

SWASTIKA INVESTMART LIMITED

CIN: L65910MH1992PLC067052

Registered Office: Flat No. 18, 2nd Floor, North Wing, Madhaveswar Co-op, Hsg Society Ltd., Madhav Nagar, 11/12,
S.V. Road, Andheri W, Mumbai, Maharashtra-400058
Tel. 022-26254568, Email id- info@swastika.co.in,
Website-www.swastika.co.in

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of **SWASTIKA INVESTMART LIMITED** will be held on Saturday, **2nd December, 2023 at 01.00P.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 Extra Ordinary General Meeting shall be deemed to be made thereat, to transact the following business:

SPECIAL BUSINESS:**1. TO APPROVE AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions of the Companies Act, 2013 read with the relevant rules framed there under (including any amendments, statutory modification(s) and/or reenactment thereof for the time being in force), the consent of the members be and is hereby given for substitution of Article 4 of the existing Article of Association of the Company with the following:

Article 4

Subject to the provisions of the Act and these Articles, the Board of the Directors of the Company may issue, allot or otherwise dispose off the securities of the Company to such persons on such terms and conditions and such time as they think fit and with full power to give any person the option to call or be allotted securities of the company for any class either at premium or at par and for such time and for such consideration as the board of directors think fit, provided the option or right to call of shares shall not be given to any person except with the sanction of the company in General meeting.

Provided that the term securities shall have same meanings as defined under the Companies Act, 2013 or rules framed thereunder as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.

2. TO APPROVE REMUNERATION OF MR. DEVASHISH NYATI, CO-CHIEF TECHNOLOGY OFFICER, HOLDING OFFICE OF PLACE OF PROFIT

To consider and, if thought fit, to pass, the following resolution as a Special 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, as recommended and approved by the Nomination and Remuneration, Audit Committee and Board of Directors, the consent of the members of the Company be and is hereby accorded for approval of the payment of remuneration Rs. 3,50,000/- (Rupees Three Lacs Fifty Thousand Only) per month on such terms and conditions and benefits as mentioned in the explanatory statement against services availed from Mr. Devashish Nyati, Co-Chief Technology Officer of the Company, a related party holding office or place of profit, with effect from the date of approval of the members of the Company.

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."

3. AUTHORITY TO BOARD OF DIRECTORS TO CREATE CHARGE ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS

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

"RESOLVED THAT in supersession of earlier resolution passed at the Annual General Meeting of the Company held on 27th September 2014 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favor of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible or bonds with share warrants attached (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed Rs 250 crores (Two Hundred fifty Crores only) or the aggregate of the Paid up capital, free reserves and Securities Premium of the Company, whichever is higher.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

4. AUTHORITY TO BOARD OF DIRECTORS TO BORROW MONEY

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

"RESOLVED THAT in supersession of earlier resolution passed at the Annual General Meeting of the Company held on 27th September 2014 and pursuant to section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time if any, consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing any sum or sums of moneys for and on behalf of the Company, from time to time from any one or more persons, firms, bodies corporate, bankers, financial institutions, or from others by way of advances, deposits, loans or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties, whether movable or immovable or stock-in process and debts, advances notwithstanding that the sum or sums of moneys so borrowed together with moneys, if any, already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital, free reserve and Securities Premium of the Company which have not been set apart for any specific purpose, provided that the total amount up to which the moneys may be borrowed shall not exceed Rs.250.00 crores (Rupees Two Hundred Fifty Crores only) at any point of time on account of the principal.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this Resolution."

5. ISSUANCE OF NON-CONVERTIBLE DEBENTURES THROUGH PRIVATE PLACEMENT

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 71 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any amendment, modification or variations thereto) and applicable provisions of any other laws, rules, regulations, guidelines, circulars, if any, prescribed by the Government of India, Reserve Bank of India, the Securities and Exchange Board of India, as amended from time to time and subject to the provisions of the Memorandum and Articles of Association of the Company and such sanctions, approvals or permissions as may be required from regulatory authorities from time to time, approval of the Members be and is hereby accorded to the Board of Directors of the Company ('the Board' which expression shall also include a Committee thereof, for the time being exercising the powers conferred on it by the Board by this resolution) for making offer(s) or invitation(s) to subscribe secured / unsecured, non-convertible debentures / bonds or such other securities ('debt securities') through private placement basis in one or more series / tranches, for an amount not exceeding Rs 50 Crores (Rupees Fifty Crores

only) at such price or on such terms and conditions as the Board may from time to time determine and consider proper and beneficial to the Company including listing of such debt securities with Stock Exchange(s), size and time of issue, issue price, tenure, interest rate, premium / discount, consideration, utilization of the issue proceeds and all matters connected with or incidental thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such actions and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution.”

6. TO APPROVE ISSUANCE OF 10,60,000 WARRANTS CONVERTIBLE INTO EQUIVALENT NUMBER OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force); the provisions of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"); Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, to the extent applicable, and provisions of the Foreign Exchange Management Act, 1999 including any modification(s) or re-enactment(s) thereof, for the time being in force, and any other rules / regulations/ guidelines if any, prescribed by the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), stock exchanges and/or any other statutory /regulatory authority; and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, issue, offer, allot in one or more tranches, at such time or times as the Board may in its absolute discretion thinks fit, upto 10,60,000/- (Ten Lacs Sixty Thousand only) warrants convertible into equivalent equity share of the Company ("Equity Warrants") to promoters and other non promoter at price of Rs.311/- (Rupees Three Hundred Eleven Only) each (including the warrant subscription price and the warrant exercise price) equity warrant (including premium of Rs. 301/- (Three Hundred one Only) per equity warrant or such other higher price as may be determined in accordance with the Chapter V of the SEBI(ICDR) Regulations and Companies Act, 2013 , each warrant convertible into 1 (one) equity shares of face value of Rs. 10 each (Rupees Ten each) ("the Equity shares") aggregating to Rs. 32,96,60,000/- (Rupees Thirty Two Crores Ninety Six Lacs Sixty Thousand only), for cash consideration on a preferential basis ("preferential issue"), and on such terms and conditions as may be determined by the Board, to the following persons ("Proposed allottee) by way of preferential allotment to the following subscribers:

Sr. No.	Name of the Proposed allottee	Category (Promoter/Non Promoter)	No of convertible into equivalent number of equity shares
1.	Share India Algoplus Private Limited	Non Promoter	5,25,000
2.	Mr. Parth Nyati	Member of Promoter Group	1,00,000
3.	Mr. Sunil Nyati	Promoter	33,000
4.	Mrs. Anita Nyati	Member of Promoter Group	1,02,000
5.	Mr. Devashish Nyati	Member of Promoter Group	3,00,000

RESOLVED FURTHER THAT in terms of provisions of Chapter V of the SEBI (ICDR) Regulations, the relevant date for determining the floor price for the preferential issue of the Equity shares/warrant is 2nd November, 2023 ("Relevant date") being the date 30 Days prior to the date on which this resolution shall be considered to be passed i.e. 2nd December, 2023.

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

- (a) Each warrant held by the proposed allottee shall entitle each of them to apply for and obtain allotment of 1 (one) equity share of the face value of Rs. 10/- (Rupees Ten). The Equity warrant may be exercised by the warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of

- allotment of warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from members, allot the corresponding number of equity shares in dematerialized form.
- (b) The proposed equity warrant allottee shall, on the date of allotment of equity warrant, pay an amount equivalent to at least 25% of the Equity Warrant issue price fixed as per equity warrant issue price fixed per equity warrant in terms of the SEBI (ICDR) Regulations which will be kept by the company to be adjusted and appropriated against the equity warrant issue price of the equity shares. The balance 75% of the equity warrant issue price shall be payable by the equity warrant holder at the time of exercise the equity warrants.
 - (c) The allotment of Equity warrant is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval;
 - (d) The issue of equity Shares on account of exercise option by proposed allottee shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted during the financial year shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to conversion.
 - (e) The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.
 - (f) The equity shares proposed to be allotted pursuant to conversion of these equity warrants shall be under lock in for such period as may be prescribed under SEBI (ICDR) Regulations.
 - (g) The equity warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
 - (h) The equity warrant holder may apply for the conversion of the outstanding convertible warrant in to equity shares of the Company within eighteen months from the date of allotment of the equity warrant on the payment of the specified consideration against each warrant.
 - (i) In the event of equity warrant holder do not exercise equity warrants within the equity warrant exercise period (i.e. 18 months from the date of allotment of the equity warrant), the equity warrant shall lapse and amount paid shall stand forfeited by the company.
 - (j) The issue of equity warrants as well as equity shares arising from the exercise of the equity warrants shall be governed by the regulations and guidelines issued by the SEBI or any other statutory authority as the case may be or any modification thereof.
 - (k) The equity warrants by itself until converted into equity share do not give to the warrant holder any voting rights in the company in respect of such equity warrants.
 - (l) The price determined above and number of equity shares to be allotted on exercise of the equity warrant shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
 - (m) The equity shares arising from the exercise of the equity warrant will be listed on the stock exchange subject of the receipt of necessary regulatory permission and approval as the case may be.
 - (n) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
 - (o) The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company.

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

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

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable

and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer

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

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any committee of directors or any one or more directors/ key managerial personnel/ officers of the Company."

By order of the Board of Directors
FOR SWASTIKA INVESTMART LIMITED

Sd/-
Shikha Bansal
Company Secretary
ACS-36520

Date: 9th November, 2023
Place: Indore

SWASTIKA INVESTMART LIMITED

CIN: L65910MH1992PLC067052

Registered Office: Flat No. 18, 2nd Floor, North Wing,
Madhaveshwar Co-op, Hsg Society Ltd.,
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NOTES:

1. In view of the Ministry of Corporate Affairs (MCA) General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular no. 02/2021 dated January 13, 2021, General Circular no. 19/2021 dated December 08, 2021, General Circular no. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated 5th May, 2022, Circular No. 10/2022 dated 28th December, 2022 followed by General Circular no. 09/2023 dated September 25th, 2023 (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 followed by SEBI circular no. SEBI/HO/DDHS/P/CIR/2023/0164 dated 6th October, 2023 (collectively “SEBI Circulars”), have permitted companies to conduct EGM through Video Conferencing (VC) or other audio-visual means (OAVM), subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made there under, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulation), the Extra-Ordinary General Meeting (EGM) of the Company is being convened and conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The Company has availed the facility of Central Depository Services (India) Limited (CDSL) for convening the EGM through VC/OAVM, a detailed process in which the members can attend the EGM through VC/OAVM has been enumerated in Note number 31 of this Notice.
2. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013 (the Act).
3. **ELECTRONIC DISPATCH OF NOTICE:** In compliance with the aforesaid MCA and SEBI circulars physical copies of Notice calling the EGM pursuant to Section 101 of the Act read with the Rules framed there under are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/R&STA or the Depositories. The Company will not be dispatching physical copies of Notice of EGM to any Member.

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

4. Members who have not registered their e-mail address and those members who have become the member of the Company after **Friday 3rd November, 2023** being the cut-off date for sending soft copy of the Notice of EGM may access the same from Company’s website at www.swastika.co.in, website of CDSL www.evotingindia.com and website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
5. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

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

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

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

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

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. 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.
10. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant(s) and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participant(s). The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.
11. Members who are holding shares in physical form are advised to submit particulars of their PAN details, e-mail address, Mobile Number, bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number etc. to our Registrar and Share Transfer Agent in prescribed Form ISR-1 quoting their folio number and enclosing the self-attested supporting document and other forms pursuant to SEBI 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. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website www.swastika.co.in and on the website of the Company's Registrar and Transfer Agents <http://ankitonline.com>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
13. 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 dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

Further, SEBI vide its circular dated 16th March, 2023 in supersession of earlier circular dated 3rd November, 2021, read with clarification dated 14th December, 2021 introduced common and simplified norms for processing investor's service request by Registrar and Transfer Agent(s) (RTAs) and norms for furnishing PAN, KYC details and Nomination. Accordingly, the RTA cannot process any service requests or complaints received from the holder(s) / claimant(s), till PAN, KYC and Nomination documents / details are updated. In case any of the above cited documents / details are not available in the folios, RTA shall be constrained to freeze such folios. 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/OtherUsefulInfo> or contact the Company's Registrar and Transfer Agent for assistance in this regard.

14. As per the provision 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.

15. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
17. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
18. Members desirous of obtaining any information concerning to the accounts and operations of the Company are requested to send their queries to the Company Secretary at least 7 (seven days) before the date of the meeting so that the required information can be made available at the meeting.
19. Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at ANKIT CONSULTANCY PRIVATE LIMITED, 60 Pardeshipura, Electronic Complex, Indore (M.P.) 452010.
20. **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.
21. **Webcast:** Members who are entitled to participate in the EGM can view the proceedings of EGM by logging in the website of CDSL at www.evotingindia.com using the login credentials.
22. 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 the EGM, in a fair and transparent manner.
23. The voting rights of Shareholders shall be in proportion of shares held by them to the total paid up equity shares of the Company as on Saturday, 25th November, 2023, being the cut-off date.
24. A person, who is not a Member as on Saturday, 25th November, 2023 should treat this Notice for information purposes only.
25. A person who has acquired the shares and has become a member of the Company after dispatch of notice of EGM and prior to the Cut-off date i.e. Saturday, 25th November, 2023, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting during EGM by following the procedure mentioned in this Notice.
26. The Memorandum of Association & Article of Association of the Company along with other related documents open for inspection of any member at the registered office of the Company at any working day during the business hours.
27. The recorded transcript of the forthcoming EGM shall also be made available on the website of the Company - www.swastika.co.in as soon as possible after the Meeting is over.
28. The procedure for joining the EGM through VC/OAVM is mentioned in this Notice. Since the EGM will be held through VC/OAVM, the route map is not annexed in this Notice.
29. In compliance with the provision of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings ("SS-2"), Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the facility for remote e-voting and e-voting in respect of the business to be transacted at the EGM is being provided by the Company through Central Depository Services (India) Limited ("CDSL"). Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting and e-voting during the EGM.
30. **THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND EVOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- i. The Members can join the EGM 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 EGM 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 EGM without restriction on account of first come first served basis.
- ii. The voting period begins on Wednesday 29th November, 2023 from 9.00 A.M. and ends on Friday, 1st December, 2023 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 Saturday, 25th November, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- iii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iv. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on Login icon and select New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p>

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.

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

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

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

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

31. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

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

32. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) 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.**
33. **DECLARATION OF RESULTS:**
- A. The scrutinizer shall, immediately after the conclusion of voting during the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairperson of the Company or the person authorized by him, who shall countersign the same.
 - B. Based on the scrutinizer's report, the Company will submit within 2 (two) working days of the conclusion of the EGM to the Stock Exchange, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.
 - C. The results declared along with the scrutinizer's report, will be hosted on the website of the Company at www.swastika.co.in and on the website of CDSL, i.e. www.evotingindia.com, immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchanges.
 - D. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Thursday 30th November, 2023 subject to receipt of the requisite number of votes in favour of the Resolutions.
34. **If you have any queries or issues regarding attending EGM& e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.**
35. **All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.**

By order of the Board of Directors
FOR SWASTIKA INVESTMART LIMITED

Sd/-
Shikha Bansal
Company Secretary
ACS-36520

Date: 9th November, 2023

Place: Indore

SWASTIKA INVESTMART LIMITED

CIN: L65910MH1992PLC067052

Registered Office: Flat No. 18, 2nd Floor, North Wing,

Madhaveshwar Co-op, Hsg Society Ltd.,

Madhav Nagar, 11/12, S.V. Road,

Andheri W, Mumbai, Maharashtra-400058

WEB: www.swastika.co.in

EMAIL: info@swastika.co.in

Phone: 022-26254568

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

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 to 6 of the accompanying Notice dated 9th November, 2023:

Item No. 1

TO APPROVE AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

In accordance with the provisions of the Companies Act, 2013, the preferential issue of securities of the company must be authorized by the Article of Association of the Company. The existing Article 4 of the Article of Association authorize the Board of the Directors of the Company to allot shares of the company of any class to any person as it deem fit. In order to facilitate the issue of warrants convertible into equity shares and non-convertible debenture it is proposed to alter by way of substitution article No. 4 of existing Article of Association with new Article 4.

A draft copy of the altered Articles of Association will be available for inspection to the members at registered office on working days during 11.00 A.M to 4.00 P.M. till the date of ensuing general meeting.

Pursuant to applicable provisions of the Companies Act, 2013, none of the directors & Key Managerial Personal and their relatives is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution except in capacity of shareholder.

The Board of Directors recommends the resolution set forth in item No. 1 as a special resolution for approval of the members of the Company.

Item No. 2

TO APPROVE REMUNERATION OF MR. DEVASHISH NYATI, CO-CHIEF TECHNOLOGY OFFICER, HOLDING OFFICE OR PLACE OF PROFIT

Devashish Nyati is a highly accomplished engineer with a wealth of experience in working with prominent technology giants such as Google and Oracle. He is a software engineering specialist with a Master's degree in Software Engineering from San Jose State University in the United States. Devashish expertise lies in the field of Technology, and he has a notable track record of successfully completing various projects and assisting numerous organizations in the development of their cloud infrastructure and also helped in OCI scaling, etc.

Devashish Nyati's strong educational background, extensive professional experience with leading tech companies, and specialization in technology related matters make him a valuable asset for any organization seeking expertise in software engineering and data-driven solutions. His ability to resolve a critical issues related to technology and harness the power of data for decision-making underscores his significant contributions to the field.

Looking to his experience and knowledge, Board of Directors of the Company at its meeting held on 7th November, 2023, accorded its consent for payment of remuneration of Rs.3,50,000/- per month, other reimbursements and benefits as mentioned in "Monetary Value" below which will be effective only after approval from the members in ensuing general meeting.

Mr. Devashish Nyati, being Son of Mr. Sunil Nyati, Chairman & Managing Director and Mrs. Anita Nyati, Whole Time Director of the Company, is a related party. Pursuant to Section 188 of the Companies Act, 2013 read with Rules made there under, appointment of any related party to any office or place of profit in the Company, at a monthly remuneration exceeding threshold limit as prescribed in Rule 15 of the of the Companies (Meeting of the Board and its Powers) Rules, 2014, is subject to the approval of the members by way of an ordinary resolution. However, the provisions of Section 188(1) are not applicable for the transactions in the ordinary course of business and at arm's length basis. Though the said related party transaction, specified in the resolution, is in the ordinary course of business and at arm's length basis, as a matter of abundant caution, the approval of the members of the Company is sought. Further as per quantum of the remuneration, the transaction shall not be a nature of material related party transaction as defined under Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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:

SN.	Description	Details
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1.	Details of summary of information provided by the Management of the Company to the Audit Committee	
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 Co-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
d.	Nature, material terms, monetary value and particulars of contracts or arrangement	<p>1. Nature & Material Terms: Mr. Devashish Nyati is holding position of “Co-Chief Technology Officer” of Company and a related party, approval of the members of the Company is sought for payment of remuneration exceeding the limits provided under Section 188 of the Companies Act, 2013 and Rules made there under.</p> <p>2. Monetary Value:</p> <p>A. Remuneration: Rs. 3,50,000/- (Rupees Three Lacs Fifty thousand 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 & Board to approve increment, as per Company’s policy.</p> <p>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.</p> <p>C. Facilities: Requisite office facilities, medical insurance, LTA, communication facilities and other benefits as per the Company’s policy.</p>
e.	Value of Transaction	Remuneration not exceeding Rs.3,50,000/- per month.
f.	Percentage of annual consolidated turnover of Swastika Investmart Limited considering FY 2022-23 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.	For a 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 “ Background, details and benefits of the transaction ” which forms part of the explanatory statement to the Item No. 2.
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 transaction	Not Applicable
	(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	Not Applicable

	secured or unsecured; if secured, the nature of security	
	(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 resolution contained in Item No. 2 of the accompanying Notice to the shareholders for approval.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined there under (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 2.

Save and except Mr. Sunil Nyati, Chairman & Managing Director and Mrs. Anita Nyati, Whole Time Directors 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.

The Board of Directors recommends the resolution set forth in item No. 2 as special for approval of the members of the Company.

Item No. 3

AUTHORITY TO BOARD OF THE DIRECTORS TO CREATE CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS

Section 180(1)(a) of the Companies Act, 2013 provides that the Board of directors of company shall not, without the approval of shareholders in general meeting by way of special resolution, mortgage, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company. Members of the Company has already been passed special resolution in annual general meeting held on 27th September, 2014 as per provisions of Section 180(1)(a) of the Companies Act, 2013, and now it is propose to increase the limit up to Rs. 250 crores it is required to pass a special resolution by members.

For meeting the growing needs of working capital and capital expenditure, the company may be required to approach the Bank/ Financial Institution/bodies corporate for sanction of Loan/ Borrowing. As a security, the Company may also be required to create Mortgage/ Charge on Fixed Assets in favour of the said banks/ Financial Institution. Since mortgaging and/or charging by the Company on all its immovable and movable properties or part thereof, may deemed to be disposal of the whole or substantially the whole of undertaking of the company within the meaning of Section 180 (1) (a) of the Companies Act, 2013 the consent of the members is required to enhance limit of Rs. 250 Crore (Rupees Two Hundred Crores only) proposed under the resolution which is considered adequate for the time being for meeting future requirement.

The Board recommends this resolution for approval of the members as a Special Resolution.

Pursuant to applicable provisions of the Companies Act, 2013, none of the directors & Key Managerial Personal and their relatives is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution except in capacity of shareholder.

The Board of Directors recommends the resolution set forth in item No. 3 as a special resolution for approval of the members of the Company.

Item No.4

AUTHORITY TO BOARD OF DIRECTORS TO BORROW MONEY.

In terms of Section 180(1)(c) of the Companies Act, 2013, consent of the Company in General Meeting by way of Special Resolution is required by the Board of Directors of the Company (“the Board”) to borrow monies for the purpose of the business of the Company, (apart from temporary loans obtained from the Company’s bankers) in excess of aggregate of the paid up capital, free reserves and securities premium of the Company, that is to say, reserves not set apart for any specific purpose. The Company has earlier passed an special resolution in annual general meeting held on 27th September, 2014 as per provisions of Section 180(1)(c) of the Companies Act, 2023, and now it is required to enhance the limit up to Rs. 250 Crores, hence it is required to pass a special resolution.

Accordingly consent of members by way of Special Resolution is required under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 4 of the Notice, to empower the Board of Directors to borrow money in excess of the aggregate of the paid up capital, free reserves and securities premium of the Company.

Hence approval of the members be sought to borrow a sum not exceeding Rs 250 Crores (Rupees Two Hundred Fifty Crores) over and above aggregate of the paid up capital, free reserves and securities premium of the Company, to comply with Section 180(1)(c) of the Companies Act, 2013.

Your directors recommend the special resolution set out in No.4 of the accompanying Notice for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

Item No.5

ISSUANCE OF NON-CONVERTIBLE DEBENTURES THROUGH PRIVATE PLACEMENT

Pursuant to the Sections 42, 71 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, the Company is required to obtain prior approval of its Members by means of a Special Resolution for any offer or invitation to subscribe to non-convertible debentures to be made by the Company on a private placement basis. Special Resolution can be passed once in a year for all the offer(s) or invitation(s) for such debentures during that year.

In order to augment long-term resources and for general corporate purposes inter-alia, financing of the on-going capital expenditure for expansion of capacity, reduction of overall interest and finance cost as well as for general purposes including the restructuring / replacement of high cost debt, the Company intends to offer an invitation for the subscription for secured / unsecured, non-convertible debentures / bonds or such other debt securities, in one or more series / tranches on private placement basis, not exceeding Rs. 50 Crores/- (Rupees Fifty Crores only) as it may deem appropriate.

The following key information is being provided under the provisions of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

<p>Particulars of the offer including date of passing Board resolution</p>	<p>Rule 14(1) of the Prospectus and Allotment Rules prescribes that where the amount to be raised through offer or invitation of NCDs (as defined above) exceeds the limit prescribed, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such NCDs during the year.</p> <p>In view of this, pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer / issue of NCDs (whether secured / unsecured / subordinated</p>
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	/ senior, rated / unrated, listed / unlisted, redeemable NCDs shall be decided by Board from time to time. In line with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant Board resolution (or Board Committee, as the case may be) shall be mentioned / disclosed in the private placement offer and application letter for each offer / issue of NCDs.
Kinds of securities offered and the price at which the security is being offered	Non-convertible debt securities / NCDs. The NCDs will be offered / issued either at par or at premium or at a discount to face value, which will be decided by the Board for each specific issue, on the basis of the interest rate/effective
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	The NCDs will be issued either at par or at premium or at a discount to face value in accordance with terms to be decided by the Board/Committee or required under applicable laws.
Name and address of valuer who performed valuation	Not applicable as the NCDs proposed to be issued are non-convertible debt instruments.
Amount which the company intends to raise by way of securities	Up to amount of Rs. 50 Crores. The specific terms of each offer / issue of NCDs shall be decided from time to time provided that the amounts of all such NCDs at any time issued shall not exceed the limit specified in the aforementioned shareholders resolution.
Material terms of raising of securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities.	The specific terms of each offer / issue of NCDs shall be decided from time to time in discussions with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter/placement memorandum/disclosure document for each offer/issue.
contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	NIL

Accordingly, consent of the Members is sought in connection with the aforesaid issue of NCDs and they are requested to authorize the Board / Committee to issue such NCDs on private placement basis up to Rs. 50 Crores as stipulated above, in one or more issues / tranches.

None of the directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company. The Board recommends the passing of the resolution as special resolution.

The Board of Directors of the Company recommends passing of the resolution as set out at item no. 5 of the Notice.

Item No.6

TO APPROVE ISSUANCE OF 10, 60,000 WARRANTS CONVERTIBLE INTO EQUIVALENT NUMBER OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS

The Board of directors at its meeting held on 7th November, 2023 has approved the creation, offer, issue and allotment of up to 10,60,000 (Ten lacs Sixty Thousand only) Warrants convertible into equivalent number of Equity Shares for an aggregate cash consideration not exceeding Rs. 32,96,60,000/- (Rupees Thirty Two Crores Ninety Six Lacs Sixty Thousand only), in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), by way of preferential allotment on a private placement basis to Promoters and Non Promoters persons/entities(the “Proposed Allottee” and such issue, the “Preferential Issue”).

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

- 33,000 warrants convertible into equivalent number of equity shares to Mr. Sunil Nyati ("Allottee 1"), promoter of the Company, each carrying a right to subscribe 1 (one) fully paid up equity share of the Company, having a face value of Rs. 10/- (Rupees Ten only) (“Equity Share”), at a price of Rs. 311/- (Rupees Three Hundred Eleven Only) per warrant, aggregating to Rs. 1,02,63,000/- (Rupees One Crores Two Lacs Sixty Three Thousand Only).

- b. 1,02,000 warrants convertible into equivalent number of equity shares to Mrs. Anita Nyati ("Allottee 2"), part of promoter group of the Company, each carrying a right to subscribe 1 (one) fully paid up equity share of the Company, having a face value of Rs. 10/- (Rupees Ten only) ("Equity Share"), at a price of Rs. 311/- (Rupees Three Hundred Eleven Only) per warrant, aggregating to Rs. 3,17,22,000/- (Rupees Three Crores Seventeen Lacs Twenty Two Thousand Only).
- c. 1,00,000 warrants convertible into equivalent number of equity shares to Mr. Parth Nyati ("Allottee 3"), part of promoter group of the Company, each carrying a right to subscribe 1 (one) fully paid up equity share of the Company, having a face value of Rs. 10/- (Rupees Ten only) ("Equity Share"), at a price of Rs. 311/- (Rupees Three Hundred Eleven Only) per warrant, aggregating to Rs. 3,11,00,000/- (Rupees Three Crores Eleven Lacs Only).
- d. 3,00,000 warrants convertible into equivalent number of equity shares to Mr. Devashish Nyati ("Allottee 4"), part of promoter group of the Company, each carrying a right to subscribe 1 (one) fully paid up equity share of the Company, having a face value of Rs. 10/- (Rupees Ten only) ("Equity Share"), at a price of Rs. 311/- (Rupees Three Hundred Eleven Only) per warrant, aggregating to Rs. 9,33,00,000/- (Rupees Nine Crores Thirty Three Lacs Only).
- e. 5,25,000 warrants convertible into equivalent number of equity shares to Share India Algoplus Private Limited ("Allottee 5"), Non promoter entity acquiring warrants convertible into equivalent number of equity shares of the company, each carrying a right to subscribe 1 (one) fully paid up equity share of the Company, having a face value of Rs. 10/- (Rupees Ten only) ("Equity Share"), at a price of Rs. 311/- (Rupees Three Hundred Eleven Only) per warrant, aggregating to Rs. 16,32,75,000/- (Rupees Sixteen Crores Thirty Two Lacs Seventy Five Thousand Only).

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

Approval of the Members by way of special resolution is being sought inter alia in terms of Sections 23(1)(b), 42 and 62(1)(c) the Companies Act, 2013 ("Act") as well as Regulation 160 of the ICDR Regulations for offer, issue and allotment of warrants as per details mentioned in the resolution at Item no. 6 of this Notice.

In terms of the provisions of the Act and ICDR Regulations, Companies Act 2013 other relevant disclosures/ details are given below:

a. Objects of the preferential issue:

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

S. No.	Object	Amount of funds to be utilized against each object (Amount in Rs.)	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1.	To Meet the Incremental Working Capital Requirement.	28,00,00,000	2 Years
2.	General Corporate Purpose	4,96,60,000	2 Years
	Total	32,96,60,000	

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

The Company pending utilization of proceeds towards the Objects of the Issue, will temporarily deposit the funds raised in term deposits with one or more scheduled commercial banks included in Second Schedule of Reserve Bank of India Act, 1939 or with Non-Banking Financial Companies (NBFCs) governed by Reserve Bank of India.

b. Maximum number of specified securities to be issued:

The Board of Directors in its meeting held on 7th November, 2013 has approved to issue not exceeding 10,60,000 warrants convertible into equivalent number of equity shares at an issue price of Rs. 311/- (Rupees Three Hundred Eleven Only)

each aggregating up to Rs. 32,96,60,000/- (Rupees Thirty Two Crores Ninety Six Lacs Sixty Thousand Only), subject to the approval of members.

S. No.	Name of the Proposed Allottees	No. of Warrants	Amount (in Rs.)
1.	Mr. Sunil Nyati	33,000	1,02,63,000
2.	Mrs. Anita Nyati	1,02,000	3,17,22,000
3.	Mr. Parth Nyati	1,00,000	3,11,00,000
4.	Mr. Devashish Nyati	3,00,000	9,33,00,000
5.	Share India Algoplus Private Limited	5,25,000	16,32,75,000
	Total	10,60,000	32,96,60,000

c. The intention of the promoters / directors / key management personnel or senior management of the Company to subscribe to the offer:

5,35,000 warrants convertible into equivalent number of equity shares shall be issued to the Promoters, Promoter Group, KMPs and the Directors who have given their consent to subscribe for above mentioned warrants. The Company will take necessary steps to obtain the required approvals from BSE Limited or any other regulatory agency as may be applicable, for the proposed preferential issue of warrants convertible into equity shares.

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

S. No.	Category	Pre Issue Holding			Post Issue Holding* (assuming full conversion)	
		No. of Equity shares	% of shares	Proposed Issue Warrants	No. of shares	% of Shares
A	Promoter Shareholding					
1.	Indian:					
	Individuals /HUF	18,77,048	63.42	5,35,000	24,12,048 ⁽¹⁾	60.01
	Body Corporate/Trust	-	-	-	-	-
	Sub-Total	18,77,048	63.42	5,35,000	24,12,048⁽¹⁾	60.01
2.	Foreign Promoters					
	Sub Total (A)	18,77,048	63.42	5,35,000	24,12,048⁽¹⁾	60.01
B	Non-Promoters' Holding:					
1	Institutions Investors	-	-	-	-	-
2	Non- Institutions					
(i)	Bodies Corporate	2,34,163	7.92	5,25,000	7,59,163 ⁽²⁾	18.89
(ii)	Individuals	7,82,396	26.43	-	7,82,396	19.46
(iii)	HUF	26,188	0.88	-	2,6188	0.65
(iv)	NRIs	3,155	0.11	-	3,155	0.08
(v)	Clearing Members	1	Negligible	-	1	Negligible
(vi)	Investor Education and Protection Fund (IEPF)	36,749	1.24	-	36,749	0.91
	Sub-Total (B)	10,82,652	36.58	5,25,000	16,07,652⁽²⁾	39.99
	Grand Total (A+B)	29,59,700	100.00	10,60,000	40,19,700^{(1)&(2)}	100.00

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

e. Time frame within which the preferential issue shall be completed and material terms:

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

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

- a. The holder of warrants will have an option to convert by remitting the balance 75% of the issue price and apply for and be allotted 1 (one) Equity Share of the Company per each warrant, any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of convertible warrants, in one or more tranches. Upon receipt of the full payment as above, the Board or Committee shall allot one Equity Share per each Warrant.
- b. If the entitlement against the warrants to apply for the Equity Shares is not exercised within the period as specified, the entitlement of the Warrant holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid any time on such warrants shall stand forfeited.
- c. The warrant holders, upon conversion of their warrants into equity shares, shall also be entitled to any future bonus/rights issue(s) of equity shares or other securities convertible into Equity Shares by the Company, in the same proportion and manner as any other Members of the Company for the time being.
- d. The warrants by itself do not give to the holder thereof any rights of the Members of the Company.
- f. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue and the current and proposed status of the allottee (s) post the preferential issues namely, promoter or non-promoter:**

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

PRE ISSUE HOLDING			POST ISSUE HOLDING ON CONVERSION		
Identity of proposed Preferential Allottees	Pre issue holding	% of shares	Warrants proposed to be allotted	No. of Shares after Conversion	% of shares on conversion *
Promoters (Pre-Issue)			Promoters (Post-Issue)		
Mr. Sunil Nyati	4,68,398	15.83	33,000	5,01,398	12.47
Mrs. Anita Nyati	3,98,000	13.45	1,02,000	5,00,000	12.44
Mr. Parth Nyati	4,87,000	16.45	1,00,000	5,87,000	14.60
Mr. Devashish Nyati	2,87,000	9.70	3,00,000	5,87,000	14.60
Total	16,40,398	55.43	5,35,000	21,75,398	54.11
Non-Promoters (Pre-Issue)			Non-Promoters (Post-Issue)		
Share India Algoplus Private Limited	-	-	5,25,000	5,25,000	13.06
Total	-	-	5,25,000	5,25,000	13.06

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

Change in control: As a result of the proposed preferential allotment of warrants convertible into equivalent number of equity shares, there will be no change in the composition of the Board of Directors and no change in control of the Company.

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

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

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

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

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

h. Practicing Company Secretary Certificate:

Certificate from L. N. Joshi and Company, Practicing Company Secretary, Indore confirming that the proposed issue of warrants convertible into equivalent number of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and the same is available on the website of the Company under the weblink https://www.swastika.co.in/Admin/InvestRelation/Compliance_Certificate_PCS_Preferential_Issue.pdf.

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

The price of the warrants convertible into equivalent number of equity shares proposed to be issued has been determined in accordance with the preferential issue guidelines given in SEBI (ICDR) Regulations and subsequent amendments thereto which is based on the relevant date i.e., 02.11.2023, which is thirty days prior to the date of Extra Ordinary General Meeting (EGM to be held on 02.12.2023). The equity shares are listed on the BSE Limited (BSE) and are frequently traded. The trading volume on BSE during the preceding 90 trading days prior to the Relevant Date was higher. Accordingly, the minimum issue price of warrants convertible into equivalent number of equity shares has been calculated with reference to trading volume at BSE.

In terms of the provisions of Regulation 164(1) of ICDR Regulations, the price at which warrants convertible into equivalent number of equity shares shall be allotted shall not be less than higher of the following:

- a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- b. the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.

The issue price of Rs. 311/- per warrants convertible into equivalent number of equity shares has been arrived at after considering the higher of the volume weighted average price of the related equity shares quoted on BSE during the 90 trading days (Rs. 242.50/-)/ 10 trading days (Rs.309.51/-) preceding the relevant date. A Certificate has obtained from the Practicing Company Secretary confirming that the minimum price for the preferential issue is as per Preferential Issue Regulations in Chapter V of SEBI (ICDR) Regulations, 2018.

Considering that the allotment through this preferential issue shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the price of Rs. 311/- (Rupees Three Hundred and Eleven only) of the warrants convertible into equivalent number of equity shares to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated 07th November, 2023 issued by Mr. Snehal Shah, Chartered Accountant and Independent Registered Valuer (IBBI Regd. No. IBBI/RV/06/2019/11772) having office at 920, Samanvay silver, Beside. Royal Orchid Hotel Mujmahuda circle Akota, Vadadara, Gujarat 390020 in accordance with Regulation 166A of the ICDR Regulations (“Valuation Report”). The Valuation Report is made available for inspection by the members on the Company’s website under the weblink: https://www.swastika.co.in/Admin/InvestRelation/Valuation_Report_EGM_SIL_Warrants.pdf.

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

Not Applicable as the allotment will be made for cash.

k. SEBI Takeover code:

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

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

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

m. Lock-in Period:

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

n. Listing:

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

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

The Company has not made any allotment on preferential basis during the year.

p. Compliances:

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

q. Other disclosures/undertaking:

1. Neither the Company, its Promoters nor the Directors have been declared as willful defaulters or fraudulent borrowers as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations are not applicable.
2. None of its directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.
3. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.
4. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
5. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
6. The Company is in compliance with the conditions for continuous listing;
7. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of SEBI ICDR Regulations;
8. None of the Proposed Allottees or member of promoter/promoter grup has sold any equity shares during 90 trading days preceding the Relevant Date;
9. The Equity Shares held by all the proposed allottees in the Company are in dematerialized form only;
10. No person belonging to the promoters / promoter group has previously subscribed to and paid for any warrants of the Company during the last one year;
11. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

r. Monitoring Agency:

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

s. Approval under the Companies Act:

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

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

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Notice.

Except Mr. Sunil Nyati, Chairman and Managing Director and Mrs. Anita Nyati, Whole Time Director of the Company, Mr. Parth Nyati, Mr. Devashish Nyati being a proposed allottee or relative of the proposed allottee, none of the other directors, key managerial personnel or their relatives is concerned or interested (financial or otherwise) directly/indirectly in the above said resolution.

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

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

Date: 9th November, 2023

Place: Indore

SWASTIKA INVESTMART LIMITED

CIN: L65910MH1992PLC067052

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