                             | 5,00,000                            | Rs. 62.20/-<br>(before split Rs. 311/-) |
| 2.      | Mr. Devashish Nyati                  | Promoter                             | 15,00,000                           |                                         |
| 3.      | Mrs. Anita Nyati                     | Promoter                             | 5,10,000                            |                                         |
| 4.      | Share India Algoplus Private Limited | Non Promoter                         | 2,75,000                            |                                         |

**t. Compliances:**

The company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid up capital in the hands of the public.

**u. Material terms of raising such securities**

The same has been disclosed in the appended resolution herein above.

**v. Other disclosures/undertaking:**

1. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.
2. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
3. The Company shall be making application seeking in-principle approval to the stock exchange, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
4. The Company is in compliance with the conditions for continuous listing;
5. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of SEBI ICDR Regulations;
6. None of the Proposed Allottees has sold any equity shares during 90 trading days preceding the Relevant Date;
7. The Equity Shares held by all the proposed allottees in the Company are in dematerialized form only;
8. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

**w. Monitoring Agency:**

Since the issue size is not above One hundred Crores Rupees, the Company is not mandatory to be monitored by Credit Rating Agency registered with SEBI pursuant to Regulation 162A of SEBI (ICDR) Regulations, 2018.

**x. Approval under the Companies Act:**

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares/convertible warrants, such shares/ convertible warrants shall be approved by the shareholders by way of special resolution in general meeting.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot convertible warrants as stated in the resolution, which would result in a further issuance of securities of the Company to the promoter/promoter group and non-promoters/public category on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

Further note that the provisions of Regulation 164A are not applicable to the proposed preferential allotment of warrants, as the issuance is being made to identified investors under a targeted preferential route, without affecting the general public shareholders or triggering public shareholding thresholds. Further, the warrants are contingent and convertible in nature, and their allotment is fully compliant with the applicable provisions of the Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, thereby rendering the procedural requirements of Regulation 164A inapplicable in the present case.

Mr. Sunil Nyati, Chairman and Managing Director, Mrs. Anita Nyati, Whole Time Director, Mr. Parth Nyati, CEO & Whole Time Director, being a proposed allottee and their relatives, to the extent they are members of the Promoter Group, are deemed to be concerned or interested, financially or otherwise, in the proposed Resolution to the extent of the Warrants/Equity Shares proposed to be allotted to them pursuant to the Preferential Issue.

As per Regulation 2(zc) of the SEBI (LODR) Regulations, the proposed transactions for issuance convertible warrants which are subject to the compliances of the SEBI (ICDR) Regulations, 2018 therefore, the restriction as provided under the Regulation 23(4) for participation and absent from voting on the proposed resolution to the promoters and related parties are not applicable.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the Members for issue and allotment of the equity shares/warrants to the Proposed Allottees is being sought by way of a special resolution as set out in the said Item No. 1 of the Notice. Issue of the convertible warrants would be within the authorized share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members.

Documents referred to in the notice/explanatory statement will be available for inspection by the members of the Company at the registered office of the Company.

**By order of the Board of Directors**  
**FOR SWASTIKA INVESTMART LIMITED**  
Sd/-  
**Shikha Agrawal**  
**Company Secretary**  
**ACS-36520**

Date: 20<sup>th</sup> July, 2026

Place: Indore