

## Notice of the 33<sup>rd</sup> Annual General Meeting

**NOTICE** is hereby given that the 33<sup>rd</sup> Annual General Meeting (AGM) of the Members of **SWASTIKA INVESTMART LIMITED** will be held on Friday, 27<sup>th</sup> day of June, 2025 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:-

- (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 31<sup>st</sup> March, 2025**

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 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 31<sup>st</sup> March, 2025**

**"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 together with the Reports of the Auditors thereon, as circulated to the members, be considered and adopted."

- To declare a final dividend of ₹ 0.60/- (30%) per fully paid up equity share on face value ₹ 2/- each for the financial year ended 31<sup>st</sup> March, 2025**

**"RESOLVED THAT** a Dividend of ₹ 0.60/- (30%) per fully paid Equity Share of the face value of ₹ 2/- each for the financial year ended 31<sup>st</sup> March, 2025 on Equity Shares of the Company 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 31<sup>st</sup> March, 2025 to those persons whose names appear on the Register of Members as on June 20, 2025."

- To appoint a Director in place of Mr. Parth Nyati (DIN: 02583324) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself 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, Mr. Parth Nyati (DIN: 02583324), who is liable to retire by rotation at this Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

### Special Businesses:-

- To appoint L. N. Joshi & Co., Practicing Company Secretaries as the Secretarial Auditor of the Company and fix their remuneration**

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

**"RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations, 2015') read with Circulars issued thereunder from time to time and other applicable provisions as amended time to time (including any Statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors, L. N. Joshi & Co., Practicing Company Secretaries, Indore (Certificate of Practice No. 4216 and Peer Review Certificate No.: 1722/2022), be and are hereby appointed as Secretarial Auditors of the Company for a term of five consecutive years commencing from financial year 2025-2026 till financial year 2029-2030 to undertake secretarial audit as required under the Act and SEBI Listing Regulations and issue the necessary secretarial audit report for the aforesaid period on such remuneration, as may be approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, which the Secretarial Auditors may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**5. Revision in remuneration of Mr. Devashish Nyati, Chief Technology Officer of the Company, relative of Directors, holding office or place of profit**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 (the "Act") and any other applicable provisions of the Act, if any, read with Rule 15 Companies (Meetings of Board and its powers) Rules, 2014 including any statutory modification(s) or re-enactments thereof for the time being in force and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on recommendation and approval of the Nomination and Remuneration and Audit Committee and Board of Directors, the consent of the members of the Company be and is hereby accorded to revise the monthly remuneration payable to Mr. Devashish Nyati, Chief Technology Officer of the Company, who is a related party holding an office or place of profit from ₹ 3.50 Lakhs (Rupees Three Lakhs Fifty Thousand only) to ₹ 4.00 Lakhs (Rupees Four Lakhs only) per month, with effect from the date of approval of this resolution by the members, on such terms and conditions and with such benefits as set out in the explanatory statement annexed here to.

**FURTHER RESOLVED 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) have liberty and authority to alter and vary the terms and conditions of the remuneration, as per the Company's policy, as mentioned in the explanatory statement and also 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."

**6. Confirmation of appointment of Mr. Parth Nyati (DIN: 02583324) as Chief Executive Officer in addition to his role as Whole-Time Director and Revision 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 203 of the Companies Act, 2013, read with applicable rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws and approvals as may be required and based on the recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company, the consent of the members be and is hereby accorded for confirmation to designate Mr. Parth Nyati, Whole-Time Director of the Company, as the Chief Executive Officer (CEO) of the Company with effect from 1<sup>st</sup> February, 2025, and he will continue to hold the position of Whole Time Director till 05<sup>th</sup> June, 2027 pursuant to resolution passed by the Board of the Directors on 06<sup>th</sup> June, 2024 and subsequently approved by members of the Company in their Annual General Meeting held on 09<sup>th</sup> July, 2024 by way special resolution.

**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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and approval from any other

authority, if required and on the basis of recommendation of Nomination and Remuneration & Audit Committee and Board of Director, the approval of members be and is hereby accorded to revise the remuneration of Mr. Parth Nyati (DIN: 02583324), CEO and Whole Time Director of the Company (who was appointed as Whole Time Director in Annual General Meeting held on 9th July, 2024 for the period of three years with effect from 6<sup>th</sup> June, 2024 to 5<sup>th</sup> June, 2027) with effect from 01<sup>st</sup> Day of May, 2025 on the following terms, conditions, salary, commission and perquisites:

**a) Salary:** ₹ 5.00 Lakhs per month (Rupees Five Lakhs only).

**b) Perquisites:** In addition to the above salary Mr. Parth Nyati (DIN: 02583324), CEO & 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**, not with standing any thing 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. To approve 'Swastika Investmart Limited - Employee Stock Option Scheme 2025 ('Swastika ESOS- 2025')

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

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other relevant Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 read with all circulars and notifications issued thereunder ('SBEB&SE Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the circulars/guidelines issued by the Securities and Exchange Board of India ("SEBI") (Collectively 'SEBI Regulations'), the Memorandum & Articles of Association of the Company and all other applicable regulations, rules and circulars/guidelines in force, from time to time (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions, as may be necessary and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the Members of the Company be and are hereby accorded to the introduction and implementation of **Swastika Investmart Limited-Employee Stock Option Scheme 2025 ('Swastika ESOS - 2025')** (hereinafter referred as "Scheme") and to authorize the Board of Director (hereinafter referred to as the "Board" which term shall be deemed to include any duly constituted Committee thereof, including the Nomination and Remuneration Committee or any other Committee which the Board may constitute/designate to act as the 'Compensation Committee' under the SEBI SBEB & SE Regulations or their delegated authority and to exercise its powers, including the powers, conferred by this resolution) to create, offer, grant and issue from time to time, in one or more tranches, not exceeding 3,10,000 (Three Lakhs Ten Thousand) employee stock options (Stock Options) under Swastika ESOS - 2025, exercisable into equivalent number of equity shares of face value of ₹ 2/- (Rupees Two Only) each fully paid-up of the Company, for the benefit of the present or future eligible employees of the Company, exclusively working in India or outside [other than employee who is a promoter or a person belonging to the promoter group of the Company, Independent Directors and Director(s) who either himself or through his relative or through any body corporate, holding directly or indirectly more than 10% of the outstanding equity shares of the Company], as defined in the

explanatory statement annexed to the notice convening this meeting, of the Company, selected on the basis of criteria decided by the Board/ Committee under the Swastika ESOS-2025.

**RESOLVED FURTHER THAT** the ESOS shall be administered by the Board or Nomination and Remuneration Committee of the Company who shall have all necessary powers as defined in the Scheme in pursuance of the SEBI (SBEB & SE) Regulations for the purpose of administration and superintendence of the Scheme which shall implemented through direct route.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee be designated as the Compensation Committee (here in after collectively referred to as "Committee") in accordance with Regulation 5) of the SBEB & SE Regulations for the purposes of administration of Swastika ESOS-2025.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to formulate, evolve, decide upon and implement the Swastika ESOS-2025 on the terms and conditions contained therein and stated in the explanatory statement annexed hereto including instances, where such Stock Options shall lapse, get cancelled or expire and to grant such number of Stock Options, to such employees and Directors of the Company, at such price, at such time and on such terms and conditions as set out in the Swastika ESOS-2025 and as the Board may in its absolute discretion think fit, subject to SEBI Regulations and other applicable laws and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in terms and conditions of the Swastika ESOS-2025 from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, withdraw or revive the Swastika ESOS-2025, as the Board may, in its absolute discretion, think fit, subject to SEBI Regulations and other applicable laws.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other reorganization of capital structure of the Company, as the case may be, the number of Stock Options and/or the shares to be allotted upon exercise of Stock Options, the issue/ exercise price shall be reasonably adjusted in accordance with the provisions of the Swastika ESOS-2025, the SEBI Regulations and other applicable laws.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be allotted and the price of acquisition payable by the grantees under the Swastika ESOS-2025 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share and shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted Options under the Swastika ESOS-2025 and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

**RESOLVED FURTHER THAT** the equity shares so issued and allotted as mentioned herein before shall rank pari-passu with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SBEB&SE Regulations, SEBI (LODR) Regulations, 2015 and any other applicable laws and regulations to the extent relevant and applicable to the Swastika ESOS-2025.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the Swastika ESOS-2025 on the stock exchange where the equity shares of the Company are listed in due compliance with SBEB & SE Regulations, SEBI (LODR) Regulations, 2015 and other applicable laws.

**RESOLVED FURTHER THAT** the Swastika ESOS-2025 may also envisage provisions for providing financial assistance to the Eligible Employees to enable them to acquire, purchase or subscribe to the said Securities of the Company in accordance with the provisions of the Act/ SBEB & SE Regulations/ SEBI (LODR) Regulations, 2015.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make any variation, amendment, modification or alteration in the Swastika ESOS-2025, as it may deem fit, from time to time in its absolute discretion, subject to and in conformity with the provisions of the Act, the SEBI Regulations and other applicable laws, unless such variation, amendment, modification or alteration is detrimental to the interest of the Employees, who have been granted Stock Options.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and to make applications to

the appropriate authorities, for their requisite approvals including the appointment of or authorizing or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, merchant bankers, valuers, consultants or representatives, being incidental to the effective implementation and administration of the Swastika ESOS-2025, as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the shareholders of the Company to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of Swastika ESOS-2025 and to take all such steps and do all such acts as may be incidental or ancillary there to."

**8. To grant Employee Stock Options equal to or more than 1% of the issued capital of the Company to the identified employees under "Swastika Investmart Limited-Employee Stock Option Scheme ("Swastika ESOS 2025") 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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other the relevant Rules made thereunder, Regulation 6(3)(d) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 read with all circulars and notifications issued thereunder ('SBEB & SE Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the circulars/guidelines issued by the Securities and Exchange Board of India ("SEBI") (Collectively 'SEBI Regulations'), the Memorandum & Articles of Association of the Company and all other applicable regulations, rules and circulars/guidelines in force, from time to time (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions, as may be necessary and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the Members of the Company be and are hereby accorded to Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any duly constituted Committee thereof, including the Nomination and Remuneration Committee or any other Committee which the Board may constitute/ designate to act as the 'Compensation Committee' under the SEBI SBEB & SE Regulations or their delegated authority and to exercise its powers, including the powers, conferred by this resolution), to create, grant, offer, issue and allot from time to time, in one or more tranches, such number of Employee Stock Options ("Options") to identified employees, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

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

**Date: 30<sup>th</sup> April, 2025  
Place: Indore**

**Shikha Agrawal  
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, Circular No. 09/2023 dated 25th September, 2023 followed by Circular No. 09/2024 dated 19th September, 2024 (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, circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 and followed by SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (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 33<sup>rd</sup> 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 33<sup>rd</sup> 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 31<sup>st</sup> March, 2025 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. Further as per amended Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter which providing the weblink including the exact path, where complete details of Annual Report are available, will be sent by the Registrar and Share Transfer of the Company to those shareholders who have not registered their email address(es), at their address registered with the Company.  
  
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 23<sup>rd</sup> May, 2025 being the cut-off date for sending soft copy of the Notice of 33<sup>rd</sup> AGM and Annual Report for the financial year 2024-25, may access the same from Company's website at [www.swastika.co.in](http://www.swastika.co.in), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL [www.evotingindia.com](http://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 33<sup>rd</sup> 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](mailto:Injoshics@gmail.com) with a copy marked to the Company at [info@swastika.co.in](mailto:info@swastika.co.in).
7. The Statement as required under Section 102 of the Act setting out material facts concerning the business with respect to Item Nos. 4 to 8 forms part of this Notice is annexed here to.

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.

8. In terms of the Article of Association of the Company read with Section 152(6) of the Companies Act 2013, Mr. Parth Nyati (DIN: 02583324) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment. Although he is CEO & Whole Time Director his term is fixed and shall not break due to this retirement. The Board of the Directors of the Company recommends his re-appointment.
9. 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 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 re-appointment.
10. 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 Friday 20<sup>th</sup> June, 2025 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 Friday 20<sup>th</sup> June, 2025.

The Company has fixed Friday 20<sup>th</sup> June, 2025 as the 'Record Date' for determining the entitlements of Members to Dividend for the financial year ended 31<sup>st</sup> March 2025, 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 along with 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 and SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024) 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.

11. **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 1<sup>st</sup> 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).
12. **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 ₹ 0.78 Lakhs being unclaimed/unpaid dividend of the Company for the financial year ended 31<sup>st</sup> March, 2017 was transferred on 11<sup>th</sup> November, 2024 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 2017-18 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 here under:

Financial Year ended	Date of Declaration of Dividend	Last date for Claiming unpaid/unclaimed
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
2023-24	09.07.2024	14.08.2031

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 31<sup>st</sup> March, 2025 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 [www.iepf.gov.in](http://www.iepf.gov.in).

13. 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.
14. 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.
15. 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, SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 and as amended by SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024.
16. 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](http://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.
17. 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 16<sup>th</sup> March, 2023 in supersession of earlier circular dated 3<sup>rd</sup> November, 2021, read with clarification dated 14<sup>th</sup> 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.

18. 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.
19. 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.
20. SEBI vide Circular no. SEBI/HO/OIAE/ OIAE\_IAD-1/P/CIR/2023/131 dated 31 July 2023 (updated as on August 04, 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Shareholders are requested to take note of the same. The aforesaid SEBI Circular can be viewed on the following link [https://www.sebi.gov.in/legal/circulars/jul-2023/online-resolution-of-disputes-in-the-indian-securities-market\\_74794.html](https://www.sebi.gov.in/legal/circulars/jul-2023/online-resolution-of-disputes-in-the-indian-securities-market_74794.html).
21. 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.
22. 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.
23. 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.
24. 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](mailto:info@swastika.co.in).
25. Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares and unclaimed dividend at Ankit Consultancy Private Limited, 60 Pardeshipura, Electronic Complex, Indore (M.P.). Email: [investor@ankitonline.com](mailto:investor@ankitonline.com).

26. **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.
27. **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](http://www.evotingindia.com) using the login credentials.
28. 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.
29. 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 20<sup>th</sup> June, 2025, being the cut-off date.
30. A person who is not a Member as on Friday 20<sup>th</sup> June, 2025 should treat this Notice for information purposes only.
31. 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. Friday 20<sup>th</sup> June, 2025 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.
32. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company - [www.swastika.co.in](http://www.swastika.co.in) as soon as possible after the Meeting is over.
33. 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.
34. 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.
35. **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 Tuesday, 24<sup>th</sup> June, 2025 from 9.00 a.m. and ends on Thursday, 26<sup>th</sup> June, 2025 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20<sup>th</sup> June, 2025, 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, there by, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi Tab.</li> <li>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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in Demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. 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 &amp; voting during the meeting.</li> </ol>

- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select "Register Online for IDeAS "Portal or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.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 (DP)**

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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 2109911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL Helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or 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](http://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](http://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:

<b>For physical shareholders and other than individual shareholders holding shares in Demat.</b>	
<b>PAN</b>	<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"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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.</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the 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](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) 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 mandatory 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.
36. **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.
37. **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.
38. **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](http://www.swastika.co.in) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchange.
- D. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Friday, 27<sup>th</sup> June, 2025 subject to receipt of the requisite number of votes in favour of the Resolutions.
39. 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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21099 11.
40. 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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 099 11.

**Date: 30<sup>th</sup> April, 2025**  
**Place: Indore**

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

**Shikha Agrawal**  
**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 30<sup>th</sup> April, 2025**

**ITEM NO. 4:- To appoint L. N. Joshi & Co., Practicing Company Secretaries as the Secretarial Auditors of the Company and fix their remuneration**

Pursuant to Section 204 of the Companies Act, 2013 ('the Act') the Company has to annex to its Board's Report a Secretarial Audit Report given by a practicing company secretary in the format as may be prescribed. Rule 9 of the Companies (Appointment and Remuneration) Rules 2014 prescribed Form MR-3 for the said Secretarial Audit Report. Further, Section 179 of the Act read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 provide that the appointment of Secretarial Auditor shall be made by the Board at the meeting of the Board.

However, SEBI vide its notification dated 12<sup>th</sup> December, 2024 amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (the Listing Regulations). The Amended regulation read with the SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31<sup>st</sup> December, 2024 (the SEBI Circular) have inter-alia prescribed the term of appointment/re-appointment, eligibility, qualifications and disqualifications of Secretarial Auditor of a Listed Company.

As per the amended Regulation 24A of the Listing Regulations, the Company and its material unlisted subsidiary company incorporated in India is required to undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and annex a Secretarial Audit Report in such form as specified by SEBI, with the annual report of the Company.

Pursuant to the amended Regulation 24A of the Listing Regulations, w.e.f. 01<sup>st</sup> April, 2025, every Listed Company on the recommendation of the Board of Directors shall appoint or re-appoint :-

- (i) an Individual as Secretarial Auditor for not more than one term of five consecutive years or
- (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years with the approval of its shareholders in its Annual General Meeting.

In accordance with the above, the Board of Directors at its meeting held on April 30, 2025, on the recommendation of Audit Committee, considered, approved and recommended to the shareholders of the Company for their approval, the appointment of L. N. Joshi & Co., Practicing Company Secretaries (Certificate of Practice No. 4216 and Peer Review Certificate No.: 1722/2022) as the Secretarial Auditors of the Company for period of five consecutive years commencing from Financial Year 2025-2026 till financial year 2029- 2030 to undertake secretarial audit report for aforesaid period.

L.N. Joshi & Co. have consented to the said appointment and confirmed that their appointment, if made, would be within the limit specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the SEBI Circular.

Disclosure pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

Proposed Fees Payable to Secretarial Auditor	₹ 1.00 Lakhs (Rupees One Lakhs only) plus applicable tax and Reimbursement of out of pocket expenses if any for financial year 2025-26. The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and Board of the Directors of the Company.
Terms of Appointment	5 Consecutive Years i.e. from the financial year 2025-26 to financial year 2029-30.
Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	Not Applicable
Basis of Recommendation of Appointment	Detailed explanation is given in item no. 4 of statement under Section 102 of the Companies Act, 2013, further based on the recommendation of the Audit Committee, the Board re-recommends the Ordinary Resolution for appointment of Secretarial auditor.

Details in relation to and credentials of the secretarial auditor proposed to be appointed

L.N. Joshi & Co., a firm of Company Secretaries was established in July, 2001 by Mr. L.N. Joshi, aged 48 years, Mr. L.N. Joshi is Master of Commerce (M.Com), Law Graduate and fellow member of Institute of Company Secretaries of India and also registered as an Insolvency Professional. He has wide and extensive experience of over 24 years in Corporate Laws, Listing Regulation, RBI, SEBI, Depository Law, Insolvency and Bankruptcy code etc.

He possesses wide spectrum exposure and rich experience in all the spheres of corporate secretarial and legal matters.

#### Other disclosures

No order has been passed by ICSI/SEBI/MCA/any other competent authority/Court, both in India or outside India, in past 5 years against the proposed secretarial auditor.

L. N. Joshi & Co. did not have any business association with the Company, its holding or subsidiary companies or any of the Promoter or Promoter Group entities during the last three financial years.

The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

Therefore, Board recommends the resolution set out at Item No. 4 of the Notice for approval by the Members by way of an Ordinary Resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

#### **ITEM NO. 5:- Revision in remuneration of Mr. Devashish Nyati, Chief Technology Officer of the Company, relative of Directors, holding office or place of profit**

Mr. Devashish Nyati is a highly accomplished engineer with extensive experience at leading global technology companies, including Google and Oracle. He holds a Master's degree in Software Engineering from San Jose State University, USA, and specializes in software engineering, cloud infrastructure, and large-scale system optimization, including contributions to OCI scaling and enterprise cloud deployments. His strong technical expertise, combined with his ability to resolve critical technology challenges and drive digital transformation, makes him a valuable asset to any organization.

Mr. Devashish Nyati is serving as the Co-Chief Technology Officer (CTO) of the Company w.e.f. 1st November, 2023 and further re-designated as Chief Technology Officer, w.e.f. 6<sup>th</sup> June, 2024. He given significant contributions to the Company's technological advancements, operational efficiency, and digital transformation. Looking into his devotion towards his duties, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and the Audit Committee, has approved a revision in his monthly remuneration from ₹ 3.50 Lakhs (Rupees Three Lakhs Fifty Thousand only) to ₹ 4.00 Lakhs (Rupees Four Lakhs only) and other benefits as mentioned in "Monetary Value" below subject to the approval of the members by way of an Ordinary Resolution.

Mr. Devashish Nyati is a related party as per the provisions of Section 2(76) of the Companies Act, 2013, being the son of Mr. Sunil Nyati, Chairman & Managing Director, and Mrs. Anita Nyati, Whole-Time Director, and the brother of Mr. Parth Nyati, CEO & Whole-Time Director of the Company. He holds an office or place of profit in the Company in terms of Section 188(1)(f) of the Companies Act, 2013.

As per the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the appointment of a related party to any office or place of profit in the Company carrying a monthly remuneration exceeding the prescribed threshold requires approval of the members by way of an Ordinary Resolution.

Although the proposed remuneration is in the ordinary course of business and on an arm's length basis, and thus technically exempt under Section 188(1), the Company is seeking shareholder approval as a matter of abundant caution.

Furthermore, given the quantum of remuneration, the transaction does not fall within the scope of a material related party transaction as defined under Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The revised remuneration is considered to be in line with the industry standards and commensurate with Mr. Nyati's experience, qualifications, and responsibilities handled by him in the Company.

Other terms and conditions of his appointment and remuneration shall remain unchanged and are in accordance with the Company's policy on appointment and remuneration of senior management personnel.

Information required to placed before the members pursuant to Rule 15 of the Companies (Meetings of the Board and its Powers) Rules, 2014 read with circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 regarding proposed transaction between related party and

Company are as follows:

S.N.	Description	Details
1.	Details of summary of information provided Committee by the Management of the Company to the Audit	
a.	Name of the related party and its relationship with the Swastika Investmart Limited or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mr. Devashish Nyati is related party and a Chief Technology Officer of the Company holding office or place of Profit in the Company by virtue of Section 188 of Companies Act, 2013.
b.	Tenure of Proposed Transaction	Up to the date of holding office
c.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Devashish Nyati is son of Mr. Sunil Nyati, Chairman & Managing Director and Mrs. Anita Nyati, Whole Time Director and brother of Mr. Parth Nyati, CEO & Whole Time Director
d.	Nature, material terms, monetary value and particulars of contracts or arrangement	<ol style="list-style-type: none"> <li>1. Nature &amp; Material Terms: Mr. Devashish Nyati is holding position of "Chief Technology Officer" of Company and a related party, approval of the members of the Company is sought for revision in payment of remuneration exceeding the limits provided under Section 188 of the Companies Act, 2013 and Rules made there under.</li> <li>2. Monetary Value: <ol style="list-style-type: none"> <li>A. Remuneration: ₹ 4.00 Lakhs (Rupees Four Lakhs Only) per month by way of salary/allowance/perquisites. The remuneration, if approved by members of the Company, shall be effective from the date of passing of resolution by members of the Company, with liberty and authority to the Audit Committee &amp; Board to approve increment, as per Company's policy.</li> <li>B. Reimbursements: All the expenses incurred on travelling, boarding, lodging etc. while performing the duties for and on behalf of the Company shall be reimbursed on actual basis.</li> <li>C. Facilities: Requisite office facilities, medical insurance, LTA, communication facilities and other benefits as per the Company's policy.</li> </ol> </li> </ol>
e.	Value of Transaction	Remuneration not exceeding ₹ 4.00 Lakhs per month.
f.	Percentage of annual consolidated turnover of Swastika Investmart Limited considering FY 2024-25 as the immediately preceding financial year, that is represented by the value of the proposed transaction	Not applicable since no material related party transaction is to be executed by company with related party.
g.	Fora RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided	Not Applicable
2.	Justification for the transaction is in the interest of the Company.	Please refer to " <b>Background, details and benefits of the transaction</b> " which forms part of the explanatory statement to the Item No. 5.
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	(i) details of the source of funds in connection with the proposed	Not Applicable

	transaction	
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Not Applicable
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable
5.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	Not Applicable
6.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not Applicable
7.	Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

Accordingly, on the basis of review and approval of the Nomination and Remuneration Committee, Audit Committee, the Board of Directors recommends the ordinary resolution contained in Item No. 5 of the accompanying Notice to the shareholders for approval.

Save and except Mr. Sunil Nyati, Chairman & Managing Director and Mrs. Anita Nyati, Whole Time Directors, Mr. Parth Nyati, CEO & Whole Time Director and their relatives to the extent of their shareholding interest, if any in the Company, none of the Directors and Key Managerial Personnel of the Company or their relatives, are concerned or interested in the proposed Resolution.

#### **ITEM NO. 6:- Confirmation of Appointment of Mr. Parth Nyati (DIN: 02583324) as Chief Executive Officer in addition to his role as Whole-Time Director and Revision of Remuneration**

Mr. Parth Nyati, an accomplished entrepreneur and engineer, holds a B.Tech degree from IIT Delhi. He began his career as an engineer with the U.S.-based software company Sum Total Systems and has accumulated over 10 years of experience in the fields of technology and finance. He joined Swastika Investmart Limited as Chief Financial Officer from 12<sup>th</sup> August 2014 to 15<sup>th</sup> February 2021, and subsequently served as the Chief Technology Officer of the Company.

Recognizing his dedication, leadership, and significant contributions to the Company's growth and development, the Board of Directors on the basis of recommendation of NRC at their meeting held on 6<sup>th</sup> June 2024, approved his appointment as a Whole-Time Director, effective 6<sup>th</sup> June 2024, which was subsequently confirmed by the shareholders at the 32<sup>nd</sup> Annual General Meeting held on 9<sup>th</sup> July 2024.

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 20<sup>th</sup> January, 2025, has approved the designation of Mr. Parth Nyati, currently serving as Whole-Time Director, as the Chief Executive Officer (CEO) of the Company with effect from 1<sup>st</sup> February, 2025 considering his expertise, experience, and leadership capabilities and familiarity with the Company's operations, subject to the approval of the shareholders.

Mr. Parth Nyati is a visionary leader who has played a key role in steering the Company through various challenges while driving consistent performance and innovation. In view of his continued commitment and the strategic progress made under his leadership, the Nomination and Remuneration and Audit Committee recommended a revision in his remuneration. Accordingly, the Board of Directors, at their meeting held on 30<sup>th</sup> April 2025, approved an increase in his monthly remuneration from ₹ 4.25 lakhs (Rupees Four Lakhs Twenty-Five Thousand only) to ₹ 5.00 lakhs (Rupees Five Lakhs only), effective from 1<sup>st</sup> May 2025, subject to approval of the members at the forthcoming Annual General Meeting.

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			
	<b>Financial Year</b>	<b>Revenue from operations</b>	<b>Profit/(loss) before Tax</b>	<b>Profit /(loss) after Tax</b>
	2023-2024	11,092.23	1,634.53	1,211.45
	2022-2023	8546.11	798.62	593.86
	2021-2022	7672.83	1150.77	855.90
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 accomplished entrepreneur and a graduate of IIT Delhi, with a strong inclination towards cultural and social development. He is a member of the promoter group of the Company and brings over 10 years of extensive experience in the fields of technology and finance. He is currently serving as the Chief Executive Officer (CEO) and Whole-Time Director of the Company, playing a pivotal role in driving strategic growth and innovation.
2 Past remuneration	₹ 4.25 Lakhs per month (Rupees Four Lakhs Twenty Five Thousand only) as a Whole Time Director
3 Recognition or awards	None
4 Job profile and his suitability	Mr. Parth Nyati is currently serving as the Chief Executive Officer (CEO) and Whole-Time Director of the Company. In this capacity, he is responsible for steering the overall strategic direction, ensuring operational efficiency, and driving long-term value creation for stakeholders. His role encompasses the formulation and execution of business strategies, supervision of core functions including finance, technology, and compliance, and the implementation of digital transformation initiatives to keep the Company aligned with industry trends. He also oversees risk management, corporate governance, investor relations, and overall organizational development. His strategic insight, technical acumen, and results-oriented leadership have played a pivotal role in the Company's growth and stability.

Considering his exceptional track record and alignment with the Company's vision, Mr. Parth Nyati is considered highly suitable to continue serving as CEO and Whole-Time Director.

5	Remuneration proposed	₹ 5.00 Lakhs per month (Rupees Five Lakhs only)
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	Uncertainty of stock market and competition
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; Growth in 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:- To approve 'Swastika Investmart Limited - Employee Stock Option Scheme-2025 ('Swastika ESOS - 2025')

Equity based compensation is considered to be an integral and important part of employee compensation across various sectors which enables alignment of personal goals of the employees with the organizational objectives by participating in the ownership of the Company through stock-based compensation scheme. The Company believes that equity-based compensation plans are effective tools for attraction, retention, motivation and incentivization of talents working with the Company, with a view to ensure corporate growth, to create an employee ownership culture and to create value for shareholders.

For achieving these objectives, Your Company is proposing to introduce an Employee Stock Option Scheme for the employees of the Company to remunerate them for their service and the expertise they bring to the organization. The Scheme is titled Swastika Investmart Limited-Employees Stock Option Scheme-2025 ("Swastika ESOS-2025") and is to be implemented by Nomination & Remuneration Committee (hereinafter referred to as "Committee" constituted under Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations, 2015') in accordance with the requirements of Regulation 5 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SBEB & SE Regulations') issued by SEBI and other applicable laws.

As per provisions of Regulation 6 of the SEBI (SBEB & SE) Regulations", the Company seeks members approval for:

- (i) Approval of the Scheme
- (ii) Grant of stock options to the eligible employees of the Company as per terms of the Scheme . On the basis of recommendation of Nomination and Remuneration Committee ('NRC') the scheme has been approved by the Board of Directors at their Meeting held on April 30, 2025, subject to the approval of the members.

Accordingly, the consent of the members of the Company is sought. The draft copy of the Swastika ESOS - 2025 is available for inspection during the office hours till the date of Annual General Meeting.

The Scheme will be operated and administered under the superintendence of the Company's Nomination and Remuneration Committee, which is a Committee of the Board of Directors, all the Members are Independent Directors. The Committee will formulate the detailed terms and conditions of the Scheme including:

- a. the eligibility criteria for grant of Swastika ESOS - 2025 to employees;
- b. the quantum of options, shares or benefits as the case may be, per employee (present and future employee) of the Company ;
- c. the kind of benefits to be granted under this scheme;
- d. the conditions under which options, shares or other benefits as the case may be, may vest in employees and may lapse in case of termination of employment for misconduct;
- e. the exercise period within which the employee can exercise the options and that options would lapse on failure to exercise the same within the exercise period;
- f. the specified time period within which the employee shall exercise the vested options or in the event of termination or resignation;
- g. the right of an employee to exercise all the options, as the case may be, vested in him at one time or at various points of time within the exercise period;
- h. the procedure for making a fair and reasonable adjustment to the entitlement including adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard, the following shall, inter alia, be taken into consideration by the committee:
  - (i) the number and price of options shall be adjusted in a manner such that total value to the employee of the options remains the same after the corporate action;
  - (ii) the vesting period and the life of the options shall be left unaltered as far as possible to protect the rights of the employee(s) who is granted such options;
- i. the grant, vesting and exercise of shares, options or in case of employees who are on long leave;
- j. eligibility to avail benefits under this scheme in case of employees who are on long leave;
- k. the procedure for funding the exercise of options; and
- l. the procedure for buy-back of specified securities issued under these regulations, if to be undertaken at any time by the company, and the applicable terms and conditions, including:
  - (i) permissible sources of financing for buy-back;
  - (ii) any minimum financial thresholds to be maintained by the company as per its last financial statements; and
  - (iii) limits upon quantum of specified securities that the company may buy-back in financial year.
- m. shall frame suitable policies and procedures to ensure that there is no violation of securities laws including the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, as amended from time to time, by the company and its employees, as may be applicable.

n. Any other related or incidental matters.

In Compliance with the provisions of Rule 12(2) of Companies (Share Capital and Debenture) Rules, 2014 read with Part C of Schedule I of SEBI(SBEB&SE) Regulations, the necessary disclosure of the Scheme are provided thereunder:

**(A) Brief Description of the Scheme is given as under**

The Company strongly believes that an equity component in the compensation goes a long way in aligning the objectives of an individual with those of the organization. The underlying philosophy of ESOS 2025 is to enable the Employees, present and future, to share the wealth that they help to create for the organization over a certain period of time. The Scheme is intended to reward, retain and motivate the Eligible Employees of the Company for their performance and participation in the growth and profitability of the Company.

The Eligible Employees shall be granted all the stock options in one or more tranches, as determined by the NRC, which will vest on particular dates and could be exercisable into Ordinary Equity Shares, on the terms and conditions as provided hereunder, in accordance with the provisions of the applicable laws and regulations for the time being in force.

The approval of the shareholders is being sought for issue of stock options to the employees of the Company under section 62(1)(b) of the Companies Act, 2013 read with rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, read with Part C of Schedule I of SEBI (SBEB & SE) Regulations.

**(B) The total number of options to be offered and granted**

The aggregate number of the Options that may be granted under Swastika ESOS-2025 shall not exceed 3,10,000 (Three Lakhs Ten Thousand) options, exercisable into equal number of equity shares of face value of ₹ 2/- (Rupees Two Only) each fully paid-up of the Company to eligible employees of the Company, under one or more Employee Stock Option Scheme. One option would entitle the holders of options a right to apply for one equity share of face value of ₹ 2/- each of the company.

If an Option cancels, expires, lapses (including those having lapsed by way of forfeiture) or becomes un-exercisable due to any reason, it shall be added back to the number of Options that are pending to be granted and shall become available for future Grants, subject to compliance with all Applicable Laws.

An employee may surrender his/her vested /unvested options at any time during / post his employment with the company. Any employee willing to surrender his/ her options shall communicate the same to the Board or Committee in writing.

It is clarified that, in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other reorganization of capital structure of the Company, as the case may be, the number of Stock Options and/or the shares to be allotted upon exercise of Stock Options, the issue/ exercise price, shall be reasonably adjusted in accordance with the provisions of the Swastika ESOS - 2025, the SEBI Regulations and other applicable laws.

**(C) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme**

All the permanent employees working in India or out of India and Directors (whether Managing/Whole time Director or not) of Company (present or future) (excluding promoters and an employee who is a Promoter or a person belonging to the Promoter Group) and further excluding a director who either by himself or through his relative or through any Body Corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company and excluding Independent Directors as may be decided by the Nomination and Remuneration Committee.

The class of Employees eligible for participating in the Scheme shall be determined on the basis of the grade, number of years' service, performance, role assigned to the employee and such other parameters as may be decided by the Nomination and Remuneration Committee in its sole discretion from time to time.

The options granted to an Employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

The maximum number of the Shares that may be issued pursuant to the grant of the Options to identified employees in any one year under Swastika ESOS-2025 shall not exceed 1% of the issued capital of the Company at the time of grant of option, however if ESOS may exceed 1% of issued capital subject to approval of the members by way of separate special resolution.

The Grant of the Options by the Committee to the Grantee shall be made in writing and communicated to the Grantee. Such a Grant shall state the number of Options offered, the Exercise price and the closing date of accepting the offer.

#### (D) Requirements of Vesting and period of Vesting

Options granted would vest, subject to the minimum vesting period of one year between grant of Options and vesting of Options. The maximum vesting period may extend up to five years from the date of grant of Options at the discretion of and in the manner prescribed by the Committee. The vesting may occur in one or more tranches, subject to the terms and conditions of vesting, as stipulated in the Swastika ESOS - 2025.

Any Grantee who wishes to accept the option grant offer, must deliver an Acceptance Form, prescribed by the Committee from time to time, duly completed as required therein to the Committee on or before the Closing date stated in the Grant letter.

Any Grantee who fails to return the Acceptance Form on or before the Closing date shall, unless the Committee determines otherwise, be deemed to have rejected the offer. Any Acceptance Form received after the Closing date shall not be valid. Upon receipt of a duly completed Acceptance Form from the Grantee in respect of the Grant, the Grantee will become a Participant.

Vesting of Options would be subject to continued employment with the Company. The Committee may also specify certain performance parameters, detailed terms and conditions relating to such performance based vesting, the proportion in which options granted would vest and/or lock in period subject to which the Options would vest.

#### Vesting of Options in case of Employees on long leave

The period of leave shall not be considered in determining the Vesting Period in the event the Employee is on a sabbatical. In all other events the period of leave shall be included to calculate the Vesting Period unless otherwise determined by the Nomination and Remuneration Committee.

Following table shall be applicable in case of various scenarios for vesting and exercising\*:

Sr. No	Separations	Vested Options	Unvested Options
1.	Resignation	All the vested Options at the day of such resignation shall be permitted to be exercised within 60 days from the date of resignation.	All Unvested Options on the date of submission of resignation shall stand cancelled with effect from that date.
2.	Termination (With cause like fraud, misconduct etc.)	All Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.	All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.
3.	Termination (Without cause)	All the vested Options at the day of such termination shall be permitted to be exercised within 60 days from the date of termination.	All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.
4.	Retirement or early Retirement approved by Company	All vested Options shall vest as per original vesting schedule and may be exercised by the Option Grantee within the originally allowed exercise period.	All Unvested Options shall vest as per original vesting schedule and may be exercised by the Option Grantee within the originally allowed exercise period.
5.	Death	All Vested options, granted under a scheme to him/her till his/her death shall vest, with effect from the date of his/her death, in the legal heirs or nominees of the deceased employee, as the case may be and such options may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than 12 months from the date of Death.	All Unvested Options as on the date of death shall vest immediately and may be exercised by the Option Grantee's nominee or legal heir/s within 12 months from the date of Death.

6. Termination due to Permanent Disability	All Vested options, granted to him/her under Swastika ESOS 2025 as on the date of permanent incapacitation shall vest in him/her on that day and such options may be exercised by the Option Grantee or, if the Option Grantee is himself, unable to exercise due to such incapacity, the nominee or legal heir immediately after, but in no event later than 12 months from the date of such disability.	All Unvested Options as on the date of such Permanent Disability shall vest immediately and can be exercised by the Option Grantee or, if the Option Grantee is himself unable to exercise due to such incapacity, the nominee or legal heir immediately after, but in no event later than 12 months from the date of such disability.
7. Any other reason not specified above	The NRC shall decide whether the Vested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be final.	All Unvested Options on the date of separation shall stand cancelled with effect from that date.

\* In case of any regulatory changes warranting any change in vesting schedule/conditions/exercise period in any of the above separation conditions, the provision of such change shall apply.

#### **(E) Maximum period within which the options shall be vested**

The aforesaid Options shall vest not earlier than minimum period of 1 (One) year and not later than maximum period of 5 (Five) years from the Date of Grant. The committee is empowered to implement and decide the vesting schedule to suit the needs of the organization.

#### **(F) Exercise price or pricing formula**

Exercise Price means the price at which the Option Grantee is entitled to acquire the equity shares pursuant to the options granted and vested in him/ her under the Scheme.

The exercise price of any option granted under the ESOS shall be the price for exercise of options as determined by the Committee and communicated to the eligible employee vide the letter of grant. The exercise price for any grant shall not be lower than the face value of the equity shares of the Company on the date of such grant.

Further the Exercise Price can be different for different set of employees for options granted on same / different dates. The same shall be subject to any fair and reasonable adjustments that may be made on account of corporate actions of the Company in order to comply with the applicable laws.

No amount shall be payable by the option grantee at the time of grant.

Notwithstanding anything contained hereinabove, amount paid/payable, if any, by the employee at the time of the, vesting or exercise of the options will be forfeited if the employee does not exercise the same within the exercise period.

#### **(G) Exercise period and process of exercise of offer/acceptance of offer**

The Exercise period shall not be more than 5 (Five) years from the date of respective vesting of Options. The options granted may be exercised by the Grantee at one time or at various points of time within the exercise period as determined by the Committee from time to time.

The vested options shall be exercisable by the employees by a written application to the Company expressing his/ her desire to exercise such options in such manner and on such format as may be prescribed by the Committee from time to time. The options shall lapse if not exercised within the specified exercise period. The options may also lapse, under certain circumstances even before the expiry of the specified exercise period.

The method of payment of the exercise price shall be determined by the administrator and may include (i) option holder making the payment to the Company through normal banking channels, such as NEFT/RTGS or issuance of demand draft or crossed cheque; (ii) the option holder's approval or consent to the Company to deduct such amount from her/his salary or other entitlements, due and payable; (iii) consideration received by the Company under a cashless exercise program implemented by the Company in connection with this Swastika ESOS 2025; or (iv) any combination of the foregoing methods of payment, provided that any such mechanism at the relevant point is allowed under applicable laws.

#### **(H) Appraisal Process for determining the eligibility of Employees for the Scheme**

The appraisal process for determining the eligibility of the Employee will be specified by the Nomination & Remuneration Committee and will be based on criteria such as the grade of Employee, number of year's service, performance record, role assigned to the Employee, future potential contribution by the Employee and/or by any such criteria that may be determined by the Nomination and Remuneration Committee.

**(I) Maximum number of options to be offered and issued per Employee and in the aggregate, if any**

The number of options that may be granted to any specific employee under the Swastika ESOS-2025 shall be less than 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options, however Board has proposed to pass the separate special resolution in this Annual General meeting in case of grant of option more than 1%.

The options granted and the Exercise Price shall be adjusted for any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, change in capital structure, merger, sale of division/undertaking or other re-organization, as applicable under the terms and conditions detailed in the Scheme and the decision of the Board/Committee shall be final in respect of such adjustment.

**(J) Maximum quantum of benefits to be provided per employee under a Scheme**

The Maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the Market Price of the shares as on the date of sale of shares arising out of Exercise of options.

**(K) Whether the Scheme is to be implemented and administered directly by the Company or through a trust**

The Scheme will be implemented and administered directly by the Company under the guidance of the Nomination and Remuneration Committee of the Board without forming or involving any Trust.

**(L) Whether Scheme involves new issue of shares by the Company or Secondary acquisition by the trust or both**

The Swastika ESOS - 2025 contemplates issue of new Equity Shares by the Company. There is no involvement of trust and therefore there will not be any secondary acquisition.

**(M) The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc**

There shall not be any funding of financing by the Company for Exercise of Options. Accordingly, no amount of loan to be provided by Company for implementation of Swastika ESOS-2025.

**(N) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s)**

Swastika ESOS-2025 is to be implemented and administered directly by the Company without forming or involving any trust. Therefore, the Scheme does not envisage any secondary acquisition.

**(O) A statement to the effect that the company shall conform to the accounting policies specified in regulation 15**

The Company shall conform to the accounting policies as specified in Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and other applicable provisions. The Company shall follow the requirements including the disclosure requirements of the Accounting Standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including any 'Guidance Note on Accounting for employee share-based Payments' issued in that regard from time to time.

**(P) Method which the company shall use to value its options**

The Company follows fair value method for computing the compensation cost, if any, for the options granted. The Company will follow IFRS/ IND AS/ any other requirements for accounting of the Stock options as are applicable to the Company for the same.

**(Q)** Since the company opts for expensing of share based employee benefits using the fair value method, the following statement will not be applicable viz. In case the company opts for expensing of share based employee benefits using the intrinsic value intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.'

**(R) Period of Lock-in**

The shares issued pursuant to exercise of Options shall be freely transferable and shall not be subject to any lock-in period. Provided that the

transferability of the Shares shall be subject to the restriction for such period in terms of the Securities Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended from time to time or for such other period as may be stipulated from time to time in terms of Company's Code of Conduct for Prevention of Insider Trading.

**(S) Terms & conditions for buyback, if any, of specified securities covered under the SBEB & SE Regulations**

The procedure for buy-back, if to be undertaken at any time by the company, of specified securities including terms and conditions shall be as per Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and Companies Act, 2013.

**(T) Rights of the option holder**

The employee shall not have right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of option granted to him, till shares are allotted upon exercise of option.

**(U) Consequence of failure to exercise option**

All unexercised options shall lapse if not exercised on or before the exercised period ends. No amount shall be payable by the option grantee at the time of grant and hence no amount is required to be forfeited even if an employee does not exercise the options within exercise period and accordingly no adjustment is required to be made for the same.

**(V) Other terms**

The Board or Committee shall have the absolute authority to vary, modify or alter the terms of the Swastika ESOS 2025 in accordance with the regulations and guidelines as prescribed by the Securities and Exchange Board of India or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interest of the Option Grantees.

The Board or Committee may, if it deems necessary, modify, change, vary, amend, suspend or terminate the Swastika ESOS - 2025, subject to compliance with the applicable laws and regulations. The shares may be allotted directly to the Option Grantees in accordance with the Scheme and such Scheme may also contain provisions for providing financial assistance to the Employees to enable the Employees to acquire or subscribe to the shares.

**(W) Certificate from Secretarial Auditors**

The Board of Directors shall at each annual general meeting place before the shareholders a certificate from the secretarial auditors of the company that the scheme(s) has been implemented in accordance with these regulations and in accordance with the resolution of the company in the general meeting.

**(X) Terms of the scheme**

(1) A company may by special resolution of its shareholders vary the terms of the schemes offered pursuant to an earlier resolution of the general body but not yet exercised by the employees, if such variation is not prejudicial to the interests of the employees.

(2) Notwithstanding the provisions of Regulation 7 sub-regulation (1) of SEBI (SBEB & SE) Regulations and proviso to clause (1), a company shall be entitled to vary the terms of the schemes to meet any regulatory requirement without seeking shareholder's approval by special resolution.

(3) Subject to the proviso to clause (1), the company may by special resolution in a general meeting vary the terms of the schemes offered pursuant to an earlier resolution of the general body but not yet exercised by the employee provided such variation is not prejudicial to the interests of the Option Grantees.

(4) The notice for passing special resolution for variation of terms of the schemes shall disclose full details of the variation, the rationale therefore, and the details of the Option Grantees who are beneficiaries of such variation.

(5) The Company may re-price the options as the case may be which are not exercised, whether or not they have been vested if the terms of the grants were rendered unattractive due to fall in the price of the shares in the stock market; Provided that the company ensures that such re-pricing shall not be detrimental to the interest of the Option Grantees and approval of the shareholders in general meeting has been obtained for such re-pricing.

**(Y) Declaration**

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Board's Report.

As the Scheme would entail further shares to be offered to persons other than existing Members of the Company, consent of the members is sought pursuant to the provisions of section 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per the requirement of Clause 6 of the SBEB & SE Regulations as and when applicable to the Company.

None of the Directors and Key Managerial Personnel of the Company including their relatives are interested or concerned, financial or otherwise in the resolution Nos. 7, except to the extent of their shareholding entitlements, if any, under the ESOP Scheme.

Your Directors recommend the Resolution set out in Item Nos. 7 of the Notice for approval by the Shareholders as Special Resolution.

**ITEM NO. 8 :- To grant Employee Stock Options equal to or more than 1% of the issued capital of the Company to the identified employees under "Swastika Investmart Limited-Employee Stock Option Scheme ("Swastika ESOS 2025") of the Company**

The Company has implemented an Swastika ESOS-2025 for its employees which was approved by the Board of Directors at their meeting held on April, 30, 2025 and the approval of the shareholders have been sought at this Annual General Meeting.

In terms of Section 62 of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and pursuant to provisions of Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 a separate approval of the members is required to be obtained by the Company in case of grant of options to identified associates, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company.

Subject to the grant of options to under the Scheme, which would be in excess of the aforesaid limit and accordingly, a separate approval of the shareholders is being sought for.

None of the Directors and Key Managerial Personnel of the Company and their relatives (to the extent of their shareholding in the Company, if any) is concerned or interested, financially or otherwise in the resolution set out at Item No. 8 of the Notice, except to the extent of the securities that may be offered to them under ESOS.

Accordingly, your Board of Director recommends the resolution for approval of the Members as a Special Resolution as set out in the Item No. 8 of this Notice.

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

**Date: 30<sup>th</sup> April, 2025  
Place: Indore**

**Shikha Agrawal  
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

<b>Name of Director</b>	<b>Mr. Parth Nyati</b>
DIN	02583324
Date of Birth & Age	18th September, 1989,35 years
Date of first Appointment on Board	6th June, 2024
Nature of Expertise/Experience in specific functional areas	11 years of in-depth experience in technology and finance
Qualification	B. Tech (IIT Delhi)
Terms and conditions of appointment	Mr. Parth Nyati is liable to retire by rotation and being eligible offer himself for reappointment on terms of the applicable provisions of the Companies Act and the SEBI Listing Regulations. He will continue to hold the position of Whole Time Director till 05 <sup>th</sup> June, 2027 pursuant to resolution passed by the Board of the Directors on 06 <sup>th</sup> June, 2024 and subsequently approved by members of the Company in their Annual General Meeting held on 09 <sup>th</sup> July, 2024 by way special resolution.
No. & % of Equity Shares held in the Company including shareholding as a beneficial owner	2435000 (14.06%) Not hold any share as a Beneficial Owner
List of outside Company's directorship held	1.Swastika Investmart (IFSC) Private Limited 2.Swastika Insurance Broking Services Limited 3.Webricks Innovations Private Limited 4.Telexi Solutions Private Limited 5. Avisa Wealth Manager Private Limited
List of Companies in which resigned in the past three years	Nil
Chairman/Member of the Committees of the Board of Directors of the Company	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 ₹ 5.00 Lakhs p.m. and it has already been paid ₹ 4.25 Lakhs p.m. for earlier tenure as Whole Time Director.
Chairman / Member of the Committees of the Board Directors of other Companies in which he/she is director	Nil
Chairman / Member of the Committees of the Board Directors of other Companies in which he/she resigned in the past three years	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	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

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Number of Meetings of Board attended during the year

Mr. Parth Nyati was appointed as director w.e.f. 6th June, 2024 and during his tenure i.e. from 6th June, 2024 to 31st March, 2025, 3 (Three) Board Meetings of the Company were held. Mr. Parth Nyati had attended all Meetings.

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In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements

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Not Applicable

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

**Date: 30<sup>th</sup> April, 2025  
Place: Indore**

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