

Notice of the 32nd Annual General Meeting

NOTICE is hereby given that the 32nd Annual General Meeting (AGM) of the Members of **SWASTIKA INVESTMART LIMITED** will be held on Tuesday, 9th day of July, 2024 at 12.30 P.M. (IST) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) for which purpose the Registered office of the company shall be deemed as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made thereat, to transact the following businesses:

Ordinary Businesses:-

1. **(a) To consider and adopt the Audited Standalone Financial Statements of the Company together with the Report of the Board of Directors and the Auditors thereon for the financial year ended 31st March, 2024**

"**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Reports of the Board of Directors and the Auditors thereon and Management Discussion Analysis and Corporate Governance Report, as circulated to the members, be considered and adopted."

- (b) To consider and adopt the Audited Consolidated Financial Statements of the Company together with the Report of the Auditors thereon for the financial year ended 31st March, 2024**

"**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Reports of the Auditors thereon, as circulated to the members, be considered and adopted."

2. **To declare a final dividend of ₹ 2/- (20%) per fully paid up equity share on face value ₹ 10/- each for the financial year ended 31st March, 2024**

"**RESOLVED THAT** a Dividend of ₹ 2/- (20%) per fully paid Equity Share of the face value of ₹ 10/- each for the financial year ended 31st March, 2024 on 2959700 Equity Shares of the Company aggregating ₹ 59.194 Lakhs as recommended by the Board of Directors be declared and that the said Dividend be distributed out of the Profits for the year ended on 31st March, 2024 to those persons whose names appear on the Register of Members as on Tuesday 2nd July, 2024."

3. **To appoint a Director in place of Mrs. Anita Nyati (DIN: 01454595) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers herself for re-appointment**

"**RESOLVED THAT** subject to the provisions of Section 152(6) and Article of Association of the Company and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mrs. Anita Nyati (DIN: 01454595), who is liable to retire by rotation at this Annual General Meeting and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

Special Businesses:-

4. **Re-appointment of Mr. Sunil Nyati (DIN: 00015963), Chairman & Managing Director of the Company and Payment of Remuneration**

To consider and if thought fit, to pass, 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), provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, and such other provisions as may be applicable and based on the recommendation of Nomination & Remuneration Committee and Board of Director of the Company and approval from any other authority, if required, the consent of the member of the Company be and is hereby accorded for reappointment of Mr. Sunil Nyati (DIN: 00015963) as Chairman and Managing Director of the Company for further period of three years with effect from 15th June, 2024 to 14th June, 2027 on the following terms, conditions, salary and perquisites:

a) Salary & Commission:

| Particulars | Amount (₹) |
|---|---|
| Salary (to be paid notwithstanding the profits) | ₹ 6.00 Lakhs per month |
| Commission on profits (Based on recommendation of Nomination & Remuneration Committee, to be paid in case of profit more than ₹ 5 Crores only) | No commission on Net profit up to ₹ 5 Crores. Net profit from ₹ 5 Crores to ₹ 10 Crores then 5% of Net profit Net Profit from ₹ 10 Crores and above then 4% of Net profit |

b) Perquisites: In addition to the above salary Mr. Sunil Nyati (DIN: 00015963), Chairman and Managing Director shall also be entitled to the perquisite (evaluated as per Income Tax Rule wherever applicable and at actual cost to the Company in other cases) like benefits of furnished accommodation/House Rent Allowance with gardener and security guard, gas, electricity, water and furniture, chauffeur driven car and telephone at residence, medical reimbursement, Key man insurance, term insurance, personal accident insurance, leave and leave travel concession, club fees, provident fund, Superannuation fund, ex-gratia and 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 notwithstanding anything contained herein above, if in any financial year during the currency of his appointment, the company has no profits or its profits are inadequate, the salary, perquisite and any other Allowances along with Provident Fund, Gratuity and Leave Encashment as detailed in the above resolutions shall continue to be paid to him subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013.

"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 is 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 Mrs. Anita Nyati (DIN:01454595), Whole Time Director of the Company and Payment of Remuneration

To consider and if thought fit, to pass, 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 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, and such other provisions as may be applicable and based on the recommendation of Nomination & Remuneration Committee and Board of Directors of the Company and approval from any other authority, if required, consent of the member of the Company be and is hereby accorded for re-appointment of Mrs. Anita Nyati (DIN: 01454595) as Whole Time Director of the Company for further period of three years with effect from 1st June, 2024 to 31st May, 2027 on the following terms, conditions, salary and perquisites:

a) Salary: ₹ 4.00 Lakhs per month (Indian Rupees Four Lakhs only)

b) Perquisites: In addition to the above salary Mrs. Anita Nyati (DIN: 01454595), Whole Time Director shall also be entitled to the perquisite (evaluated as per Income Tax Rule wherever applicable and at actual cost to the Company in other cases) like benefits of furnished accommodation/House Rent Allowance with gardener and security guard, gas, electricity, water and furniture, chauffeur driven car and telephone at residence, medical reimbursement, Key man insurance, term insurance, personal accident insurance, leave and leave travel concession, club fees, provident fund, Superannuation fund, ex-gratia and 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, notwithstanding anything contained herein above, if in any financial year during the currency of her appointment, the company has no profits or its profits are inadequate, the salary, perquisite and any other Allowances along with Provident Fund, Gratuity and Leave Encashment as detailed in the above resolutions shall continue to be paid to her, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013.

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 is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper."

6. Appointment of Mr. Parth Nyati (DIN: 02583324) as Director as well as Whole Time Director of the Company and Payment of Remuneration

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Companies (Appointment and qualification of Directors) Rules, 2014, based on recommendation of Nomination and Remuneration Committee, Mr. Parth Nyati (DIN: 02583324), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 6th June, 2024 and who holds office until the date of the ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, and such other provisions as may be applicable and based on the recommendation of Nomination & Remuneration Committee and Board of Directors of the Company and approval from any other authority, if required, consent of the member of the Company be and is hereby accorded for appointment of Mr. Parth Nyati (DIN: 02583324) as Whole Time Director of the Company for the period of three years with effect from 6th June, 2024 to 5th June, 2027 on the following terms, conditions, salary and perquisites:

a) Salary: ₹ 4.25 Lakhs per month (Indian Rupees Four Lakhs Twenty Five Thousand only)

b) Perquisites: In addition to the above salary Mr. Parth Nyati (DIN: 02583324), 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, Key man insurance, term insurance, personal accident insurance, leave and leave travel concession, club fees, provident fund, Superannuation fund, ex-gratia and 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, notwithstanding anything contained herein above, if in any financial year during the currency of his appointment, the company has no profits or its profits are inadequate, the salary, perquisite and any other Allowances along with Provident Fund, Gratuity and Leave Encashment as detailed in the above resolutions shall continue to be paid to him, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013.

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 is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper."

7. Appointment of Mr. Gyan Chand Jain (DIN: 05124184) as a Non Executive Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions if any of the Companies Act, 2013 ("the Act"), read with Schedule IV to the Act and Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of 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. Gyan Chand Jain (DIN: 05124184), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional, Non-executive Independent Director under Section 161(1) of the Act, who holds office until the next Annual General Meeting or for a period of three months from the date of appointment whichever is earlier, in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and he has also submitted a declaration confirming that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, who is eligible for appointment, be and is hereby appointed as a Non Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from the date of appointment i.e. from 6th June, 2024 to 5th June, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

8. Approval for Loan, Guarantee or Investments in excess of the prescribed limits under Section 186 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provision of Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its powers) Rules, 2014 as may be amended from time to time and other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company and subject to further approval of statutory and other authorities as may be necessary and subject to such terms, conditions, stipulations, alterations, and modifications, if any, as may be prescribed and specified by such authorities while granting such approvals and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the 'Board' which expression shall include a Committee of Directors duly authorized in this behalf), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to make investments and to provide loan, give securities, guarantee (including corporate guarantee) in excess of the 60% of the aggregate of the paid-up share capital, free reserves and Securities Premium Account and/or up to 100% of the aggregate of free reserves and Securities Premium Account of the Company as per the limits prescribed under Section 186 of the Companies Act, 2013 as they may in their absolute discretion deem beneficial and in the interest of the Company subject to the maximum aggregate amount not exceeding ₹ 100.00 Crores (Rupees One Hundred Crores only) at any time together with the existing loan, Guarantee and investments.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate the terms, condition and other related matters for making Investment and to do all such deeds and things as may be deemed expedient and necessary to give effect to these resolution."

**By order of the Board of Directors
For Swastika Investmart Limited**

**Date: 6th June, 2024
Place: Indore**

**Shikha Bansal
Company Secretary
M.No.ACS-36520**

Notes:-

1. In terms of Ministry of Corporate Affairs (MCA) General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular no. 02/2021 dated January 13, 2021, General Circular no. 19/2021 dated December 08, 2021, General Circular no. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated 5th May, 2022, Circular No. 10/2022 dated 28th December, 2022 followed by Circular No. 09/2023 dated 25th September, 2023 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 followed by SEBI circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 (collectively "SEBI Circulars"), have permitted companies to conduct AGM through Video Conferencing (VC) or other audio-visual means (OAVM), subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made there under, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 32nd AGM of the Company is being convened and conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The Company has availed the facility of Central Depository Services (India) Limited (CDSL) for convening the 32nd AGM through VC/OAVM, a detailed process in which the members can attend the AGM through VC/OAVM has been enumerated in Note number 36 of this Notice.

2. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013 (the Act).

3. **Electronic Dispatch of Notice and Annual Report:** In compliance with the aforesaid MCA and SEBI circulars physical copies of the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended 31st March, 2024 pursuant to Section 136 of the Act and Notice calling the AGM pursuant to Section 101 of the Act read with the Rules framed thereunder are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/R&STA or the Depositories. The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member.

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

4. Members who have not registered their e-mail address and those members who have become the member of the Company after Friday 7th June, 2024 being the cut-off date for sending soft copy of the Notice of 32nd AGM and Annual Report for the financial year 2023-24, may access the same from Company's website at www.swastika.co.in, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL www.evotingindia.com.

5. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

Since the 32nd AGM of the Company will be convened through VC/ OAVM, where there will be no physical attendance of members, the requirement of appointment of proxies pursuant to the provisions of Section 105 of the Act has been dispensed with. Accordingly, attendance slip and proxy form will not be annexed to this Notice.

6. Pursuant to the provisions of Sections 112 and 113 of the Act, corporate/Institutional member can authorize their representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. Provided a scan copy (PDF) of the Board Resolution authorizing such representative to attend the AGM of the Company through VC/OAVM on its behalf and to vote through remote e-voting shall be sent to the Scrutinizer through the registered email address of the member(s) at Injoshics@gmail.com with a copy marked to the Company at info@swastika.co.in.

7. Pursuant to provision 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 3rd July, 2024 to 9th July, 2024 (both days inclusive) for the purpose of 32nd Annual General Meeting and for determining the entitlement of members to final dividend for the financial year ended 31st March, 2024, if approved at the AGM.

8. The Statement as required under Section 102 of the Act setting out material facts concerning the business with respect to Item Nos. 4 to 8 forms part of this Notice is annexed hereto.

As per the provisions of Clause 3.A.II of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Businesses as appearing at Item Nos. 4 to 8 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.

9. In terms of the Article of Association of the Company read with Section 152(6) of the Companies Act 2013, Mrs. Anita Nyati (DIN: 01454595) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offer herself for reappointment. Although she is Whole Time Director her term is fixed and shall not break due to this retirement. The Board of the Directors of the Company recommends her re-appointment.
10. The relevant details, pursuant to Regulations 36(3) of the SEBI Listing Regulations and Paragraph 1.2.5 of the Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment/retire by rotation at the AGM are provided as an annexure to the Notice, forms integral part of this notice. Requisite declarations have been received from Director's for seeking appointment/ re-appointment.
11. The dividend, as recommended by the Board of Directors, if approved at the AGM, would be paid subject to deduction of tax at source, as may be applicable to those Shareholders whose name(s) stand registered:
- (a) as Beneficial Owner as at the close of business hours on 2nd July, 2024 as per the list of beneficial owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
- (b) as Members in respect of shares held in physical form after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company as of the close of business hours on 2nd July, 2024.

The Company has fixed 2nd July, 2024 as the 'Record Date' for determining the entitlements of Members to Dividend for the financial year ended 31st March 2024, subject to approval at the AGM.

ELECTRONIC CREDIT OF DIVIDEND: SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agent for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the National Electronic Clearing Service (NECS)/ National Electronic Fund Transfer (NEFT)/Real Time Gross Settlement (RTGS)/Direct Credit, etc.

As directed by SEBI, the Members holding shares in physical form are requested to submit particulars of their bank account in Form ISR 1 alongwith the original cancelled cheque bearing the name of the Member to RTA/ 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 Participants ("DPs"). The Company or RTA 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 DPs of the Members.

Further SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

12. **TDS on dividend:** Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividend income has become taxable in the hands of shareholders with effect from 1st April, 2020 and therefore, the Company shall be required to deduct tax at source (TDS) from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, shareholders are requested to refer to the respective year Finance Act and amendments thereof. Shareholders are requested to update their Residential Status, PAN, and Category as per the IT Act with the Company/RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
13. **IEPF:** Under the Act, dividends that are unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund ("IEPF") administered by the Central Government. An amount of ₹ 0.67 Lakhs being unclaimed/unpaid dividend of the Company for the financial year ended 31st March, 2016 was transferred on 21st November, 2023 to IEPF.

Members who have not encashed the dividend warrants/demand drafts so far in respect of the unclaimed and unpaid dividends declared by the Company for the Financial Year 2016-17 and thereafter, are requested to make their claim to Registrar and Share Transfer Agent i.e. Ankit Consultancy Private Limited well in advance of the last dates for claiming such unclaimed and unpaid dividends as specified hereunder:

| Financial Year ended | Date of Declaration of Dividend | Last date for Claiming unpaid/unclaimed |
|-----------------------------------|---------------------------------|---|
| 2016-17 | 19.09.2017 | 25.10.2024 |
| 2017-18 | 26.09.2018 | 01.11.2025 |
| 2018-19 | 29.08.2019 | 04.10.2026 |
| 2019-20(Interim & Final Dividend) | 14.03.2020 | 19.04.2027 |
| 2020-21(Interim & Final Dividend) | 15.03.2021 | 20.04.2028 |
| 2021-22 | 26.07.2022 | 31.08.2029 |
| 2022-23 | 12.09.2023 | 18.10.2030 |

Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2024 on the website of the Company at <https://www.swastika.co.in> under investor relation tab.

Shareholders are requested to note that, pursuant to the provisions of Section 124 of the Act read with IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the MCA.

In accordance with the aforesaid IEPF Rules, the Company has sent individual communication to all Members whose shares are due for transfer to the IEPF Authority and whose email IDs are available, informing them to claim their unclaimed/unpaid dividend before due date to avoid such transfer of shares to IEPF Authority and has also published notice in this regard in Newspapers.

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

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Further, as per SEBI Circular dated April 20, 2018 all securities holders holding securities in physical form should submit their PAN and Bank account details to the RTA.
15. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant(s) and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participant(s). The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.
16. Members who are holding shares in physical form are advised to submit particulars of their PAN details, e-mail address, Mobile Number, bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number etc. to our Registrar and Share Transfer Agent in prescribed Form ISR-1 quoting their folio number and enclosing the self-attested supporting document and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 as amended by SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023.
17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website www.swastika.co.in and on the website of the Company's Registrar and Transfer Agents <http://ankitonline.com>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
18. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail

various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

Further, SEBI vide its circular dated 16th March, 2023 in supersession of earlier circular dated 3rd November, 2021, read with clarification dated 14th December, 2021 introduced common and simplified norms for processing investor's service request by Registrar and Transfer Agent(s) (RTAs) and norms for furnishing PAN, KYC details and Nomination. Accordingly, the RTA cannot process any service requests or complaints received from the holder(s) / claimant(s), till PAN, KYC and Nomination documents / details are updated. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing the aforesaid details. This communication was also intimated to the Stock Exchange and available on the website of the Company. In view of this requirement and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are once again requested to update their KYC details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable) and consider converting their holdings to dematerialized form. Members can download Forms to make their service request with RTA from link <https://www.swastika.co.in/investment-relation/OtherUsefullInfo> or contact the Company's Registrar and Transfer Agent for assistance in this regard.

19. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA website at <http://ankitonline.com>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
20. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form only.
21. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's Website.
22. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
23. 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.
24. Members desirous of obtaining any information concerning to the accounts and operations of the Company are requested to send their queries to the Company Secretary at least 7 (seven days) before the date of the meeting so that the required information can be made available at the meeting.
25. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM and statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to info@swastika.co.in.
26. 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.).
27. Investor Grievance Redressal: The Company has designated an exclusive e-mail ID i.e. info@swastika.co.in to enable the investors to register their complaints / send correspondence, if any.
28. Webcast: Members who are entitled to participate in the AGM can view the proceedings of AGM by logging in the website of CDSL at www.evotingindia.com using the login credentials.

29. The Company has appointed Mr. L.N. Joshi, Practicing Company Secretary (Membership No. FCS-5201; CP No.4216) to act as the scrutinizer for conducting the remote e-voting process as well as the e-voting during AGM, in a fair and transparent manner.
30. 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 2nd July, 2024, being the cut-off date.
31. A person who is not a Member as on 2nd July, 2024 should treat this Notice for information purposes only.
32. A person who has acquired the shares and has become a member of the Company after dispatch of notice of AGM and prior to the Cut-off date i.e. 2nd July, 2024 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting during AGM following the procedure mentioned in this Notice.
33. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company - www.swastika.co.in as soon as possible after the Meeting is over.
34. The procedure for joining the AGM through VC/OAVM is mentioned in this Notice. Since the AGM will be held through VC/OAVM, the route map is not annexed in this Notice.
35. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings ("SS-2"), Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the facility for vote through electronically in respect of the businesses to be transacted at the AGM is being provided by the Company through Central Depository Services (India) Limited ("CDSL"). Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting and e-voting during the AGM.
36. **The instructions for shareholders for remote e-voting and e-voting during AGM and joining meeting through VC/OAVM are as under:-**
 - Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**
 - Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**
 - (i) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 - (ii) The voting period begins on Saturday, 6th July, 2024 from 9.00 a.m. and ends on Monday, 8th July, 2024 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 of 2nd July, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iv) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on Login icon and select New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in Demat mode with NSDL Depository | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the |

home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Individual Shareholders (holding securities in demat mode) login through their **depository participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

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

| For physical shareholders and other than individual shareholders holding shares in Demat. | |
|--|--|
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>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.</p> <ul style="list-style-type: none"> 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. |

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant company i.e. Swastika Investmart Limited on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and

to the Company at the email address viz; info@swastika.co.in (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

37. Instructions for shareholders attending the AGM through VC/OAVM & E-voting during meeting are as under:

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

38. Process for those shareholders whose email/mobile no. are not registered with the Company/Depositories.

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

39. DECLARATION OF RESULTS:

- A. The scrutinizer shall, immediately after the conclusion of voting during the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairperson of the Company or the person authorized by him, who shall countersign the same.
- B. Based on the scrutinizer's report, the Company will submit within 2 (two) working days of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.
- C. The results declared along with the scrutinizer's report, will be hosted on the website of the Company at www.swastika.co.in and on the website of CDSL i.e. www.evotingindia.com immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchange.
- D. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 9th July, 2024 subject to receipt of the requisite number of votes in favour of the Resolutions.

40. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
41. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

**By order of the Board of Directors
For Swastika Investmart Limited**

**Date: 6th June, 2024
Place: Indore**

**Shikha Bansal
Company Secretary
M.No. ACS-36520**

Statement as required under Section 102 of the Companies Act, 2013

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Statement sets out all material facts relating to the businesses mentioned under Item No. 4 to 8 of the accompanying Notice dated 6th June, 2024

Item No. 4- Re-appointment of Mr. Sunil Nyati (DIN:00015963) as Chairman & Managing Director of the company and Payment of Remuneration

Mr. Sunil Nyati is Master in Business Administration and one of the promoter and founders of the Company. He carries a vision of growth of the Company and has made invaluable contributions to the success and performance of the Company over the years. Looking to his total devotion and resultant progress made by the Company under his dynamic leadership skills in spite of various difficulties faced by the Company in time to time, on the recommendation of Nomination and Remuneration Committee, your Board of Directors in their meeting held on 3rd May, 2024 have proposed to re-appoint Mr. Sunil Nyati, as Chairman & Managing Director of the Company for the further period of 3 years w.e.f. 15th June, 2024 to 14th June, 2027 on remuneration as mentioned in Item No.04 of the notice.

This statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. 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. The brief resume of Mr. Sunil Nyati is annexed with this notice.

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, SEBI registered category-I Merchant Banker, SEBI registered Investment advisor and SEBI registered Portfolio Manager |
| 2 Date or expected date of commencement of commercial production | The company is not engaged in any manufacturing activities and is engaged in Stock broking activities since incorporation, hence date of commencement of commercial production not applicable. |
| 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 lakhs |

| Financial Year | Revenue from operations | Profit/(loss) before Tax | Profit /(loss) after Tax |
|----------------|-------------------------|--------------------------|--------------------------|
| 2022-2023 | 8546.11 | 798.62 | 593.86 |
| 2021-2022 | 7672.83 | 1150.77 | 855.90 |
| 2020-2021* | 7126.15 | 1260.01 | 1008.84 |

The financial information of the Company for the year ended March 31, 2021 have been restated to give effect to the Scheme of Amalgamation ("the Scheme") of Swastika Commodities Private Limited with the Swastika Investmart Limited,

| | |
|---|---|
| 5 Foreign investments or collaborations, if any | The company has no foreign investments or foreign collaborations. The company has not made any foreign investments or has any collaboration overseas. |
|---|---|

II. Information about the appointee:

| | |
|----------------------|---|
| 1 Background details | Mr. Sunil Nyati is Master in Business Administration and one of the promoter and founders of the Company. |
|----------------------|---|

| | | |
|---|--|---|
| 2 | Past remuneration | Salary: ₹ 6.00 Lakhs per month (Rupees Six Lakhs) Commission: Commission on profits from financial year 2023-24 onwards. No commission on Net profit up to ₹ 5 Crores. Net profit from ₹ 5 Crores to ₹ 10 Crores then 5% of Net profit Net Profit from ₹ 10 Crores and above then 4% of Net profit. |
| 3 | Recognition or awards | None |
| 4 | Job profile and his suitability | Mr. Sunil Nyati as the Chairman and Managing Director has been managing the overall business and operations of the Company. The Company has made enormous progress under his leadership. In view of his vast experience, reappointment would be in the best interests of the Company. |
| 5 | Remuneration proposed | No Change |
| 6 | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person. | Taking into consideration the size of the Company, the profile of Mr. Sunil Nyati, the responsibilities to be shouldered by him and the industry benchmarks, the remuneration proposed to be paid to the Managing Director is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies. |
| 7 | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | Mrs. Anita Nyati (Whole Time Director) is wife and Mr. Parth Nyati (Additional Director as well as Whole Time Director) is son of Mr. Sunil Nyati. Except this he 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 - |
| 2 | Steps taken or proposed to be taken for improvement | The Company has initiated various steps to improve its operational performance/liquidity, increasing number of branches, starting new avenues to increase turnover and 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, NSE, MCX and NCDEX; Started new area of Merchant banking business; Increase the Volume of DP operations. |

The information and Disclosures of the remuneration package of all Directors have been mentioned in the Annual Report in the Corporate Governance Report Section under the heading "Remuneration paid to Directors under Nomination and remuneration Section".

Save and except Mr. Sunil Nyati and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice. Mr. Sunil Nyati is related to Mrs. Anita Nyati, Whole Time Director and Mr. Parth Nyati, Additional as well as Whole Time Director of the Company.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

Item No. 5- Re-appointment of Mrs. Anita Nyati (DIN: 01454595) as Whole Time Director of the company and Payment of Remuneration

Mrs. Anita Nyati is a Master in Business Administration and matured business personality; she has done NISM in Capital Market and Derivatives Module. She has over 36 years' experience in accounting and capital market research. Mrs. Anita Nyati is handling research division, capital market and all publications of the company. Looking to her total devotion and resultant progress made by the Company, on recommendation of Nomination and Remuneration Committee, your Board of Directors in their meeting held on 3rd May, 2024 have proposed to re-appoint Mrs. Anita Nyati as

Whole Time Director for period of three years w.e.f. 01st June, 2024 to 31st May 2027 on such remuneration as mentioned in item no. 5 of notice for which consent of Nomination and Remuneration Committee have also been obtained subject to approval of the members or any other appropriate authority if any.

This statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. 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. The brief resume of Mrs. Anita Nyati is annexed with this notice.

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, SEBI registered category-I Merchant Banker, SEBI registered Investment advisor and SEBI registered Portfolio Manager | | | |
| 2 Date or expected date of commencement of commercial production | The company is not engaged in any manufacturing activities and is engaged in Stock broking activities since incorporation, hence date of commencement of commercial production not applicable. | | | |
| 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 lakhs | | | |
| | Financial Year | Revenue from operations | Profit/(loss) before Tax | Profit /(loss) after Tax |
| | 2022-2023 | 8546.11 | 798.62 | 593.86 |
| | 2021-2022 | 7672.83 | 1150.77 | 855.90 |
| | 2020-2021* | 7126.15 | 1260.01 | 1008.84 |

The financial information of the Company for the year ended March 31, 2021 have been restated to give effect to the Scheme of Amalgamation ("the Scheme") of Swastika Commodities Private Limited with the Swastika Investmart Limited,

| | |
|---|---|
| 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 NISM in Capital Market and Derivatives Module. |
| 2 Past remuneration | ₹ 3.00 Lakhs per month (Rupees Three Lakhs) |
| 3 Recognition or awards | None |
| 4 Job profile and her suitability | Mrs. Anita Nyati has over 36 years' experience in accounting and capital market research. Mrs. Anita Nyati is handling research division, capital market and all publications of the company. In view of her vast experience, her reappointment as the Whole Time Director would be in the best interests of the Company. |
| 5 Remuneration proposed | ₹ 4.00 Lakhs per month (Rupees Four Lakhs) |
| 6 Comparative remuneration profile with respect to industry, size of the company, profile of the position and person. | Taking into consideration the size of the Company, the profile of Mrs. Anita Nyati, the responsibilities to be shouldered by her and the industry |

benchmarks, the remuneration proposed to be paid to the Whole Time Director is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

| | |
|--|---|
| 7 Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | Mr. Sunil Nyati (Chairman & MD) is husband and Mr. Parth Nyati (Additional Director as well as Whole Time Director) 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 - |
| 2 Steps taken or proposed to be taken for improvement | The Company has initiated various steps to improve its operational performance/liquidity, increasing number of branches, starting new avenues to increase turnover and 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, NSE, MCX and NCDEX; Started new area of Merchant banking business; Increase the Volume of DP operations. |

The information and Disclosures of the remuneration package of all Directors have been mentioned in the Annual Report in the Corporate Governance Report Section under the heading "Remuneration paid to Directors under Nomination and remuneration Section".

Save and except Mrs. Anita Nyati and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice. Mrs. Anita Nyati is related to Mr. Sunil Nyati, Chairman & MD and Mr. Parth Nyati, Additional Director as well as Whole Time Director of the Company.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

Item No. 6:- Appointment of Mr. Parth Nyati (DIN: 02583324) as an Additional Director as well as Whole Time Director of the Company and Payment of Remuneration

Mr. Parth Nyati is an entrepreneur and an engineer with a desire for cultural and social development. An ardent learner, he completed his B. Tech from IIT Delhi. He started his career with a US-based software company Sum Total Systems as an engineer. He has over 10 years of in-depth experience in technology and finance. He later joined Swastika Investment Limited as a Chief Financial Officer from 12th August 2014 to 15th February, 2021 after this he has been holding the position of Chief Technology Officer of the Company.

Looking to his total devotion and resultant progress made by the Company the Board of Directors of the Company in their meeting held on 6th June, 2024 approved the appointment of Mr. Parth Nyati as an Additional Director as well as whole time Director on the Board of the Company with effect from 6th June, 2024 in accordance with the provisions contained in Section 149, 152, 161, 196, 197 and 198 read with Section 203 of the Companies Act, 2013 and schedule V of the Companies Act 2013 and that Mr. Parth Nyati shall hold office up to the date of the Annual General Meeting and shall be eligible for election subject to the approval of the shareholders at the forthcoming Annual General meeting. Further Notice has been received from member signifying his intention to propose appointment of Mr. Parth Nyati as Whole-time Director of the Company. Board of Directors feels that his continuation on the Board will be highly beneficial to the company and recommends the adoption of resolution proposed under this item.

This statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. Accordingly, it is proposed to appoint him as Whole Time Director w.e.f. 6th June, 2024 on remuneration as mentioned in Item No.6 of notice for which Nomination and 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. The brief resume of Mr. Parth Nyati is annexed with this notice.

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, SEBI registered category-I Merchant Banker, SEBI registered Investment advisor and SEBI registered Portfolio Manager |
| 2 Date or expected date of commencement of commercial production | The company is not engaged in any manufacturing activities and is engaged in Stock broking activities since incorporation, hence date of commencement of commercial production not applicable. |
| 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 lakhs |

| Financial Year | Revenue from operations | Profit/(loss) before Tax | Profit /(loss) after Tax |
|----------------|-------------------------|--------------------------|--------------------------|
| 2022-2023 | 8546.11 | 798.62 | 593.86 |
| 2021-2022 | 7672.83 | 1150.77 | 855.90 |
| 2020-2021* | 7126.15 | 1260.01 | 1008.84 |

The financial information of the Company for the year ended March 31, 2021 have been restated to give effect to the Scheme of Amalgamation ("the Scheme") of Swastika Commodities Private Limited with the Swastika Investmart Limited,

| | |
|---|---|
| 5 Foreign investments or collaborations, if any | The company has no foreign investments or foreign collaborations. The company has not made any foreign investments or has any collaboration overseas. |
|---|---|

II. Information about the appointee:

| | |
|---|---|
| 1 Background details | Mr. Parth Nyati is an entrepreneur and an engineer with a desire for cultural and social development. Mr. Parth Nyati is one of the promoter group member of the Company. An ardent learner, he completed his B.Tech from IIT Delhi. He has more than 10 years of in-depth experience in technology and finance. |
| 2 Past remuneration | ₹ 4.25 Lakhs per month (Rupees Four Lakhs Twenty Five Thousand only) in capacity as a Chief Technology Officer |
| 3 Recognition or awards | None |
| 4 Job profile and his suitability | Mr. Parth Nyati has been designated for looking all technology updations in the Company and developing, implementing new trading technologies to make trading a seamless. The Company has made enormous progress under his guidance. In view of his vast experience, his appointment would be in the best interests of the Company. |
| 5 Remuneration proposed | No Change |
| 6 Comparative remuneration profile with respect to industry, size of the company, profile of the position and person. | Taking into consideration the size of the Company, the profile of Mr. Parth Nyati, the responsibilities to be shouldered by him and the industry benchmarks, the remuneration proposed to be paid to him is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies. |

| | |
|--|---|
| 7 Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | Mr. Sunil Nyati (Chairman & Managing Director) and Mrs. Anita Nyati (Whole Time Director) are parents of Mr. Parth Nyati. Except this he 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 - |
| 2 Steps taken or proposed to be taken for improvement | The Company has initiated various steps to improve its operational performance/liquidity, increasing number of branches, starting new avenues to increase turnover and 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, NSE, MCX and NCDEX; Started new area of Merchant banking business; Increase the Volume of DP operations. |

The information and Disclosures of the remuneration package of all Directors have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading "Remuneration paid to Directors under Nomination and remuneration Section.

Save and except Mr. Parth Nyati and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice. Mr. Parth Nyati is related to Mr. Sunil Nyati, Chairman & MD and Mrs. Anita Nyati, Whole Time Director of the Company.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the Members.

Item No. 7- Appointment of Mr. Gyan Chand Jain (DIN: 05124184) as a Non Executive Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on 6th June, 2024, has appointed Mr. Gyan Chand Jain (DIN: 05124184) as an Additional Director under the category of Non Executive Independent Director of the Company, not liable to retire by rotation, for a term of five years i.e. from 6th June, 2024 up to 5th June, 2029 subject to the approval of the Members in ensuing Annual General Meeting.

According to the provision of Section 161(1) of the Companies Act, 2013 ('the Act'), Mr. Gyan Chand Jain (DIN: 05124184) shall hold office as an Additional Director till the date of the next annual general meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier.

However, pursuant to the provisions of Regulation 17(1C) read with Regulation 25 (2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain approval of shareholders by way of special resolution for appointment of a person as an Independent Director on the Board of Directors at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Gyan Chand Jain (DIN: 05124148) are provided as Annexure to this Notice. Mr. Gyan Chand Jain (DIN: 05124148) has given his declaration to the Board that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director, he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is not restrained from acting as a Non Executive Independent Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Non Executive Independent Director in terms of Section 164 of the Act. In the opinion of the Board, Mr. Gyan Chand Jain (DIN: 05124148) is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as a Non Executive Independent Director and he is independent of the management. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Mr. Jain has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further Mr. Jain

has confirmed that, he had not been a partner of a firm that had transactions during last three financial years with Company or its subsidiaries amounting to ten percent or more of its gross turnover.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, a copy of the draft appointment letter in relation to appointment of Mr. Gyan Chand Jain (DIN: 05124148) as a Non-executive Independent Director setting out the terms and conditions of the appointment would be available for inspection by the Members, by writing an email to the Company at info@swastika.co.in.

Further, with effect from 1 January 2022, as per regulation 25(2A) of the SEBI Listing Regulations, appointment or the re-appointment of an independent director shall be subject to approval of shareholders by way of a special resolution. Mr. Gyan Chand Jain (DIN: 05124148) fulfils the requirement of an independent director as laid down under section 149(6) of the Act and regulation 16 and 25 of the SEBI Listing Regulations.

The Board of Directors, based on the recommendation of the NRC considers and taken on record the declarations submitted by him after undertaking due veracity of the same and is of the opinion that Mr. Jain possesses requisite skills, experience and knowledge relevant to the Company's business and it would be beneficial to have his association with the Company as an Independent Director of the company in compliance with the provisions of Section 149 read with schedule IV to the Act and Regulation 17 of the SEBI Listing Regulations and the approval of the members is sought for the appointment of Mr. Jain as an Independent Director of the Company, as proposed in the resolution for approval by the members as a Special Resolution.

A brief profile of Mr. Jain and other requisite details, pursuant to the provisions of the Regulation 36 of SEBI LODR Regulations read with the secretarial Standard on General Meetings ("SS-2"), issued by the Institute of company secretaries of India are mentioned in this statement and/or annexed to this notice.

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

Item No. 8:- Approval for Loan, Guarantee or Investments in excess of the prescribed limits under Section 186 of the Companies Act, 2013

Pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors of a Company can give any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, beyond the maximum permissible limit under Section 186 of the Companies Act, 2013 i.e. 60% of paid up share capital, free reserves and Securities Premium account or 100% of its free reserves and Securities Premium account whichever is more, provided that if special resolution has been passed by the shareholders of the Company to that effect.

Keeping in view the future plans of the Company and to fulfill long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on 6th June, 2024 has, subject to the approval of shareholders of the Company, has proposed for setting up limit upto an aggregate amount of ₹ 100 Crores and to give powers to the Board of Directors or any duly constituted committee thereof to that effect under Section 186 of the Companies Act, 2013.

The loan(s), guarantee(s), security (ies) and investment(s), as the case may be, shall be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 8 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

**By order of the Board of Directors
For Swastika Investmart Limited**

Date: 6th June, 2024

Place: Indore

**Shikha Bansal
Company Secretary
M.No.ACS-36520**

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

| Name of Director | Mr. Sunil Nyati | Mrs. Anita Nyati | Mr. Parth Nyati | Mr. Gyan Chand Jain |
|--|--|--|---|--|
| DIN | 00015963 | 01454595 | 02583324 | 05124184 |
| Date of Birth & Age | 02 nd February, 1962, 62 years | 07 th December, 1965, 58 years | 18 th September, 1989, 34 years | 02 nd October, 1959, 64 years |
| Date of first Appointment on Board | 03 rd June, 1992 | 20 th August, 2008 | 6 th June, 2024 | 6 th June, 2024 |
| Nature of Expertise/ Experience in specific functional areas | 38 years' experience in Finance & Administration and Securities Market | 36 years' experience in Management, Finance & Securities Market | 10 years of in-depth experience in technology and finance | 40 years' experience in operation, projects and management. |
| Qualification | Bachelor of science and Master in Business Administration (MBA) | Master in Business Administration (MBA) | B. Tech (IIT Delhi) | Chemical Engineer with P.G. diploma in Management |
| Terms and conditions of appointment | Proposed to be re-appointed as Chairman and Managing Director, on terms of the applicable provisions of the Companies Act and the SEBI Listing Regulations for a period of 3 years w.e.f. 15 th June, 2024 to 14 th June, 2027 subject to the approval of the shareholders by way of a special resolution. | Proposed to be re-appointed as Whole Time Director, on terms of the applicable provisions of the Companies Act and the SEBI Listing Regulations for a period of 3 years w.e.f. 01 st June, 2024 to 31 st May, 2027 subject to the approval of the shareholders by way of a special resolution. | Appointed as an Additional Director by Board in their Meeting held on 6 th June, 2024 and proposed to be appointed as Whole Time Director, on terms of the applicable provisions of the Companies Act and the SEBI Listing Regulations for a period of 3 years w.e.f. 6 th June, 2024 to 5 th June, 2027 subject to the approval of the shareholders by way of a special resolution. | Proposed to be appointed as an Independent Director, in terms of the applicable provisions of the Companies Act and the SEBI Listing Regulations for a period of 5 years w.e.f. 6 th June, 2024 to 5 th June, 2029 subject to the approval of the shareholders by way of a special resolution. |
| No. & % of Equity Shares held in the Company including shareholding as a beneficial owner | 499598 (16.88%) {Including 31200 (1.05%) shareholding as a Significant Beneficial Owner} | 398000 (13.45%) Not hold any share as a Beneficial Owner | 487000 (16.45%) Not hold any share as a Beneficial Owner | 800 (0.03%) Not hold any share as a Beneficial Owner |
| List of outside Company's directorship held | 1. Swastika Fin-Mart Private Limited 2. Swastika Investmart (IFSC) Private Limited 3. Swastika Insurance Broking Services Limited 4. Nyati Holdings Private Limited 5. Webricks Innovations Private Limited 6. Telexi Solutions Private Limited | 1. Swastika Fin-Mart Private Limited 2. Swastika Investmart (IFSC) Private Limited 3. Swastika Insurance Broking Services Limited 4. Nyati Holdings Private Limited | 1. Swastika Investmart (IFSC) Private Limited 2. Swastika Insurance Broking Services Limited 3. Webricks Innovations Private Limited 4. Telexi Solutions Private Limited | Swarnim Gujarat Fluorspar Private Limited |
| List of Companies in which resigned in the past three years | Nil | Nil | Nil | 1. Navin Fluorine Advanced Sciences Limited w.e.f. 6 th of May 2024 |
| Chairman / Member of the Committees of the Board of Directors of the Company | Nil | Nil | Nil | Nil |
| Details of remuneration sought to be paid and the remuneration last drawn by such person including sitting fees paid | Remuneration sought to be paid ₹ 6.00 Lakhs p.m. but it has already been paid for the same remuneration in earlier tenure as Managing Director. | Remuneration sought to be paid ₹ 4.00 Lakhs p.m. and it has already been paid ₹ 3.00 Lakhs p.m. for earlier tenure as Whole Time Director. | Remuneration sought to be paid ₹ 4.25 Lakhs p.m. and it has already been paid the same remuneration as a Chief Technology Officer for earlier years. | Nil |

| | | | | |
|---|--|--|---|---|
| Chairman / Member of the Committees of the Board Directors of other Companies in which he/ she is director | Nil | Nil | Nil | Nil |
| Chairman / Member of the Committees of the Board Directors of other Companies in which he/ she resigned in the past three years | Nil | Nil | Nil | Nil |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the company | Mr. Sunil Nyati, Chairman & Managing Director of the Company is husband of Mrs. Anita Nyati Whole Time Director and father of Mr. Parth Nyati, Additional Director as well as proposed Whole Time Director of the Company except this there is no other relationship with any other Director | Mr. Sunil Nyati, Chairman & Managing Director of the Company is husband of Mrs. Anita Nyati and Mr. Parth Nyati, Additional Director and proposed Whole Time Director of the Company is son of Mrs. Anita Nyati except this there is no other relationship with any other Director | Mr. Sunil Nyati, Chairman & Managing Director and Mrs. Anita Nyati, Whole Time Director of the Company are Parents of Mr. Parth Nyati, except this there is no other relationship with any other Director | None |
| Number of Meetings of Board attended during the year | During the year 1st April, 2023 to 31st March, 2024, 7 (seven) Board Meetings of the Company were held, and Mr. Sunil Nyati had attended all Meetings. | During the year 1st April, 2023 to 31st March, 2024, 7(seven) Board Meetings of the Company were held, and Mrs. Anita Nyati had attended all Meetings. | Not applicable as he was appointed during the current financial year 2024-25 | Not applicable as he was appointed during the current financial year 2024-25 |
| In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements | Not applicable | Not applicable | Not Applicable | The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment, and Removal of Directors. Further, the Board has a defined list of core skills / expertise / competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Gyan Chand Jain and concluded that he possess the relevant skill and capabilities to discharge the role of Independent Director. |

By order of the Board of Directors
For Swastika Investmart Limited

Date: 6th June, 2024
Place: Indore

Shikha Bansal
Company Secretary
M.No.ACS-36520