

SWASTIKA INVESTMART LIMITED

CIN: L65910MH1992PLC067052

Registered Office: 305, Madhuban Building, Cochin Street, S.B.S Road, Fort, Mumbai, Mumbai City 400001
M.H. (INDIA) Ph. : 022-22655565, E-mail : secretarial@swastika.co.in Website : www.swastika.co.in

NOTICE OF 25TH ANNUAL GENERAL MEETING

NOTICE is hereby given that 25th Annual General Meeting of the Members of **SWASTIKA INVESTMART LIMITED** will be held on Tuesday, 19th Day of September, 2017 at 2.00 P.M. at B-6, 2nd Floor, Viral Appartment, Above R. K. Hotel, Opp. Shoppers Stop, Andheri (West) Mumbai - 400058 M.H. to transact the following businesses:-

ORDINARY BUSINESSSES:-

1. To receive, consider and adopt:
 - (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and the Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the report of the Auditors thereon.
2. To declare a dividend on equity shares of the Company for the year ended March 31, 2017.
3. To appoint a Director in place of Mrs. Anita Nyati (DIN: 01454595), Whole Time Director, who retires by rotation and being eligible offers herself for re-appointment.
4. To consider ratification of appointment of Auditors of the Company:-
To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary resolution:-

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) the appointment of M/s. R.S.Bansal & Company, Chartered Accountants (ICAI Firm Registration No. 000939C), as Auditors of the Company for a term of five years i.e. till the conclusion of the 28th Annual General Meeting to be held in the year 2020, which was subject to ratification at every Annual General Meeting, be and is hereby ratified to hold the office from the conclusion of this 25th Annual General Meeting till the conclusion of 28th Annual General Meeting of the Company to be held in the year 2020, at such remuneration, reimbursement of out-of-pocket expenses, travelling and other expenses incurred in connection with audit to be carried out by them, as may be mutually agreed between the Managing Directors of the Company and the Auditors.”

SPECIAL BUSINESSSES :-

5. TO APPROVE THE EXPENSES FOR SERVICE OF DOCUMENTS TO MEMBER(S).

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed there under, the consent of the Company be and is hereby accorded to charge from a member fee in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by such member for delivery of such document to him/ her through such mode of service provided that such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

RESOLVED FURTHER THAT Board of the Directors or Key Managerial personnel of the company be and are hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution.”

6. APPOINTMENT OF SHRI CHANDRA SHEKHAR BOBRA (DIN NO: 00209498) AS AN INDEPENDENT DIRECTOR.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to said Act and Companies (Appointment and qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations

2015 as may be amended from time to time, Mr. Chandra Shekhar Bobra (DIN: 00209498), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01st August, 2017 and who holds office until the date of the ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and who has given a declaration of independence under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five years from 01st August, 2017 to 31st July, 2022, and he shall not be liable to retire by rotation.”

7. APPOINTMENT OF MR. AMIT RAMESH GUPTA (DIN: 07322170) AS DIRECTOR AS WELL AS WHOLE TIME DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Companies (Appointment and qualification of Directors) Rules, 2014, Mr. Amit Ramesh Gupta (DIN: 07322170), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01st August, 2017 and who holds office until the date of the ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of director of the Company, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Amit Ramesh Gupta (DIN: 07322170), be and is hereby appointed as Whole Time Director of the Company for the period of three years with effect from 01st Day of August, 2017 to 31st July, 2020 on salary of Rs. 1,50,000/- per month”.

“RESOLVED FURTHER THAT wherein a financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to him shall not exceed the ceiling limit prescribed in Section II of Part II of Schedule V to the Companies Act, 2013 for that year, which will be payable to him as minimum remuneration for that year.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to vary, alter, increase or enhance/change from time to time, subject to overall limit on remuneration payable to all the managerial personnel taken together, as laid down in the Companies Act, 2013, read with Schedule V thereto, and subject to the requisite approvals, if any, being obtained”

“RESOLVED FURTHER THAT Mr. Sunil Nyati, Managing Director of the Company be and is hereby authorized to do all the needful acts, deeds, matters and things to give effect to this resolution. ”

8. INCREASE IN REMUNERATION OF SHRI SUNIL NYATI (DIN: 00015963) MANAGING DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Remuneration of Mr. Sunil Nyati (DIN: 00015963), Managing Director be and is hereby increased from Rs.2,50,000/- to Rs.3,00,000/- per month with effect from 01st Day of May, 2017 on the following terms, conditions, salary and perquisites:

- Salary: Rs. 3,00,000/- (Rupees Three Lakhs only) per month.
- Commission: a commission based on the net profit of the company as may be determined by the Board, subject to overall ceiling laid down in section 197 & 198 of the Companies Act, 2013 and provided, however, the commission will be paid on pro-rata basis in the event of earlier cessation or termination of appointment.
- Perquisites: In addition to the above salary Mr. Sunil Nyati, Managing Director shall also be entitled to the perquisite (evaluated as per Income Tax Rule wherever applicable and at actual cost to the Company in other cases) like benefits of furnished accommodation/House Rent Allowance with gardener and security guard, gas, electricity, water and furniture, chauffeur driven car and telephone at residence, medical reimbursement, personal accident insurance, leave and leave travel concession, club fees, provident fund, Superannuation fund, exgratia & gratuity in accordance with the scheme(s) and rule(s) applicable to the members of the staff or any modification(s) that may be made in any scheme/rule for the aforesaid benefits. However, perquisites shall be restricted to an amount equal to 25 % of annual salary.”

“RESOLVED FURTHER THAT wherein a financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to him shall not exceed the ceiling limit prescribed in Section II of Part

II of Schedule V to the Companies Act, 2013 for that year, which will be payable to him as minimum remuneration for that year.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to vary, alter, increase or enhance/change from time to time, subject to overall limit on remuneration payable to all the managerial personnel taken together, as laid down in the Companies Act, 2013, read with Schedule V thereto, and subject to the requisite approvals, if any, being obtained”

“RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all the needful acts, deeds, matters and things to give effect to this resolution. ”

9. INCREASE IN REMUNERATION OF SMT. ANITA NYATI (DIN: 01454595) WHOLE TIME DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Remuneration of Mrs. Anita Nyati (DIN: 01454595), Whole Time Director be and is hereby increased from Rs.1,25,000/- to Rs.1,50,000/- per month with effect from 01st Day of May, 2017 on the following terms, conditions, salary and perquisites:

- a Salary: Rs. 1,50,000/- (Rupees One Lakhs Fifty Thousand only) per month and other terms and conditions will remain same.
- b Commission: a commission based on the net profit of the company as may be determined by the Board, subject to overall ceiling laid down in section 197 & 198 of the Companies Act, 2013 and provided, however, the commission will be paid on pro-rata basis in the event of earlier cessation or termination of appointment.
- c Perquisites: In addition to the above salary Mrs. Anita Nyati (DIN: 01454595), Whole Time Director shall also be entitled to the perquisite (evaluated as per Income Tax Rule wherever applicable and at actual cost to the Company in other cases) like benefits of furnished accommodation/House Rent Allowance with gardener and security guard, gas, electricity, water and furniture, chauffeur driven car and telephone at residence, medical reimbursement, personal accident insurance, leave and leave travel concession, club fees, provident fund, Superannuation fund, exgratia & gratuity in accordance with the scheme(s) and rule(s) applicable to the members of the staff or any modification(s) that may be made in any scheme/rule for the aforesaid benefits. However, perquisites shall be restricted to an amount equal to 25 % of annual salary.”

“RESOLVED FURTHER THAT wherein a financial year during the currency of her tenure, the Company has no profits or its profits are inadequate, the remuneration payable to her shall not exceed the ceiling limit prescribed in Section II of Part II of Schedule V to the Companies Act, 2013 for that year, which will be payable to her as minimum remuneration for that year.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to vary, alter, increase or enhance/change from time to time, subject to overall limit on remuneration payable to all the managerial personnel taken together, as laid down in the Companies Act, 2013, read with Schedule V thereto, and subject to the requisite approvals, if any, being obtained”

“RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all the needful acts, deeds, matters and things to give effect to this resolution.”

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

**Shikha Bansal
Company Secretary
ACS 36520**

**Date: 01th August, 2017
Place: Indore**

**SWASTIKA INVESTMART LIMITED
CIN: L65910MH1992PLC067052
Registered Office: 305, Madhuban Building,
Cochin Street S.B.S Road, Fort,
Mumbai, Mumbai City - 400001 M.H.**

NOTES:-

- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF ANNUAL GENERAL MEETING.
- During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 day's written notice is given to the Company.
- Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
- In order to enable us to register your attendance at the venue of the Annual General meeting, we request you to please bring your folio number/demat account number/DP ID-Client ID to enable us to give a duly filled attendance slip for your signature and participation at the meeting.
- The explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
- Pursuant to Provisions of Section 91 of the Companies Act, 2013, the Register of Members and share transfer book of the Company will remain closed during the period from Tuesday, 12th Day of September, 2017 to Tuesday 19th Day of September, 2017 (both days inclusive) for the purpose of payment of dividend to those members whose name stand on the Register of Members as on Monday 11th September, 2017. The Dividend in respect of equity shares held in electronic form will be payable to the beneficial owner of the equity shares as at the end of business hours on Monday 11th September, 2017, as per the details furnished by the depositories for this purpose & all those members holding shares in physical form after giving effect to all valid share transfers lodged with the Company before closing hours on Monday 11th September, 2017.
- Although term of Mrs Anita Nyati being a Whole Time Director is fixed up to 14th June, 2018 but she is liable to retirement by rotation without breaking her term of Whole Time Director and being eligible offer herself for reappointment.
- As per circular dated 21 March 2013, issued by Securities and Exchange Board of India, companies whose securities are listed on the stock exchanges are required to use electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Accordingly, dividend, if declared, will be paid through National Electronic Clearing Service (NECS)/Electronic Clearance Service (ECS), wherever the facility is available. Where dividend payments are made through NECS/ECS, intimations regarding such remittance would be sent separately to the members. In case where the dividend cannot be paid through NECS/ECS, the same will be paid by account payee/non-negotiable instruments with bank account details printed thereon. For enabling the payment of dividend through electronic mode, members holding shares in physical form are requested to furnish, on or before Monday 11th September, 2017, updated particulars of their bank account, to the share transfer agent of the Company i.e. Ankit Consultancy Private Limited along with a photocopy of a 'cancelled' cheque of the bank account. Beneficial owners holding shares in electronic form are requested to furnish their bank particulars to their respective depository participants and make sure that such changes are recorded by them correctly on or before Monday 11th September, 2017.
- Subject to the provisions of the Section 123 of Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the ensuing annual general meeting will be deposited with in five days and Dispatched/paid/credited with in thirty days.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) for transactions involving transfer of shares. Therefore, members holding shares in physical form are requested to furnish their PAN along with self attested photocopy of PAN card to the R&TA. Members holding shares in demat mode are requested to register the details of PAN with their DPs.
- Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the stock exchanges and secretarial standard of General Meeting in respect of the Directors seeking appointment/re-appointment at the ensuing AGM are provided in Annexure A of this Notice.
- Members wishing to claim dividends that remains unclaimed are requested to correspond with the Registrar and Share Transfer agent i.e. Ankit Consultancy Private Limited (R&TA) or the company secretary, at the companies

registered office. Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules. Members' attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend.

The Ministry of Corporate Affairs ('MCA') on May 10, 2012 notified the Investor Education and Protection Fund (Uploading of information regarding Unpaid and Unclaimed amounts lying with Companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends, as on the date of last AGM i.e. September 20, 2016, on the website of the IEPF viz. www.iepf.gov.in and under 'Financial Report' section on the website of the Company viz. www.swastika.co.in.

- Sections 101 and 136 of the Companies Act, 2013 read together with the rules made there under, permit the listed companies to send the notice of annual general meeting and the Annual Report, including financial statements, Board's Report, etc. by electronic mode. The Company is accordingly forwarding electronic copy of the Annual Report for 2017 to all the Members whose e-mail ids are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copies of the Annual Report for 2017 is being sent in the permitted mode. Members who have not yet register their e-mail id are requested to register the same with the Company (if shares are held in physical form) or Depository participant (if shares are held in demat mode). Members are also requested to intimate to the Company the changes, if any in their e-mail address.
- All the Documents referred to in the accompanying notice will be kept open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 11.00 a.m. to 1.00 p.m. except holidays, up to the date of the ensuing annual general meeting.
- Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.
- 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.
- The Members are requested to:
 - a) Intimate changes, if any, in their registered addresses immediately.
 - b) Quote their ledger folio/DPID number in all their correspondence.
 - c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
 - d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
 - e) Send their Email address to us for prompt communication and update the same with their Depository Participants to receive softcopy of the Annual Report of the Company.
- Corporate Members are requested to forward a Certified True Copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- Route map for the venue of Annual General meeting along with prominent landmark is enclosed with this Notice.
- The Members who still hold shares in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
- A member desirous of getting any information on the accounts or operations of the Company is requested to forward his / her query to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
- Members who are holding shares in identical order of names in more than one folio are requested to send to the company or Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. The members requested to use New Share Transfer Form SH-4 for this purpose.
- The Notice of AGM along with complete Annual report shall be dispatched to the shareholders who are registered as member as on 11th August, 2017. Further Members may also note that Notice of this Annual General Meeting and the Annual Report for financial year 2016-17 will also be available on the Company's website i.e. www.swastika.co.in.
- Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at Ankit Consultancy Private Limited, 60, Pardeshipura, Electronic Complex, Indore(M.P.)
- The Company has designated an exclusive email ID: secretarial@swastika.co.in in which would enable the members to

post their grievances and monitor its redressal. Any member having any grievance may post the same to the said Email address for its quick redressal.

- The voting rights of Shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company as on Tuesday, 12th September, 2017, being the cut-off date.
- The businesses as set out in the Notice may be transacted through electronic voting system and the Company shall provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by MCA vide its notification dated March 19, 2015 and Regulation 44 of The SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the company is pleased to offer the facility of “remote e-voting” (e-voting from a place other than venue of the AGM) as an alternate, to all its members to enable them to cast their votes electronically instead of casting their vote at the meeting. If a member has opted for remote e-voting, then he/she should not vote by physical ballot also and vice-versa. However, in case members cast their vote both via physical ballot and remote e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. For E-voting facility, the Company has entered in to an agreement with the CDSL for facilitating remote E-voting. The Procedure and instructions for E-voting given below:

Instructions for shareholders voting through electronic means:

- The e-voting period begins on Saturday, 16th September, 2017 from 9.00 A.M. and ends on Monday, 18th September, 2017 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 Tuesday 12th September, 2017, may cast their vote electronically in proportion to their shares in the paid up equity share capital of the company. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- Click on “Shareholders” tab.
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- After entering these details appropriately, click on “SUBMIT” tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <SWASTIKA INVESTMART LIMITED> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m- Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non Individual Shareholders and Custodians**
 - Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 log in should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) Mr. L.N. Joshi, Practicing Company Secretaries (Membership No. FCS - 5201) has been appointed as the scrutinizer to receive and scrutinize the completed ballot forms and votes casted electronically by the members in a fair and transparent manner.
- (xxii) The Scrutinizer shall after scrutinizing the vote cast at the AGM (Poll) and through Remote E-Voting not later than 48 Hours from conclusion of AGM, make and submit a consolidated scrutinizers report to the Chairman. The Results declared along with the consolidated scrutinizers report shall be placed on the website of the company and CDSL. The results shall simultaneously be communicated to the Stock Exchanges where the company's shares are listed.
- (xxiii) The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 19th September, 2017 subject to receipt of the requisite number of votes in favor of the Resolutions.

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

**Shikha Bansal
Company Secretary
ACS : 36520**

Date: 01st August, 2017

Place: Indore

SWASTIKA INVESTMART LIMITED

CIN: L65910MH1992PLC067052

**Registered Office: 305, Madhuban Building,
Cochin Street S.B.S Road, Fort,
Mumbai, Mumbai City - 400001 M.H. IN**

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM No. 5:- TO APPROVE THE EXPENSES FOR SERVICE OF DOCUMENTS TO MEMBERS.

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to subsection (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which shareholder shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Accordingly, the Board of Directors in their meeting held on 01st August, 2017 has proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

The Board recommends the Ordinary Resolution at Item No. 5, for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the Ordinary Resolution set out at Item No. 5 of the Notice.

ITEM NO. 6 :- APPOINTMENT OF SHRI CHANDRA SHEKHAR BOBRA (DIN: 00209498) AS AN INDEPENDENT DIRECTOR.

Mr. Chandra Shekhar Bobra, was appointed as an Additional Director of the Company at the meeting of the Board of Directors held on 01st August, 2017 in accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"). He holds office as a Director up to the date of the forthcoming Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Act, from the member along with the fee of Rupees One Lacs proposing the candidature of Mr. Chandra Shekhar Bobra for the office of Independent Director to be appointed, as such under the provisions of Section 149 of the Act to hold office for a term of five years up to 31st July, 2022.

The Board of Directors is of the view that your Company would greatly benefit from the rich and varied experience of Mr. Chandra Shekhar Bobra and accordingly recommends the Ordinary Resolution set forth in Item No.6 of the Notice for approval of the Members.

In the opinion of the Board, Mr. Chandra Shekhar Bobra fulfils the conditions specified in the Act and rules made there under the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 and he is independent of the management.

The brief profile of the director who is proposed to be appointed as independent director is annexed herewith separately with this notice.

Keeping in view of the experience and expertise of Mr. Chandra Shekhar Bobra the Board of Directors considers it desirable that the Company should avail his services and accordingly recommends the resolution as set out in Item no. 6 for approval of the members.

Mr. Chandra Shekhar Bobra, being appointee is considered as interested in the resolution, except that none of the directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested financially or otherwise in the Resolution.

ITEM No. 7:- APPOINTMENT OF MR. AMIT RAMESH GUPTA (DIN: 07322170) AS DIRECTOR AS WELL AS WHOLE TIME DIRECTOR OF THE COMPANY.

The Board of Directors of the Company in their meeting held on 01st August, 2017 approved the appointment of Mr. Amit Ramesh Gupta as Additional Director as well as Whole Time Director on the Board of the Company with effect from 01st August, 2017 in accordance with the provisions contained in Section 161, 196, 197 and 198 read with Section 203 of the Companies Act, 2013 and Schedule V of the Companies Act 2013 and that Mr. Amit Ramesh Gupta shall hold office up to the date of the Annual General Meeting and shall be eligible for election subject to the approval of the shareholders at the forthcoming Annual General meeting.

Further Notice has been received from member signifying his intention to propose appointment of Mr. Amit Ramesh Gupta as Whole-time Director of the Company along with a deposit of Rupees One Lakh.

Board of Directors feels that his continuation on the Board will be highly beneficial to the company and recommends the adoption of resolution proposed under this items. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. Accordingly, it is proposed to appoint him as Whole Time Director w.e.f. 1st August, 2017 on remuneration as mentioned in Item No.7 of notice for which Nomination and Remuneration Committee, Audit committee and Board of Directors have accorded their approval subject to approval of the members or any other appropriate authority if any.

The proposed remuneration will be in the limit prescribed for the managerial person in Schedule V of the Companies Act, 2013 amended up to date.

Further, information required as per Schedule V of the Companies Act, 2013 is given as follows :-

I. General Information				
1	Nature of industry		Company is Stock Broker, Depository Participant and SEBI registered category-I Merchant Banker	
2	Date or expected date of commencement of commercial production		The company is not engaged in any manufacturing activities and is engaged in Stocking broking activities.	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus		Not Applicable	
4	Financial Performance based on given indicators		Figures In lacs	
	Financial Year	Revenue from operations	Profit/(loss) before Tax	Profit /(loss) after Tax
	2015-16	2110.35	(22.96)	(18.02)
	2014-15	2174.75	362.36	242.01
	2013-14	1252.65	101.72	66.78
5	Foreign investments or collaborations, if any		The company has no foreign investments or foreign collaborations. The company has not made any foreign investments or has any collaboration overseas.	
II. Information about the appointee:				
1	Background details		Mr. Amit Ramesh Gupta is a Chartered Accountant. He has wide experience of financial control and brilliant management reporting skills.	
2	Past remuneration:-		Nil	
3	Recognition or awards		None	
4	Job profile and his suitability		Mr. Amit Ramesh Gupta is innovative, self-motivated and result oriented. He has reach experience in conceptualizing; planning, directing and implementing business decision and translates them in terms of business growth.	
5	Remuneration proposed		Rs. 1,50,000/- per month (Rupees One Lacs Fifty Thousand only)	
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.		Taking into the account the size of the company, industry benchmark in general, profile, position, responsibility born by him and involvement of Mr. Amit Ramesh Gupta in the Company, the proposed remuneration is reasonable. The industry standard and Board level positions held in similar sized and similar positioned businesses usually offers Rs. 3,00,000/- per month to Rs 5,00,000/- per month for such profiles.	
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.		No pecuniary relationship directly or indirectly with the company, or relationship with any managerial personnel.	
III. Other information:				
1	Reasons of loss or inadequate profits		- Economic slowdown - Uncertainty of stock market - Tough Competition - Strict compliance by regulatory Authorities	
2	Steps taken or proposed to be taken for improvement		The Company has initiated various steps to improve its operational performance/liquidity, including cost control measures have been put in place. Started the business of merchant banking.	
3	Expected increase in productivity and profits in measurable terms		The growth in finance market specially stock market boom in India and other countries. Enhancement of value of membership of BSE and NSE . Started new area of Merchant banking business Increase the Volume of DP operations .	

The disclosure as required under Part-II of Schedule V of Companies Act 2013, is covered under Corporate Governance Report forming part of annual report.

Except proposed appointee none of the Directors, Key Managerial Personnel of the Company and their relatives, in any way are concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 7 of the Notice.

ITEM No. 8:- INCREASE IN REMUNERATION OF MR. SUNIL NYATI (DIN: 00015963) MANAGING DIRECTOR OF THE COMPANY.

Shri Sunil Nyati is science graduate and one of the promoter and founders of the Company. He carries a vision of growth of the Company and has made invaluable contributions to the success and performance of the Company over the years. Looking to his total devotion and resultant progress made by the Company under his dynamic leadership skills in spite of various difficulties faced by the Company from time to time. Accordingly, it is proposed to increase Remuneration as mentioned in resolution. For the same Nomination & Remuneration committee and Board of Directors have accorded their approval subject to approval of the members or any other appropriate authority if any.

The proposed remuneration will be in the limit prescribed for the managerial person in Schedule V of the Companies Act, 2013 amended up to date.

Further, information required as per Schedule V of the Companies Act, 2013 is given as follows:-

I. General Information				
1	Nature of industry		Company is Stock Broker, Depository Participant and SEBI registered category-I Merchant Banker	
2	Date or expected date of commencement of commercial production		The company is not engaged in any manufacturing activities and is engaged in Stocking broking activities.	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus		Not Applicable	
4	Financial Performance based on given indicators		Figures In lacs	
	Financial Year	Revenue from operations	Profit/(loss) before Tax	Profit /(loss) after Tax
	2015-16	2110.35	(22.96)	(18.02)
	2014-15	2174.75	362.36	242.01
	2013-14	1252.65	101.72	66.78
5	Foreign investments or collaborations, if any		The company has no foreign investments or foreign collaborations. The company has not made any foreign investments or has any collaboration overseas.	
II. Information about the appointee:				
1	Background details		Mr. Sunil Nyati is science graduate and master of business administration and started his career as Managing Partner with M/s Swastika Agencies, Kota (Raj)., an authorized dealer of Kinetic Vehicles and looked after Marketing, Sales, dealership development, Hire Purchases and Lease Finance activities for a period of 10 years. In the year 1992 he promoted this company with the object of Hire purchase and Lease finance and also involved in various activities like Financial Advisory Services, Merchant Banking, and Capital market Operations. The company has diversified in the field of Depository Participant, took the membership of CDSL and NSDL, setup mutual fund desk, acquired membership of NCDEX & MCX, only due to rich experience of Mr. Sunil Nyati. Swastika has been on a growth path under his able leadership and rich experience. His values of integrity and transparency have been inculcated in all the employees. He always innovates new ideas; adapt latest technology so as to provide quality and unbiased investment solution to the investors.	
2	Past remuneration:-		Rs. 2,50,000/- per month.	

3	Recognition or awards	None
4	Job profile and his suitability	Mr. Sunil Nyati is a Managing Director as well as promoter Director of the company and is responsible for overall management, general management, finance. The job profile essentially requires a leader who is innovative, self-motivated and result oriented.
5	Remuneration proposed	Rs. 3,00,000/- per month (Rupees Three Lacs)
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	Though the exact latest data of the comparative profile with remuneration of the CEO/MD/Key Personnel of Financial Services Companies is not available, however generally the CEOs/MDs/Key Managerial personnel of Stock broking Companies of comparable status are generally receiving remuneration above Rs. 30 to 40 lakhs per annum.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Sunil Nyati is a Promoter Director. Mrs. Anita Nyati, (Whole Time Director) is wife, Mr. Anil Nyati (Director) is brother & Mr. Parth Nyati (Chief Financial Officer) is son of Mr. Sunil Nyati. Except this he does not have any other pecuniary relationship with any of the director of the Company
III. Other information:		
1	Reasons of loss or inadequate profits	- Economic slowdown - Uncertainty of stock market - Tough Competition - Strict compliance by regulatory Authorities
2	Steps taken or proposed to be taken for improvement	The Company has initiated various steps to improve its operational performance/liquidity, including cost control measures have been put in place.
3	Expected increase in productivity and profits in measurable terms	The growth in finance market specially stock market boom in India and other countries. Enhancement of value of membership of BSE and NSE . Started new area of Merchant banking business Increase the Volume of DP operations .

The disclosure as required under Part-II of Schedule V of Companies Act 2013, is covered under Corporate Governance Report forming part of annual report.

Except Mr. Sunil Nyati, Mrs. Anita Nyati, Mr. Anil Nyati and Mr. Parth Nyati, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way are concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 8 of the Notice.

ITEM No. 09:- INCREASE IN REMUNERATION OF MRS. ANITA NYATI (DIN: 01454595) WHOLE TIME DIRECTOR OF THE COMPANY.

Mrs. Anita Nyati is whole time director of the company. Mrs. Anita Nyati is matured business personality; she is Commerce Graduate and has done NCFM in Capital Market and Derivatives Module. She has over 29 years experience in accounting and capital market research. Mrs. Anita Nyati is handling account division, research division, capital market and all publications of the company. Looking to her total devotion and resultant progress made by the Company, Board of Directors proposed to increase remuneration as mentioned in item No.09 of the notice. For this purpose Nomination & Remuneration committee and Board of Directors have accorded their approval subject to approval of the members or any other appropriate authority if any.

The proposed remuneration will be in the limit prescribed for the managerial person in Schedule V of the Companies Act, 2013 amended up to date

Further, information required as per Schedule V of the Companies Act, 2013 is given as follows:-

I. General Information				
1	Nature of industry		Company is Stock Broker, Depository Participant and SEBI registered category-I Merchant Banker	
2	Date or expected date of commencement of commercial production		The company is not engaged in any manufacturing activities and is engaged in Stocking broking activities.	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus		Not Applicable	
4	Financial Performance based on given indicators		Figures In lacs	
	Financial Year	Revenue from operations	Profit/(loss) before Tax	Profit /(loss) after Tax
	2015-16	2110.35	(22.96)	(18.02)
	2014-15	2174.75	362.36	242.01
	2013-14	1252.65	101.72	66.78
5	Foreign investments or collaborations, if any		The company has no foreign investments or foreign collaborations. The company has not made any foreign investments or has any collaboration overseas.	
II. Information about the appointee:				
1	Background details		Mrs. Anita Nyati is matured business personality; she is Commerce Graduate and has done NCFM in Capital Market and Derivatives Module.	
2	Past remuneration:-		Rs. 1,25,000/- per month.	
3	Recognition or awards		None	
4	Job profile and his suitability		Mrs. Anita Nyati has over 29 years experience in accounting and capital market research. Mrs. Anita Nyati is handling account division, research division, capital market and all publications of the company.	
5	Remuneration proposed		Rs. 1,50,000/- per month (Rupees One Lacs Fifty Thousand)	
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.		Though the exact latest data of the comparative profile with remuneration of the CEO/MD/Key Personnel of Financial Services Companies is not available, however generally the CEOs/MDs/Key Managerial personnel of Stock broking Companies of comparable status are generally receiving remuneration above Rs. 30 to 40 lacs per annum.	
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.		Mr. Sunil Nyati (Managing Director) is husband, Mr. Anil Nyati (Director) is brother in law and Mr. Parth Nyati (CFO) is son of Mrs. Anita Nyati except this she does not have any other pecuniary relationship with any of the director of the Company	
III. Other information:				
1	Reasons of loss or inadequate profits		- Economic slowdown - Uncertainty of stock market - Tough Competition - Strict compliance by regulatory Authorities	
2	Steps taken or proposed to be taken for improvement		The Company has initiated various steps to improve its operational performance/liquidity, including cost control measures have been put in place.	
3	Expected increase in productivity and profits in measurable terms		The growth in finance market specially stock market boom in India and other countries. Enhancement of value of membership of BSE and NSE . Started new area of Merchant banking business Increase the Volume of DP operations .	

The disclosure as required under Part-II of Schedule V of Companies Act 2013, is covered under Corporate Governance Report forming part of annual report.

Except Mr. Sunil Nyati, Mrs. Anita Nyati, Mr. Anil Nyati and Mr. Parth Nyati, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way are concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 9 of the Notice.

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

**Date: 1st August, 2017
Place: Indore**

**SWASTIKA INVESTMART LIMITED
CIN: L65910MH1992PLC067052
Registered Office: 305, Madhuban Building,
Cochin Street S.B.S Road, Fort,
Mumbai, Mumbai City 400001 M.H. IN**

**Shikha Bansal
Company Secretary
ACS : 36520**

Annexure -A

Additional Information of Directors seeking re-appointment/appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard of General Meeting:

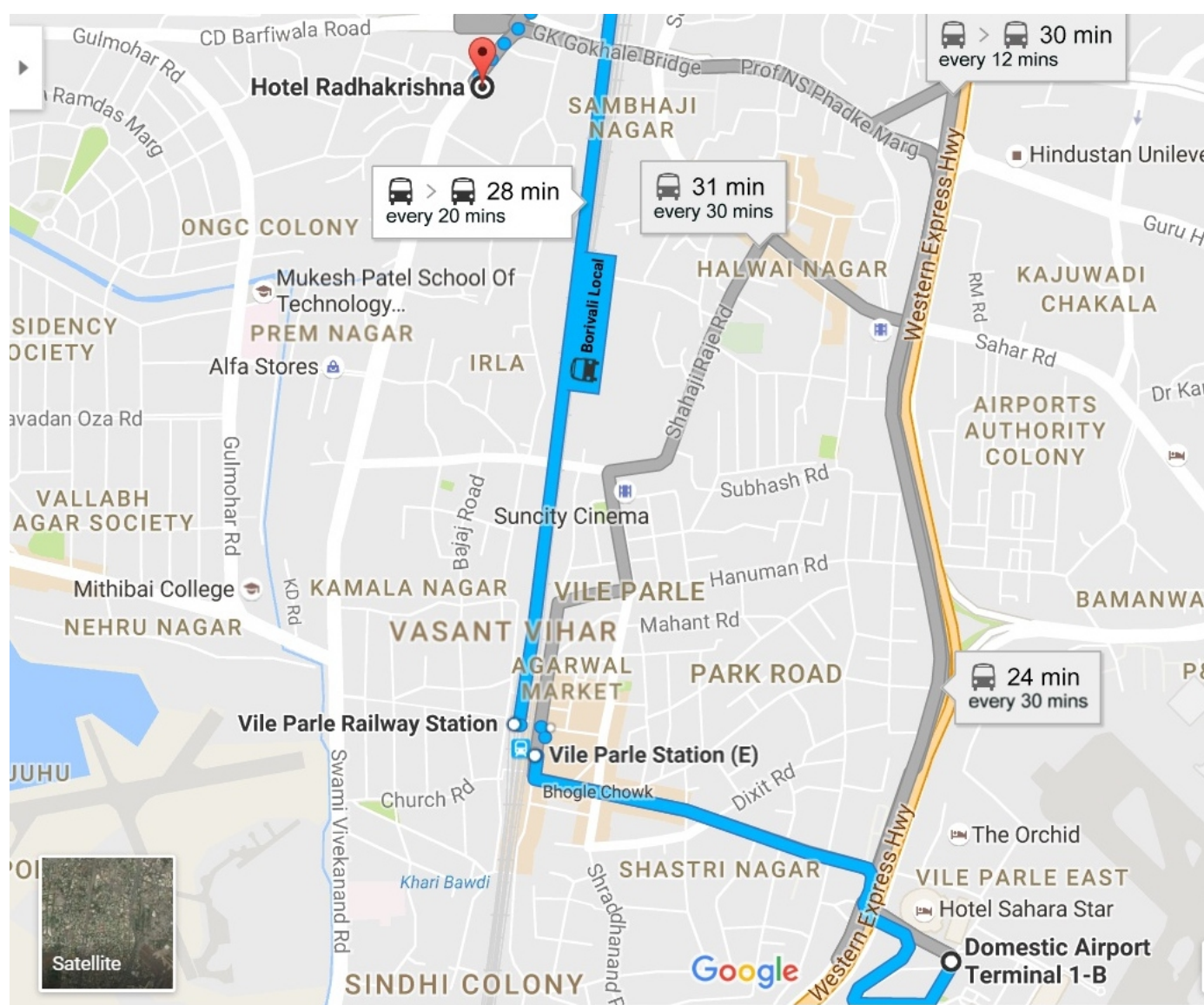
Name of Directors	Mrs. Anita Nyati	Mr. Amit Ramesh Gupta	Mr. Chandra Shekar Bobra
DIN No.	01454595	07322170	00209498
Date of Birth	07/12/1965	04/07/1981	18/12/1957
Date of Appointment	20/08/2008	01/08/2017	01/08/2017
Expertise / Experience in specific functional areas	29 year experience in Management, Finance & Securities Market	12 year Experience in Management, Accounts & Securities Market	36 year Experience in Management & Finance
Qualification	Master in Business Administration (MBA)	Master in Business Administration (MBA) Singapore Chartered Financial Analyst (CFA) USA Chartered Accountant (ACA) India	Master in Business Administration (MBA)
No. & % of Equity Shares held in the Company	298000 (10.07%)	53690 (1.81%)	Nil
List of outside Company's directorship held	Swastika Fin-Mart Pvt. Ltd. Swastika Investmart (IFSC) Pvt. Ltd. Nyati Holdings Pvt. Ltd.	Nil	Rajratan Global Wire Ltd. Market Roots India Pvt. Ltd.
Chairman / Member of the Committees of the Board of Directors of the Company	Nil	Nil	Chairman of Corporate Social Responsibility Committee Member in Following Committees : 1. Stakeholders Relationship Committee 2. Audit Committee
Salary or Sitting Fees paid	1,50,000/- p.m.	1,50,000/- p.m.	Nil
Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	Nil	Nil	1. Chairman in Audit Committee of Rajratan Global Wire Limited 2. Member in Nomination and Remuneration Committee of Rajratan Global Wire Limited
Relationship between directors inter-se	Mr. Sunil Nyati is Husband and Mr. Anil Nyati is brother in law of Mrs. Anita Nyati	Nil	Nil

DIRECTIONS

Swastika Investmart Limited

25th Annual General Meeting

Route Map to Venue of AGM: B-6 2nd Floor, Viral Apt
above R K Hotel, Opp. Shoppers Stop, Andheri (West), Mumbai-400058



Landmark : Hotel Radhakrishna Opp. Shoppers Stop