SWASTIKA INVESTMART LIMITED

CIN: L65910MH1992PLC067052
Registered Office: Flat No. 18, 2nd Floor, North Wing, Madhaveshwar Co-op. Hsg. Society Ltd. Madhav Nagar, 11/12, S.V. Road, Andheri, West Mumbai MH 400058 IN
Tel. 022- 26254568, Email id- secretarial@swastika.co.in, Website-www.swastika.co.in

NOTICE OF 26TH ANNUAL GENERAL MEETING

NOTICE is hereby given that Twenty Sixth Annual General Meeting of the Members of SWASTIKA INVESTMART LIMITED will be held on Wednesday, 26th September, 2018 at 4.00 P.M. at All India Institute of Local Self Government, Mayor Hall, Sthanikraj Bhavan, C.D. Barfiwala Marg, Juhu Lane, Andheri (West), Mumbai-400058 M.H., to transact the following businesses:-

ORDINARY BUSINESSES:-

1. To receive, consider, approve and adopt:

   (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 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, 2018, together with the report of the Auditors thereon.

2. To declare dividend of Re. 1/- per equity share of Rs. 10 each for the year ended March 31, 2018.

3. To appoint a Director in place of Mr. Anil Kumar Nyati (DIN: 00057314), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESSES

4. RE-APPOINTMENT OF MRS. ANITA NYATI (DIN: 01454595), AS A WHOLE TIME DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a 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) and approval from any other appropriate authority, if required; approval of the members be and is hereby accorded to re-appoint Mrs. Anita Nyati (DIN: 01454595) as Whole Time Director of the Company for the period of three years with effect from 1st June, 2018 to 31st May, 2021 on the following terms, conditions, salary and perquisites:

a) Salary: Rs. 1,50,000/- (Rupees One Lacs Fifty Thousand only) per month.

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 , 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, 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** for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper."

5. RE-APPOINTMENT OF MR. CHAIN RAJ DOSHI (DIN: 00482700) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Chain Raj Doshi (DIN: 00482700), who was appointed as an Independent Director of the Company at the 22nd Annual General Meeting of the Company and who holds office of the Independent Director up to 31st March, 2019 and who is eligible for being re-appointed as an Independent Director 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, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 1st April, 2019 to 31st March, 2024."

6. RE-APPOINTMENT OF MR RAMAN LAL BHUTDA (DIN: 01789675) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Raman Lal Bhutda (DIN: 01789675), who was appointed as an Independent Director of the Company at the 22nd Annual General Meeting of the Company and who holds office of the Independent Director up to 31st March, 2019 and who is eligible for being re-appointed as an Independent Director 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, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 1st April, 2019 to 31st March, 2024."

7. RE-APPOINTMENT OF MR SUNIL CHORDIA (DIN: 00144786) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr Sunil Chordia (DIN: 00144786), who was appointed as an Independent Director of the Company at the 22nd Annual General Meeting of the Company and who holds office of the Independent Director up to 11th August,2019 and who is eligible for being re-appointed as an Independent Director 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, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 12th August, 2019 to 11th August, 2024."

8. TO APPROVE THE AMALGAMATION OF SWASTIKA COMMODITIES PRIVATE LIMITED, WHOLLY OWNED SUBSIDIARY WITH THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 233 of the Companies Act, 2013 and Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Act and the Rules and subject to sanction by the Regional Director, Western Region, Ministry of Corporate Affairs or such other competent authority, as may be applicable, being obtained and subject to such terms and conditions and modification(s) as may be imposed, prescribed or suggested by the Regional Director, Western Region, Ministry of Corporate Affairs or such other competent authority, as may be applicable, the Scheme of Amalgamation of Swastika Commodities Private Limited with Swastika Investmart Limited in terms of the draft Scheme of Amalgamation circulated with the Notice be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors, (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) be and is hereby authorized to sign, seal and deliver all documents, agreements and deeds and perform all acts, matters and things and to take all such steps as may be necessary or desirable to give effect to this resolution."

By order of the Board of Directors
FOR SWASTIKA INVESTMART LIMITED

Date: 13th August, 2018
Place : Indore

Shikha Bansal
Company Secretary
ACS-36520

SWASTIKA INVESTMART LIMITED
CIN: L65910MH1992PLC067052
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Madhav Nagar, 11/12, S.V. Road, Andheri, West Mumbai MH 400058 IN
Tel. 022- 26254568, Email id- secretarial@swastika.co.in,
Website-www.swastika.co.in

NOTES:-

- **A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING 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 COMMENCMENT OF ANNUAL GENERAL MEETING.**
- The explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
- The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is omitted vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the 23rd Annual General Meeting, held on 22nd September, 2015.
- 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.
- 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 Thursday, 20th Day of September, 2018 to Wednesday 26th Day of September, 2018 (both days inclusive) for the purpose of payment of dividend to those members whose name stand on the Register of Members as on Wednesday 19th September, 2018. 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 Wednesday 19th September, 2018, 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 Wednesday 19th September, 2018.
- 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 Wednesday 19th September, 2018,

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 Wednesday 19th September, 2018.

- 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 of declaration.
- 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.

  Members are requested to note that, SEBI in accordance with the SEBI (Listing Obligations and Disclosure Requirements)(Fourth Amendement)Regulations, 2018 vide Gazette notification dated June 8, 2018 has revised the provisions of Regulation 40 of Listing Regulations, relating to transfer of listed securities and has decided that w.e.f December 5th 2018, the request for effecting transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository (National Securities Depository Limited and Central Depository Services (India) Limited). Hence, the Members holding shares in physical form are advised to dematerialize the shares held by them in physical form to avail the benefits 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 and eliminate all risks associated with physical shares.
- As directed by SEBI, the Members holding shares in physical form are requested to submit particulars of their bank account along with the original cancelled cheque bearing the name of the Member to Ankit consultancy/Company to update their Bank Account details. Members holding shares in demat form are requested to update their Bank Account details with their respective Depository Participant. The Company or Ankit consultancy cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode
- Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard of General Meeting in respect of the Directors seeking appointment/re-appointment at the ensuing AGM are provided in **Annexure I** of this Notice.
- Members who have not encashed their dividend warrants so far 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 company's Registered office. In terms of Sections 124(5) of the Companies Act, 2013, any dividend remaining unpaid for a period of seven years from the due date of payment is required to be transferred to the Investor Education and Protection Fund. Accordingly, the unpaid dividend lying in dividend account of the year 2010-2011 will be transferred to Investor Education and Protection Fund at appropriate time in the current financial year. Members' attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend. Shareholders can visit the Company's website www.swastika.co.in to check the details of their unclaimed dividend under the section Investors' Relations and on the website of the IEPF viz. www.iepf.gov.in.

  Pursuant to provisions of Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all the underlying 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 Ministry of Corporate Affairs. In view thereof, after complying with the prescribed procedure, 24420 equity shares on which dividend remained to be unclaimed for seven consecutive years, were transferred to IEPF account . The Company has initiated the process of transfer of shares on which dividend has not been claimed since financial year 2010-11 and the same will be transferred on due date. Members who have not claimed dividend since financial year 2010-11 are requested to claim the same before the dividend and the underlying shares gets transferred to IEPF account.

Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to corporate governance report which is a part of this Annual Report.

- Sections 101 and 136 of the Companies Act, 2013 read together with the rules made there under, permits 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 2018 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 2018 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 and the explanatory statement 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. The aforesaid documents will be also available for inspection by members at the 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 alongwith the

specimen signature(s), authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.

- Route map for the venue of Annual General Meeting along with prominent landmark is enclosed with this Notice.
- 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 Registrar and 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 17th August, 2018. Further Members may also note that Notice of this Annual General Meeting and the Annual Report for financial year 2017-18 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 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 of shares held by them to the total paid up equity shares of the Company as on Wednesday, 19th September, 2018, 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:

(i) The e-voting period begins on Sunday, 23rd September, 2018 from 9.00 A.M. and ends on Tuesday, 25th September, 2018 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 Wednesday 19th September, 2018, 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.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.

(iii) Click on "Shareholders" tab.

(iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) 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.

(vii) 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 (DOB)	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).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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 Secretary (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. 26th September, 2018 subject to receipt of the requisite number of votes in favour of the Resolutions.

By order of the Board of Directors

FOR SWASTIKA INVESTMART LIMITED

Date: 13th August, 2018
Place : Indore

Shikha Bansal
Company Secretary
ACS-36520

SWASTIKA INVESTMART LIMITED
CIN: L65910MH1992PLC067052
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Website-www.swastika.co.in

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 04:- RE-APPOINTMENT OF MRS. ANITA NYATI (DIN: 01454595) AS A WHOLE TIME DIRECTOR OF THE COMPANY.

Mrs. Anita Nyati is a Master in Business Administration and matured business personality; she has done NCFM in Capital Market and Derivatives Module. She has over 30 years experience in accounting and capital market research. Mrs. Anita Nyati is handling accounts 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 re-appoint her as whole time director for the further period of 3 years w.e.f. 1st June, 2018 to 31st May, 2021 on remuneration as mentioned in Item No.04 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 activity and is engaged in stock 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
	2016-17	2722.19	801.76	564.43
	2015-16	2110.35	(22.96)	(18.02)
	2014-15	2174.75	362.36	242.01
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 has done NCFM in Capital Market and Derivatives Module.	
2	Past remuneration		Rs. 1,50,000/- per month (Rupees One Lacs Fifty Thousand)	

3	Recognition or awards	None
4	Job profile and his suitability	Mrs. Anita Nyati has over 30 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/Managerial Personnel 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, in any way are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 4 of the Notice.

ITEM No. 5, 6 & 7:- RE-APPOINTMENT OF INDEPENDENT DIRECTORS OF THE COMPANY.

In the 22nd Annual General Meeting held on 27.09.2014, Mr Chain Raj Doshi, Mr Raman Lal Bhutda and Mr Sunil Chordia were appointed as Independent Directors of the Company for a term of five years.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of aforesaid Independent Directors would be beneficial to the Company and it is desirable to continue to avail their services as an Independent Directors. Accordingly, they are proposed to be re-appointed as Independent Directors of the Company, not liable to retire by rotation, for second term of 5 (five) consecutive years on the Board of the Company.

The Proposed appointees are not disqualified from being appointed as a Director in terms of Section 164 of the Act and have given their consent to act as a Director. The Company has also received declaration from all appointees that they meet the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, proposed appointees fulfil the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. They are independent of the management. Copy of draft letter of appointment of all three proposed appointees setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

The Company has received notices in writing from a Member under section 160 of the Act, proposing the candidature of Mr Chain Raj Doshi, Mr Raman Lal Bhutda and Mr Sunil Chordia, for the office of Director of the Company.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Special Resolution set out at Item No. 5, 6 & 7 of the Notice for approval by the members.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The brief profile of the director's who are proposed to be appointed as independent directors are given in the notice convening the Annual General Meeting in separate annexure.

ITEM No. 8. TO APPROVE THE AMALGAMATION OF SWASTIKA COMMODITIES PRIVATE LIMITED, WHOLLY OWNED SUBSIDIARY WITH THE COMPANY.

Swastika Commodities Private Limited is a wholly owned subsidiary of Swastika Investmart Limited. Swastika Commodities Private Limited is mainly engaged in the business of Commodity (including Commodity derivatives) broking, trading and hedging. Further, SEBI has issued circular dated 21.09.2017 for Integration of broking activities in Equity Markets and Commodity Derivatives Markets under single entity by way of merging the commodities business in stock broking business. Hence, it is proposed to amalgamate Swastika Commodities Private Limited with the Company considering various benefits arising from amalgamation. Amalgamation will lead to operational synergies, greater efficiency and economical operations for future growth of the combined entities. There would be more efficient utilization of capital, superior deployment of brand promotion, and create a consolidated and diversified base for future growth. Amalgamation will prevent cost duplication and result in administrative and operational rationalization and promote organizational efficiencies.

Section 233 of the Companies Act, 2013 provides for a fast track amalgamation of a Wholly Owned Subsidiary and a Holding Company. Considering that Swastika Commodities Private Limited is a Wholly Owned Subsidiary of the Company, it is proposed to amalgamate the same with the Company under Section 233 which requires consent of the members. A draft Scheme of Amalgamation is proposed for the approval of the Shareholders at the meeting. The draft Scheme has also been filed with the Registrar of Companies and Official Liquidators at Mumbai, inviting objections or suggestions, if any, on the draft Scheme. The objections and suggestions, if any, received from the Registrar of Companies and Official Liquidators shall be considered at the meeting before approving the Scheme of Amalgamation.

The Board accordingly recommends the passing of the said resolution as contained in the Notice for approval by the Members as a special resolution.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, directly or indirectly in the proposed resolution.

In this regard the following documents are attached to this notice and explanatory statement:

1. Scheme of Amalgamation as Annexure II.
2. Details required to be given as per Section 233 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 as Annexure III.
3. Declaration of solvency by the Company in Form CAA 10 as Annexure IV.

All other material documents pertaining to the above resolution shall be available for inspection by the Members at the Registered Office of the Company.

By order of the Board of Directors
FOR SWASTIKA INVESTMART LIMITED

Shikha Bansal
Company Secretary
ACS-36520

Date: 13th August, 2018
Place : Indore

SWASTIKA INVESTMART LIMITED
CIN: L65910MH1992PLC067052
Registered Office: Flat No. 18, 2nd Floor, North Wing, Madhaveshwar Co-op. Hsg. Society Ltd.
Madhav Nagar, 11/12, S.V. Road, Andheri, West Mumbai MH 400058 IN
Tel. 022- 26254568,
Email id- secretarial@swastika.co.in
Website-www.swastika.co.in

Annexure I

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) Regulation, 2015 and Secretarial Standard of General Meeting:

Name of Directors	**Mr. Anil Kumar Nyati**	**Mrs. Anita Nyati**	**Mr. Chain Raj Doshi**	**Mr. Raman Lal Bhutda**	**Mr. Sunil Chordia**
DIN	00057314	01454595	00482700	01789675	00144786
Date of Birth	05/08/1960	07/12/1965	04/05/1944	13/12/1948	05/09/1963
Date of Appointment	31/03/1998	20/08/2008	25/08/2003	13/10/2007	12/08/2014
Expertise / Experience in specific functional areas	30 years experience in Stock Market and Finance Activities	30 year experience in Management, Finance & Security Market.	38 Years of Experience Management Expert	32 Year of Experience Techno Commercial Activities	29 Year of Experience Industrialist
Qualification	B.Com	Master In Business Administration (MBA)	B.Com, LLB, PGDLL, LLM	Master In Business Administration (MBA), BE	B.Sc., Master in Business Administration (MBA)
No. & % of Equity Shares held in the Company	154400 (5.21%)	298000(10.07%)	Nil	2500 (0.08%)	Nil
List of outside Company's directorship held	Swastika Commodities Private Limited. Swastika Agrocom Private Limited. Swastika Polyolefins Private Limited. Swastika Insurance Services Limited.	Swastika Fin-Mart Pvt. Ltd. Swastika Investmart (IFSC) Pvt. Ltd. Nyati Holdings Pvt. Ltd.	Abhiruchi Probiotics Private Limited.	Nil	Rajratan Global Wire Limited Rajratan. Resources Private Limited. Rajratan Investments Limited.
Chairman / Member of the Committees of the Board of Directors of the Company	Nil	Nil	Member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee	Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee Member of Corporate Social Responsibility Committee	Member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee
Salary or Sitting fees paid	Nil	1,50,000/- P.M.	Nil	12,500/-	Nil

Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	Nil	Nil	Nil	Nil	Nil
Relationship between directors inter-se	Mr. Anil Nyati is brother of Mr. Sunil Nyati and brother-in-law of Mrs. Anita Nyati	Mr. Sunil Nyati is husband and Mr. Anil Nyati is Brother in law of Mrs. Anita Nyati, except this there is no other relationship with any other Director.	Nil	Nil	Nil

Annexure - II

SCHEME OF AMALGAMATION
OF
SWASTIKA COMMODITIES PRIVATE LIMITED
("THE TRANSFEROR COMPANY")
WITH
SWASTIKA INVESTMART LIMITED
("THE TRANSFEREE COMPANY")
AND THEIR RESPECTIVE SHAREHOLDERS
(Under Section 230 and 233 of the Companies Act, 2013)

PREAMBLE

This Scheme of Amalgamation is to provide for the Amalgamation of SWASTIKA COMMODITIES PRIVATE LIMITED (Transferor Company) with SWASTIKA INVESTMART LIMITED (Transferee Company) and their respective shareholders. The Scheme is made pursuant to the provisions of Section 233 and other relevant provisions of the Companies Act, 2013.

DESCRIPTION OF COMPANY AND BACKGROUND

I. SWASTIKA COMMODITES PRIVATE LIMITED, (CIN: U01112MH1996PTC304882) is a private limited company incorporated under the Companies Act, 1956 having its registered office at 305, Madhuban Building, Cochin Street Opp. Fort Fish Market, Fort, Mumbai 400001 (hereinafter referred to as the "Transferor Company").

The Transferor Company is engaged in business of Commodity Broking and member of NCDEX, MCX & ICEX.

E-Mail ID: compliance@swastika.co.in

Website: swastika.co.in

II. SWASTIKA INVESTMART LIMITED (CIN:L65910MH1992PLC067052) is a listed public limited company incorporated under the Companies Act, 1956 having its Registered 305, Madhuban Building, Cochin Street S.B.S Road, Fort, Mumbai 400001 (hereinafter referred to as the "Transferee Company").

The Transferee Company is a well-established company engaged in the business of Stock Broking. Presently the company is member of Bombay Stock Exchange Limited, National Stock Exchange Limited and Metropolitan Stock Exchange of India Ltd, Depository Participant of Central Depository Services Limited and National Securities Depository Limited and registered as Merchant Banker and Investment Advisor with SEBI. The equity shares of the Transferee Company are listed on Bombay Stock Exchange Limited.

E-Mail ID: info@swastika.co.in

website: www.swastika.co.in

The Transferor Company is a wholly owned subsidiary of the Transferee Company. The Transferee Company's equity shares are listed on Bombay Stock Exchange Limited.

This Scheme of Amalgamation provides for the amalgamation of the Transferor Company with the Transferee Company pursuant to Sections 230, 233 and other applicable provisions of the Companies Act, 2013.

II. RATIONALE

The amalgamation of the Transferor Company with the Transferee Company would inter alia have the following benefits:

a) The Transferee Company is holding the entire share capital of the Transferor Company and as the Transferor Company and Transferee Company's business activities are similar and complement each other, and to achieve inter-alia economies of scale and efficiency and to reduce multiplicity of costs, the merger of the Company is being undertaken.

Further, SEBI has issued circular dated 21.09.2017 for Integration of broking activities in Equity Markets and Commodity Derivatives Markets under single entity by way of merging the commodities business in stock broking business.

The amalgamation of the Transferor Company with the Transferee Company would inter alia have the following benefits:

i) Greater integration and greater financial strength and flexibility for the Transferee company which would result in maximizing overall shareholders value, and will improve the competitive position of the combined entity.

ii) Greater efficiency in cash management of the Transferee Company, and unfettered access to cash flows generated by the combined business which can be deployed more efficiently to fund organic and inorganic growth opportunities, to maximize shareholders value.

iii) Improved organizational capability and leadership, arising from the pooling of human capital who have the diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry.

iv) Cost savings are expected to flow from more focused operational efforts, rationalization, standardization and simplification of business processes, and the elimination of duplication, and rationalization of administrative expenses.

v) Merger of equity and commodity business will ease KYC requirements and would also directly benefit the clients in terms of maintaining single accounts; inter-se use of funds etc.

vi) Unified entity will have much better risk management capabilities as against separate risk management systems for equity and commodity broking.

vii) It will enable to take benefit of margin fungibility in both equity and Commodity derivative exchanges.

viii) Achieving economies of scale.

ix) Greater ability of the Transferee company to raise financial resources, either as equity or debt, based on combined financials.

In view of the aforesaid, the Board of Directors of the Transferor Company and the Transferee Company have considered and proposed the amalgamation of the entire undertaking and business of the Transferor Company with the Transferee Company in order to benefit the stakeholders of both the companies. Accordingly, the Board of Directors of the Transferor Company and the Transferee Company have formulated this Scheme of Amalgamation for the transfer and vesting of the entire undertaking and business of the Transferor Company with and into the Transferee Company pursuant to the provisions of Section 233 and other relevant provisions of the Act.

III. Parts of the Scheme

The Scheme is divided into following parts:

(i) Part A - dealing with definitions of the terms used in this Scheme and sets out the share capital of the Transferor Company and the Transferee Company;

(ii) Part B – dealing with the transfer and vesting of the undertaking of the Transferor Company with the Transferee Company;

(iii) Part C – dealing with the accounting treatment for the amalgamation in the books of the Transferee Company; and with the dissolution of the Transferor Company and the general terms and conditions applicable to this Scheme and other matters consequential and integrally connected thereto.

PART – A

DEFINITIONS AND SHARE CAPITAL

1. DEFINITIONS

In this Scheme, unless repugnant to or inconsistent with the context thereof, the following expressions shall have the following meanings:

1.1 "Act" means the Companies Act, 2013 and shall include any statutory modifications, re-enactment or amendment thereof.

1.2 "Amalgamation" means amalgamation of Transferor Company into Transferee Company.

1.3 "Appointed Date" means April 1, 2018 or such other date as may be approved by the Regional Director, Western Region Mumbai, Ministry of Corporate Affairs or any other appropriate authority;

1.4 "Assets" shall have the meaning assigned to it in Clause 3.1 of this Scheme;

1.5 "Board of Directors" or "Board" means the board of directors of the Transferor Company or Transferee Company, as the case may be, and shall include a duly constituted committee thereof;

1.6 "Effective Date" means the last of the dates specified in Clause 15 of this Scheme. References in this Scheme to the date of "coming into effect of this Scheme" or "upon the Scheme becoming effective" or "upon the Scheme coming into effect" shall mean the Effective Date;

1.7 "Equity Share(s)" means equity shares of the Transferor Company or Transferee

Company, as the case may be;

1.8 "Scheme" or "the Scheme" or "this Scheme" or "Scheme of Amalgamation" means this scheme of amalgamation in its present form or with any modification(s) approved or directed by the Regional Director, Western Region Mumbai, Ministry of Corporate Affairs, pursuant to the provisions of Section 233 of the Act;

1.9 "Transferee Company" means SWASTIKA INVESTMART LIMITED, a company incorporated under the provisions of the Companies Act, 1956 having its registered office at 305, Madhuban Building, Cochin Street S.B.S Road, Fort Mumbai, Mumbai City MH 400001 IN.

1.10 "Transferor Company" means SWASTIKA COMMODITIES PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 having its registered office at 305, Madhuban Building, Opp. Fort Fish Market, Fort Mumbai, Mumbai City MH 400001 IN.

1.11 "Undertaking of the Transferor Company" means and includes all the properties, Assets, rights and powers of the Transferor Company; and all the debts, liabilities, duties and obligations of the Transferor Company.

1.12 Word(s) and expression(s) elsewhere defined in the Scheme will have the meaning(s) respectively ascribed thereto.

2. CAPITAL STRUCTURE

2.1. The authorized, issued, subscribed and paid up share capital of the Transferor Company as on 31.03.2018 is as under:

AUTHORIZED SHARE CAPITAL	**Amount (In Rs.)**
10,00,000 Equity Shares of face value of Rs.10/- each	1,00,00,000/-
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL	**Amount (In Rs.)**
6,10,000 Equity Shares of Rs.10/- each fully paid up	61,00,000/-

Subsequent to March 31, 2018, there has been no change in the capital structure of Transferor Company.

2.2. The authorized, issued, subscribed and paid up share capital of the Transferee Company as on 31.03.2018 is as under:

AUTHORIZED SHARE CAPITAL	**Amount (In Rs.)**
50,00,000 Equity Shares of face value of Rs.10/- each	5,00,00,000/-
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL	**Amount (In Rs.)**
2,959,700 Equity Shares of Rs.10/- each fully paid up	2,95,97,000/-

Subsequent to March 31, 2018, there has been no change in the capital structure of Transferee Company.

PART –B

TRANSFER AND VESTING OF THE TRANSFEROR COMPANY WITH THE TRANSFEREE COMPANY

3. AMALGAMATION OF TRANSFEROR COMPANY

3.1. Upon the coming into effect of this Scheme and with effect from the Appointed Date, the whole of the Undertaking of the Transferor Company, including all properties, whether movable or immovable, freehold or leasehold, real or personal, corporeal or incorporeal, material or intellectual, present, future or contingent, including but without being limited to all assets, lands, buildings, plant and machinery, furniture and fittings, capital work-in-progress and other fixed assets, current assets, receivables (whether in Indian Rupee or foreign currency), credits, investments, reserves, provisions, funds and all utilities including electricity, telephones, facsimile connections, installations and utilities, benefits or agreements and arrangements, powers, authorities, allotments, approvals, authorizations, tenancies in relation to the offices and/or residential properties for the employees or other persons, guest houses, trade and service names and marks, patents, copyrights and other intellectual property rights of any nature whatsoever, registrations, consents, privileges, liberties and all the rights, title, interest, benefits, licenses (industrial or otherwise), municipal permissions, registrations, incentives, rebates, benefits and concessions to which the Transferor Company is entitled to in terms of the various statutes and/or schemes of the Union and State Governments including benefit of carry forward and set off of accumulated loss, allowance of unabsorbed depreciation, minimum alternate tax credit entitlement, sale tax benefit concessions and other benefits and credits to which the Transferor Company is entitled under Income-tax Act and advantages of whatsoever nature and wheresoever situated belonging to or in the possession of or granted in favour of or enjoyed by the Transferor Company (hereinafter referred to as "Assets") and all secured and unsecured debts (whether undertaken in Indian Rupee or foreign currency) outstanding, liabilities (including contingent liabilities), duties and obligations shall be transferred to and vest in the Transferee Company so as to become on and from the Appointed Date the undertaking of the Transferee Company without any further act, instrument or deed.

3.2. Notwithstanding what is stated in Clause 3.1 above, it is expressly provided that such of the Assets of the Transferor Company as are movable in nature or are otherwise capable of transfer by manual delivery or by endorsement and delivery, shall be so transferred by the Transferor Company to the Transferee Company without requiring any deed or instrument of conveyance for the same and shall become the property of the Transferee Company to the end and intent that the ownership and property therein passes to the Transferee Company on such handing over. In terms of this Scheme such transfer shall be effective from the Appointed Date.

3.3. In respect of such of the Assets belonging to the Transferor Company other than those referred to in sub-clause 3.1 above, the same shall, without any further act, instrument or deed, be transferred to and stand vested in and / or be deemed to be transferred to and vested in the Transferee Company pursuant to the provisions of Section 233 of the Act.

3.4. In relation to those Assets belonging to the Transferor Company, which require separate documents of transfer, if any, the parties will execute the necessary documents, if and when required.

3.5. The transfer and vesting of all the Assets of the Transferor Company, as aforesaid, shall be subject to the existing charges, mortgages and encumbrances, if any, over or in respect of any of the assets or any part thereof, provided however that such charges, mortgages and/or encumbrances shall be confined only to the relative assets of the Transferor Company or part thereof on or over which they are subsisting on transfer to and vesting of such assets in the Transferee Company and no such charges, mortgages, and/or encumbrances shall be enlarged or extend over or apply to any other asset(s) of the Transferee Company. Any reference in any security documents or arrangements (to which the Transferor Company is a party) to any assets of the Transferor Company shall be so construed to the end and intent that such security shall not extend, nor be deemed to extend, to any of the other asset(s) of the Transferee Company and the Transferee Company shall not be obliged to create any further or additional security. Similarly, the Transferee Company shall not be required to create any additional security over Assets of the Transferor Company vested in the Transferee Company under this Scheme for any loans, debentures, deposits or other financial assistance already availed by it and/or committed to be availed by it prior to the amalgamation and the charges, mortgages, and/or encumbrances in respect thereof shall not extend or be deemed to extend or apply to the Assets of the Transferor Company, as the case may be, vested in the Transferee Company under this Scheme.

3.6. Upon the coming into effect of this Scheme and on and from the Appointed Date, all debts, liabilities, duties and obligations of every kind, nature and description of the Transferor Company shall also be transferred to and be deemed to stand transferred to the Transferee Company without any further act, instrument or deed so as to become the debts, liabilities, duties and obligations of the Transferee Company pursuant to the provisions of section 233 of the Act. In respect of the debts, liabilities, duties and obligations of the Transferor Company, it is hereby clarified that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen (though the Transferee Company may, if it deems appropriate, give notice to the creditors that the debts stand transferred to and assumed by the Transferee Company).

3.7. For the removal of doubts, it is clarified that to the extent that there are intercompany loans, deposits, obligations, balances or other outstanding as between the Transferor Company and the Transferee Company, the obligations in respect thereof shall come to an end and there shall be no liability in that behalf and corresponding effect shall be given in the books of account and records of the Transferee Company and there would be no accrual of interest or any other charges in respect of such inter-company loans, deposits or balances, with effect from the Appointed Date.

3.8. The Transferee Company may at any time after the coming into effect of the Scheme, if so required under the provisions of any law for the time being in force or otherwise at its discretion, execute deeds of confirmation, in favour of secured creditors of the Transferor Company or in favour of any other party as directed by the Transferor Company with regard to any contract or arrangement to which the Transferor Company is a party or any other writings that may be necessary to give formal effect to the above provisions. The Transferee Company shall under the provisions of the Scheme be deemed to be authorized to execute any such confirmation in writing on behalf of the Transferor Company and to implement or carry out all such formalities or compliance referred to above on behalf of the Transferor Company.

3.9. The provisions of this Scheme as they relate to the amalgamation of the Transferor Company with the Transferee Company, have been drawn up to comply with the conditions relating to "amalgamation" as defined under Section 2(1B) of the Income-Tax Act, 1961. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said Section of the Income tax Act, 1961, at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said Section of the Income-tax Act, 1961, shall prevail and the Scheme shall stand modified to the extent deemed necessary to comply with Section 2(1B) of the Income-tax Act, 1961. Such modification will, however, not affect the other parts of the Scheme.

4. LEGAL PROCEEDINGS

If any suits, actions and proceedings of whatsoever nature (hereinafter referred to as the "Proceedings") by or against the Transferor Company are pending on the Effective Date, the same shall not abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of the Transferor Company with the Transferee Company or anything contained in the Scheme, but the Proceedings may be continued and enforced by or against the Transferee Company as effectually and in the same manner and to the same extent as the same would or might have been continued and enforced by or against the Transferor Company, in the absence of the Scheme.

5. CONTRACTS AND DEEDS

5.1. All contracts, deeds, bonds, agreements, arrangements, incentives, licenses, permits, consents, registrations, engagements, sales tax deferrals and benefits, exemptions, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges and other instruments of whatsoever nature to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible, and which have not lapsed and are subsisting on the Effective Date, shall remain in full force and effect against or in favour of the Transferee Company as the case may be, and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Company , the Transferee Company had been a party or beneficiary or obligee or obligor thereto.

5.2. The Transferee Company shall, if and to the extent required by law, enter into and/or issue and/or execute deeds, writings or confirmations, to give formal effect to the provisions of this Clause and to the extent that the Transferor Company is required prior to the Effective Date to join in such deeds, writings or confirmations, the Transferee Company shall be entitled to act for and on behalf of and in the name of the Transferor Company.

6. SAVING OF CONCLUDED TRANSACTIONS

6.1. The transfer of the Assets and Liabilities of the Transferor Company under Clause 3 above, the continuance of the Proceedings under Clause 4 above and the effectiveness of contracts, deeds, permits and consents under Clause 5 above, shall not affect any transaction or the Proceedings already concluded by the Transferor Company on or before the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Company in respect thereto, as if done and executed on its behalf.

7. EMPLOYEES

7.1. All the employees of the Transferor Company in service on the Effective Date shall, on and from the Effective Date, become the employees of the Transferee Company on the same terms and conditions on which they were employed on the Effective Date without treating it as a break, discontinuance or interruption in service on the said date. Accordingly the services of such employees for the purpose of the said Funds (as defined herein) or other statutory purposes and for all purposes will be reckoned from the date of their respective appointments with the Transferor Company.

7.2. With regard to provident fund and gratuity fund or any other special funds or schemes created or existing for the benefit of such employees of the Transferor Company (hereinafter referred to as the "said Funds"), upon the Scheme becoming effective, Transferee Company shall stand substituted for the Transferor Company in relation to the obligations to make contributions to the said Funds in accordance with the provisions thereof in the respective trust deeds or other documents. It is the aim and intent of the Scheme that all the rights, duties, powers and obligations of the Transferor Company in relation to the said Funds shall become those of the Transferee Company. The dues of the employees of the Transferor Company relating to the said Funds shall be continued to be deposited therein accordingly.

PART C

GENERAL TERMS AND CONDITIONS APPLICABLE TO THE TRANSFEROR COMPANY AND THE TRANSFEREE COMPANY

8. ACCOUNTING TREATMENT

8.1. The amalgamation shall be accounted for in the books of account of the Transferee Company according to the "Pooling of Interests Method" of accounting as per the Accounting Standard (AS-14), 'Accounting for Amalgamations' issued by the Institute of Chartered Accountants of India or as per Ind AS 103, 'Business Combinations' notified under section 133 of the Companies Act, 2013.

9. CONDUCT OF BUSINESS TILL EFFECTIVE DATE

9.1. With effect from the Appointed Date and up to and including the Effective Date:-

9.1.1 The Transferor Company shall be deemed to have been carrying on and shall carry on its business and activities and shall be deemed to have been held and stood possessed of and shall hold and stand possessed of all of the Assets of the Transferor Company for and on account of, and in trust for, the Transferee Company. The Transferor Company hereby undertakes to hold the said Assets with utmost prudence until the Effective Date.

9.1.2 All the profits or income, taxes (including advance tax and tax deducted at source) or any costs, charges, expenditure accruing to the Transferor Company or expenditure or losses arising or incurred or suffered by the Transferor Company shall for all purpose be treated and be deemed to be and accrue as the profits, taxes, incomes, costs, charges, expenditure or losses of the Transferee Company, as the case may be.

9.2. On and after the Appointed Date and until the Effective Date, the Transferor Company shall not without the prior written approval of the Board of Directors of the Transferee Company undertake :-

(i) any material decision in relation to their businesses and affairs and operations

(ii) any agreement or transaction (other than an agreement or transaction in the ordinary course of business)

(iii) any new business, or discontinue any existing business or change the installed capacity of facilities.

9.3. With effect from the date of the Board meeting of the Transferee Company approving the Scheme and upto and including the Effective Date, the Transferor Company shall carry on its business and activities with reasonable diligence, prudence and in the same manner as carried on before and shall not (without the prior written consent of the Transferee Company) undertake any additional financial commitments of any nature whatsoever, borrow any amounts nor incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitments or sell, transfer, alienate, charge, mortgage, encumber or otherwise deal with or dispose of the Undertaking of the Transferor Company or any part thereof except in the ordinary course of business, or pursuant to any pre-existing obligation(s) undertaken by the Transferor Company.

9.4. Without prejudice to the above provisions, with effect from the Appointed Date, all inter-party transactions between the Transferor Company and the Transferee Company shall be considered as intra-party transactions for all purposes.

10. CANCELLATION OF CERTAIN SHARES

10.1. The entire issued, subscribed and paid-up equity share capital of the Transferor Company is held by the Transferee Company. Hence, upon the Scheme becoming effective and upon amalgamation of the Transferor Company into the Transferee Company in terms of this Scheme, no shares of the Transferee Company shall be allotted in lieu or exchange of the equity shares held by the Transferee Company in the Transferor Company and the equity shares held by the Transferee Company in the Transferor Company shall stand cancelled.

11. DISSOLUTION OF THE TRANSFEROR COMPANY

Subject to an order being made by the Regional Director, Western Region Mumbai, Ministry of Corporate Affairs, under Section 233 of the Act, the Transferor Company shall be dissolved without the process of winding up on the Scheme becoming effective in accordance with the provisions of the Act and the Rules made thereunder.

12. AUTHORISED SHARE CAPITAL

12.1. Upon the Scheme becoming effective, the authorised share capital of the Transferor Company shall stand combined with the authorised share capital of the Transferee Company. Filing fees and stamp duty, if any, paid by the Transferor Company on their authorised share capital, shall be deemed to have been so paid by the Transferee Company on the combined authorised Share capital and accordingly, the Transferee Company shall not be required to pay any fee/ stamp duty for its increased authorised share capital.

12.2. 'Clause V' of the Memorandum of Association of the Transferee Company shall, without any further act, instrument or deed, be and stand altered, modified and amended pursuant to Sections 61 to 64 and other applicable provisions of the Companies Act, 2013 by deleting the existing Clause and replacing it by the following:

"The Authorized Share Capital of the Company is Rs. 6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 (Sixty lacs) Equity Shares of Rs.10/- (Rupees Ten) each which shall carry such rights as may be decided upon at the time of issue or from time to time.

12.3. The approval of this Scheme by the shareholders of the Transferee Company under section 233 of the Act, whether at a meeting or otherwise, shall be deemed to have the approval under sections 13,14,61 and other applicable provisions of the Companies Act, 2013 and any other consents and approvals required in this regard.

12.4. The approval of this Scheme by the shareholders of the Transferee Company under section 233 of the Act, whether at a meeting or otherwise, shall be deemed to have the approval under the applicable provisions of the Act and any other consents and approvals required in this regard.

13. APPLICATIONS

The Transferee Company shall, within 7 days of completion of the meetings under Section 233 read with Rule 25 of the CCA Rules make necessary applications to Regional Director, Western Region Mumbai, Ministry of Corporate Affairs for sanctioning this Scheme pursuant to section 233 and other applicable provisions of the Act and for an order or orders for carrying this Scheme into effect and for dissolution of the Transferor Company without winding up. The Transferor Company and the Transferee Company shall also apply for such other approvals as may be necessary in law, if any, for bringing any provisions of this Scheme into effect. Further, the Transferor Company and the Transferee Company shall be entitled to take such other steps as may be necessary or expedient to give full and formal effect to the provisions of this Scheme.

14. MODIFICATIONS/ AMENDMENTS TO THE SCHEME

14.1. The Transferor Company and the Transferee Company by their respective Board of Directors or such other person or persons, as the respective Board of Directors may authorize, including any committee or sub-committee thereof, may consent to any modifications/ amendments to the Scheme or to any conditions or limitations that the Regional Director, Western Region Mumbai, Ministry of Corporate Affairs, or any other authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them for any reason whatsoever, including due to change in law. The Transferor Company and the Transferee Company by their respective Board of Directors or such other person or persons, as the respective Board of Directors may authorize, including any committee or sub-committee thereof, shall be authorized to take all such steps as may be necessary, desirable or proper to give effect to the Scheme or resolve any doubts, difficulties or questions whether by reason of any directive or orders of any other authorities or otherwise howsoever arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith.

14.2. For the purpose of giving effect to this Scheme or to any modifications or amendments thereof or additions thereto, the delegate(s) of the Transferor Company and the Transferee Company are authorized to determine to take all such steps and give all such directions as are necessary including directions dealing with the approvals required to be taken and directions for settling or removing any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on the Transferor Company and the Transferee Company, in the same manner as if the same were specifically incorporated in this Scheme.

15. SCHEME CONDITIONAL ON APPROVALS / SANCTIONS AND EFFECTIVE DATE OF SCHEME

15.1. The Scheme is conditional upon and subject to:

15.1.1 The sanction or approval under any law of the Regional Director, Western Region Mumbai, Ministry of Corporate Affairs Central Government, State Government, or any other agency, department or authorities concerned being obtained and granted in respect of any of the matters in respect of which such sanction or approval is required.

15.1.2 Approval of the Scheme by the requisite majority of the respective members and such class of persons (CREDITOR) of the Transferor Company and the Transferee Company pursuant to the provisions of Section 233 of the Act and the provisions of Securities and Exchange Board of India Circular CFD/DIL3/CIR/2017/21 dated 10th March 2017 (as amended from time to time) to the extent considered applicable.

15.1.3 The Scheme being sanctioned pursuant to Section 233 of the Act by the Regional Director, Western Region Mumbai, Ministry of Corporate Affairs on the petition by the Transferee Company as provided under the said provisions of the Act.

5.1.4 Receipt of such other approvals for the carrying on of the Undertaking by the Transferee Company, as identified by the boards of directors of the Transferee Company and Transferor Company (or authorised committees thereof).

15.2. This Scheme, although to come into operation from the Appointed Date, shall not become effective until the later of the following dates, namely:

15.2.1 The last of the dates on which the last of the aforesaid consents, approvals, resolutions and orders as mentioned in Clause 15.1 shall be obtained or passed; or

15.2.2 The last of the dates on which all necessary certified copies of orders of the Regional Director, Western Region Mumbai, Ministry of Corporate Affairs sanctioning the Scheme pursuant to section 233 of the Act shall be duly filed with the appropriate Registrar of Companies.

The last of such dates shall be the "Effective Date" for the purpose of this Scheme.

15.3. It is clarified that on the approval of the Scheme by the requisite majority of members and creditors of the Transferor Company and the Transferee Company pursuant to Section 233 of the Act as aforesaid, it shall be deemed that the said members and creditors have also resolved and accorded all relevant consents under any other provisions of the Act to the extent the same may be considered applicable. It is further clarified that there will be no need to pass any separate shareholders' resolution(s) under such other provisions of the Act. Without prejudice to the generality of the foregoing, such single window approval of the shareholders pursuant to Section 233 of the Act shall, include approvals under Sections 13, 14, and 61 of the Companies Act, 2013 to the extent considered applicable.

16. POST SCHEME CONDUCT OF OPERATIONS

Even after the Scheme becomes effective, the Transferee Company shall be entitled to operate all Bank Accounts of the Transferor Company and realize all monies and complete and enforce all pending contracts and transactions in respect of the Transferor Company in the name of the Transferee Company in so far as may be necessary until the transfer of rights and obligations of the Transferor Company to the Transferee Company under this Scheme is formally accepted by the Transferor Company and the Transferee Company concerned. Pursuant to the Scheme becoming effective the Transferee Company is expressly permitted to revise its financial statements and returns along with prescribed forms, filings and annexures under the Income-tax Act, 1961 (including for minimum alternate tax purposes and tax benefits), Goods and Service Tax and other tax laws, and to claim refunds and/or credits for Taxes paid (including minimum alternate tax), and to claim tax benefits under the said tax laws, and for matters incidental thereto, if required to give effect to the provisions of this Scheme.

17. COSTS

All costs, charges and expenses including stamp duty and registration fee, if any, of any deed, document, instrument or Regional Director, Western Region Mumbai, Ministry of Corporate Affairs order, including this Scheme, or in relation to or in connection with negotiations leading up to the Scheme and of carrying out and implementing the terms and provisions of this Scheme and incidental to the completion of arrangement in pursuance of this Scheme shall be borne and paid by the Transferee Company, unless otherwise agreed between the Transferor Company and the Transferee Company.

18. REVOCATION OF THE SCHEME

In the event of any of the said sanctions and approvals referred to in Clause 15 above not being obtained and/ or complied with and/ or satisfied and/ or this Scheme not being sanctioned by the Regional Director, Western Region Mumbai, Ministry of Corporate Affairs or order or orders not being passed as aforesaid before 31st March 2019 or such other date as may be mutually agreed upon by the respective Board of Directors of the Transferor Company and the Transferee Company who are hereby empowered and authorized to agree to and extend the aforesaid period from time to time without any limitations in exercise of their powers through and by their respective delegate(s), this Scheme shall stand revoked, cancelled and be of no effect and in that event, no rights and liabilities whatsoever shall accrue to or be incurred inter se the Transferor Company and the Transferee Company or their respective shareholders or creditors or employees or any other person save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out in accordance with the applicable law and in such case, each company shall bear its own costs unless otherwise mutually agreed. Further, the board of directors of the Transferor Company and the Transferee Company shall be entitled to withdraw the Scheme with the same consequences, as aforesaid if such boards are of the view that the coming into effect of the Scheme in terms of the provisions of this Scheme or filing of the certified copies of the orders sanctioning the Scheme with any authority could have adverse implication on both/ any of the companies.

Annexure - III

Details as required under Section 233 of the Companies Act, 2013 read with sub rule(3) of Rule 6 of The Companies(Compromises, Arrangements and Amalgamations) Rules, 2016

(i) Date, Time and Venue of the Meeting:

Date	Wednesday, 26th September 2018
Time	4.00 P.M.
Venue	All India Institute of Local Self Government, Mayor's Hall, Sthanikraj Bhavan, C.D. Barfiwala Marg, Juhu Lane, Andheri (W) Mumbai - 400058 MH.

(ii) Details of the company:

Corporate Identification Number (CIN) or Global Location Number (GLN) of the company	L65910MH1992PLC067052
Permanent Account Number (PAN)	AABCS6585J
Name of the company	Swastika Investmart Limited
Date of incorporation	3rd June 1992
Type of the company (whether public or private or one-person company)	Public Company
Registered office address and e-mail address	Flat No. 18, 2nd Floor, North Wing, Madhaveshwar Co-op. Hsg. Society Ltd. Madhav Nagar, 11/12, S.V. Road, Andheri, West Mumbai MH 400058 INDIA Tel. 022- 26254568, Email id- secretarial@swastika.co.in, Website-www.swastika.co.in
Summary of main object as per the memorandum of association; and main business carried on by the company	To carry on business as Broker in Stock and Securities, future and option trading, investors, derivatives traders, consultants in capital market and financial investment, merchant banking in all its aspects, to act as issue house, registrars to issue, transfer agent, depository participant, to acquire and hold one or more membership in stock/ security exchanges, trade associations, commodity exchanges,

	clearing houses or association or otherwise in India or any part of the world.
Details of change of name, registered office and objects of the company during the last five years	A. Details of Change in Name of the Company: There has been no Change in the name of Company during the last five years B. Details of Change in Registered Office of the Company: On 1st June, 2016 Registered Office of the Company was shifted from 1st floor, Bandukwala Building, British Hotel Lane, Fort Mumbai, Mumbai City MH - 400001 to 305, Madhuban Building, Cochin Street, S.B.S Road, Fort Mumbai, Mumbai City, MH 400001, On 13th Aug., 2018 Registered Office of the Company was shifted from 305, Madhuban Building, Cochin Street, S.B.S Road, Fort Mumbai, Mumbai City, MH 400001 to Flat No. 18, 2nd Floor, North Wing, Madhaveshwar Co-op. Hsg. Society Ltd. Madhav Nagar, 11/12, S.V. Road, Andheri, West Mumbai MH 400058 IN C. Details of Change in Object of the Company: There is no change in object of the Company during the last five years.
Name of the stock exchange (s) where securities of the company are listed, if applicable	Bombay Stock Exchange Limited (BSE)
Details of the capital structure of the company including authorized, issued, subscribed and paid up share capital	Authorized Capital: Rs. 5,00,00,000/- Issued, Subscribed & Paid-up Capital: Rs. 2,95,97,000/-
Name of the promoters and directors along with their addresses	

Details of Directors

S.No.	Name	Address
1	Mr. Sunil Nyati	16 House No. 22, Yashwant Niwas Road Indore 452001 MP
2 3	Mrs. Anita Nyati Mr. Amit Ramesh Gupta	16 House No. 22, Yashwant Niwas Road Indore 452001 MP 202 B, Sterling Heights, 9/1-10/1, New Palasia, Indore 452001 MP IN
4	Mr. Anil Kumar Nyati	732 Shastri Nagar, Dadabari, Kota 324009 RJ IN
5	Mr. Sunil Chordia	26-B, Race Course Road Opp. Raka Mension Indore 452003 MP IN
6	Mr. Chandra Shekhar Bobra	25, Kanchan Bagh, Indore, 452001 MP IN
7	Mr. Raman Lal Bhutda	101, Vidhya Nagar, Indore MP IN
8	Mr. Chain Raj Doshi	D- II/20, NCL Colony, Pashan Road, NCL Pune, 411008 MH

Details of Promoters

S.No.	Name	Address
1	Mr. Sunil Nyati	16 House No. 22, Yashwant Niwas Road Indore 452001 MP IN
2	Mrs. Anita Nyati	16 House No. 22, Yashwant Niwas Road Indore 452001 MP IN
3	Mr. Parth Nyati	22/16, Race Course Road, Opp. Rani Sati Gate, Indore Madhya Pradesh 452003
4	Mr. Devashish Nyati	Plot No. 16 House No. 22, Yashwant Niwas Road, Opp. Rani Sati Gate, Indore Madhya Pradesh 452001

5	Mrs. Vandana Nyati	732, Pratap Nagar, Dadabari, Kota 324009
6	Mr. Anil Kumar Nyati	732, Pratap Nagar, Dadabari, Kota 324009
7	Mr. Vandit Nyati	732, Pratap Nagar, Shastri Nagar, Kota 324009
8	Anil Nyati HUF	732, Pratap Nagar, Kota, Rajasthan 324009
9	Sunil Nyati HUF	201, Royal Arch, 5-6, South Tukoganj, Indore Madhya Pradesh 452001
10	Satyanarayan Maheshwari HUF	Chitvan-2/1, South Tukoganj, Indore M.P. 452001
11	Mrs. Raksha Maheshwari	Chitvan-2/1, South Tukoganj, Indore M.P. 452001
12	Mrs. Krishna Prabha Maheshwari	Chitvan-2/1, South Tukoganj, Indore M.P. 452001
13	Mrs. Shilpa Maheshwari	112, Shakti Nagar, Kota, Rajasthan 324009
14	Mrs. Manish Maheshwari	2/1, South Tukoganj, Indore M.P. 452001
15	Mr. Satyanarayan Maheshwari	Chitvan-2/1, South Tukoganj, Indore M.P. 452001

(iii) if the scheme of compromise or arrangement relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of compromise or arrangement, including holding, subsidiary or of associate companies :None

(iv) the date of the Board meeting at which the scheme was approved by the Board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote/ participate on such resolution

Mr. Sunil Nyati, Mrs. Anita Nyati, Mr. Chain Raj Doshi, Mr. Raman Lal Bhutda, Mr. Amit Ramesh Gupta and Mr. Anil Kumar Nyati, Directors of the Company had attended the Board Meeting held on 29th May, 2018 and had unanimously approved the Scheme of Amalgamation.

(v) Disclosures:

Parties involved in compromise or arrangement	Swastika Investmart Ltd (Transferee Company) and Swastika Commodities Pvt. Ltd. (Transferor Company)
In case of amalgamation or merger, appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any	Appointed date is 1st April, 2018. Effective date shall be the date on which the Regional Director, Western Region, Ministry of Corporate Affairs, approves the Scheme of Amalgamation under Section 233 of the Companies Act, 2013. Considering that the transferor company is a Wholly Owned Subsidiary of the company, the question of share exchange ratio does not arise.
Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any; and the declaration that the valuation reports is available for inspection at the registered office of the company	Considering that the transferor company is the Wholly Owned Subsidiary of the Company, there does not arise any requirement for allotment of shares upon amalgamation. Hence, there is no need for valuation of the transferor company.
Details of capital/debt restructuring, if any	None

Rationale for the compromise or arrangement	The Transferee Company is holding the entire share capital of the Transferor Company and as the Transferor Company and Transferee Company's business activities are similar and complement each other, and to achieve inter-alia economies of scale and efficiency and to reduce multiplicity of costs, the merger of the Company is being undertaken.
Benefits of the compromise or arrangement as perceived by the Board of directors to the company, members, creditors and others (as applicable)	The amalgamation of the Transferor Company with the Transferee Company would inter alia have the following benefits: i) Greater integration and greater financial strength and flexibility for the Transferee company which would result in maximizing overall shareholders value, and will improve the competitive position of the combined entity. ii) Greater efficiency in cash management of the Transferee Company, and unfettered access to cash flows generated by the combined business which can be deployed more efficiently to fund organic and inorganic growth opportunities, to maximize shareholders value. iii) Improved organizational capability and leadership, arising from the pooling of human capital who have the diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry. iv) Cost savings are expected to flow from more focused operational efforts, rationalization, standardization and simplification of business processes, and the elimination of duplication, and rationalization of administrative expenses. v) Merger of equity and commodity business will ease KYC requirements and would also directly benefit the clients in terms of maintaining single accounts; inter-se use of funds etc. vi) Unified entity will have much better risk management capabilities as against separate risk management systems for equity and commodity broking vii) It will enable to take benefit of margin fungibility in both equity and Commodity derivative exchanges. viii) Achieving economies of scale. ix) Greater ability of the Transferee company to raise financial resources, either as equity or debt, based on combined financials.
Amount due to unsecured creditors	The amount due to Unsecured Creditors of as on March 31, 2018 is Rs. 541,848,661/-

(vi) Disclosures about the effect of the compromise or arrangement on:

Key Managerial Personnel & Directors	The Scheme of Amalgamation will not have any effect on the Key Managerial Personnel & Directors of the transferee Company as there will be no change in their shareholding in the transferee Company pursuant to the terms of the Scheme of Amalgamation.
Promoters & Non-promoter members	The Scheme of Amalgamation will not have any effect on the Promoter and non-promoter members of the transferee Company as there will be no change in their shareholding in the transferee Company pursuant to the terms of the Scheme of Amalgamation.
Depositors, Debenture holders & Deposit trustee and debenture trustee	None
Creditors	The creditors of transferor company Swastika Commodities Pvt. Ltd shall become the creditors of the transferee company Swastika Investmart Ltd on the effective date and the liabilities towards such creditors shall stand transferred to the transferee company
Employee of the company	The employees on the Rolls of transferor company Swastika Commodities Pvt. Ltd. as on the effective date shall become the employees of the transferee company.

(vii) Disclosure about effect of compromise or arrangement on material interests or Directors, Key Managerial Personnel (KMP) and Debenture Trustee: None

(viii) Investigation or proceedings, if any, pending against the company under the Act: No investigation or proceedings has been instituted or is pending in relation to the Transferee Company under the Companies Act, 2013 or the Companies Act, 1956.

(ix) Details of the availability of the following documents for obtaining extract from or for making/obtaining copies of or for inspection by the members and creditors, namely:

Latest audited financial statements of the company including consolidated financial statements	Available at the Registered Office
Copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with	Not applicable as the Meeting is held under Section 233 of the Companies Act, 2013
Copy of scheme of compromise or arrangement	Attached as Annexure to the Notice of Meeting. Also available at Registered Office
Contracts or agreements material to the compromise or arrangement	None
The certificate issued by Auditor of the company to the effect that the accounting treatment if any proposed in the scheme of compromise or arrangement is in conformity with the Accounting standards prescribed under section 133 of the Companies Act, 2013	Available at the Registered Office
Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme	None

(x) Details of approvals, sanctions or no-objection(s), if any, form regulatory or any other government authorities required, received or pending for the purpose scheme of compromise or arrangement

Application shall be filed with the Regional Director, Western Region, Ministry of Corporate Affairs under Section 233 of the Companies Act, 2013 for the approval of the Scheme of Amalgamation.

(xi) a statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronics means

Yes. (Included in notes forming a part of the Notice of Annual General Meeting)

ANNEXURE - IV

FORM NO. CAA.10

[Pursuant to Section 233(1)(c) of the Companies Act, 2013 and Rule 25(2) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

Declaration of solvency

1. (a) Corporate identity number (CIN) of company : L65910MH1992PLC067052
   (b) Global location number (GLN) of company: N.A.

2. (a) Name of the company: SWASTIKA INVESTMART LIMITED
   (b) Address of the registered office of the company:
   Flat No. 18, 2nd Floor, North Wing, Madhaveshwar Co-op. Hsg. Society Ltd. Madhav Nagar, 11/12, S.V. Road, Andheri, West Mumbai MH 400058 INDIA
   (c) E-mail ID of the company: compliance@swastika.co.in

3. (a) Whether the company is listed: _ Yes_~~No~~
   (b) If listed, please specify the name(s) of the stock exchange(s) where listed:
   Bombay Stock Exchange Limited, Mumbai

4. Date of Board of Directors' resolution approving the scheme: 29.05.2018

Declaration of solvency

We, the directors of Swastika Investmart Limited do solemnly affirm and declare that we have made a full enquiry into the affairs of the company and have formed the opinion that the company is capable of meeting its liabilities as and when they fall due and that the company will not be rendered insolvent within a period of one year from the date of making this declaration.

We append an audited statement of company's assets and liabilities as at 31.03.2018 being the latest date of making this declaration.

We further declare that the company's audited annual accounts including the Balance Sheet have been filed upto date with the Registrar of Companies Mumbai (M.H.).

Signed for and behalf of the board of directors

(1) Signature :...............
Sunil Nyati
Managing Director
DIN: 00015963

Date : 13th August, 2018
Place : Indore

(2) Signature :...............
Anita Nyati
Whole time Director
DIN: 01454595

Verification

We solemnly declare that we have made a full enquiry into the affairs of the company including the assets and liabilities of this company and that having done so and having noted that the scheme of merger or amalgamation between Swastika Commodities Private Limited and Swastika Investmart Limited is proposed to be placed before the shareholders and creditors of the company for approval as per the provisions of sub-section of (1) of section 233 of the Companies Act, 2013, we make this solemn declaration believing the same to be true.

Verified this day the 13 th day of August, 2018

(1) Signature: ....

Sunil Nyati

Managing Director

DIN: 00015963

(2) Signature : ....

Anita Nyati

Whole time Director

DIN: 01454595

Solemnly affirmed and declared at 13 th the day of August, 2018 before me.

Commissioner of Oaths and Notary Public

ANNEXURE

Statement of assets and liabilities as at 31st March, 2018

Swastika Investmart Ltd.

Assets
Book Estimated
Value Realisable value

(₹)

1.	Balance at Bank	217,486,863
2.	Cash in hand	568,270
3.	Marketable securities	88,394,882
4.	Bills receivables	-
5.	Trade debtors	280,098,803
6.	Loans & advances	298,677,456
7.	Unpaid calls	-
8.	Stock-in-trade	4,579,398
9.	Work in progress	-
10.	Freehold property	-
11.	Leasehold property	-
12.	Plant and machinery	21,068,999
13.	Furniture, fittings, utensils, etc.	13,274,852
14.	Patents, trademarks, etc.	5,231,638
15.	Investments other than marketable securities	92,113,900
16.	Other property	12,284,072
	Total	**1,033,779,133**

Liabilities
Estimated to rank for payment
(to the nearest rupee)

(₹)

1.	Secured on specific assets	183,854,868
2.	Secured by floating charge(s)	-
3.	Estimated cost of liquidation and other expense including interest	
	accruing until payment of debts in full.	-
4.	Unsecured creditors (amounts estimated to rank for payment)	
	(a) Trade accounts	411,439,854
	(b) Bills payable	-
	(c) Accrued expense	5,246,489
	(d) Other liabilities	176,010,926
	(e) Contingent liabilities	94,495,972
	Total	**871,048,109**

Total estimated value of assets	Rs1,033,779,133
Total liabilities	Rs. 871,048,109
Estimated surplus after paying debts in full	Rs. 162,731,024

Date: 13.08.2018
Place: Indore

(1) Signature :..............
Sunil Nyati
Managing Director
DIN: 00015963

(2) Signature :..............
Anita Nyati
Whole time Director
DIN: 01454595