

**Dated: 30<sup>th</sup> May, 2024**

**To**  
**The Secretary,**  
**Corporate Relationship Department**  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers, 'A' wing  
Dalal Street, Fort Mumbai – 400 021

**Sub: Submission of Annual Secretarial Compliance Report for the year ended 31st March 2024.**

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (LODR) Regulations, 2015 read with the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the year ended 31<sup>st</sup> March, 2024 issued by L.N. Joshi & Company, Practicing Company Secretaries.

You are requested to take the same on record.

Thanking you,

**FOR SWASTIKA INVESTMART LIMITED**

**Shikha Bansal**  
**Company Secretary & Compliance Officer**  
**M. No. A36520**

**Swastika Investmart Limited**

Corp. Off. : 48 Jaora Compound, M.Y.H. Road, Indore-452001 ☎ 0731-6644000, 3345000

Regd. Off. : Flat No. 18, North Wing, Madhaveshwar Co-op. Hsg. Society, S.V. Road, Andheri (W), Mumbai-400058 ☎ 022-26254568-69

✉ info@swastika.co.in 🌐 www.swastika.co.in CIN : L 65910 MH 1992 PLC 067052

**Swastika Group : Member of NSE, BSE, NCDEX, MCX, MSEI DP : NSDL & CDSL**



**L N JOSHI & CO.**

**PRACTISING COMPANY SECRETARIES**

122, Krishna Business Centre, 11, PU- 4  
Next to Medanta Hospital, Rasoma Square  
Indore -452010 (M.P.)

**L.N. Joshi**

M.Com, LLB (Hons), FCS

**Insolvency Professional**

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Cell +91 94250 60308

E-mail-lnjoshics@gmail.com

**ANNUAL SECRETARIAL COMPLIANCE REPORT  
OF**

**SWASTIKA INVESTMART LIMITED**

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024**

[Under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I, L.N. Joshi, proprietor of L N Joshi and Co., Company Secretaries have examined:

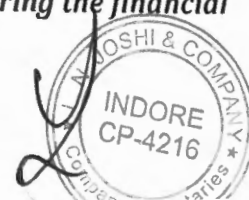
- a) all the relevant documents and records made available to me and explanation provided by **SWASTIKA INVESTMART LIMITED ("the listed entity")**,
- b) the filings/ submissions made by the listed entity to BSE Limited,
- c) Website of the listed entity, i.e. www.swastika.co.in
- d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

For the year ended 31<sup>st</sup> March, 2024 ("**Review period**") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued there under; and
- b) the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("**SEBI**");

The specific Regulations, whose provisions and the circulars/guidelines issued there under, have been examined, include:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; [**Not Applicable as there was no reportable event during the financial year under review**];
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; [**Not Applicable as there was no reportable event during the financial year under review**];
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; [**Not Applicable as there was no reportable event during the financial year under review**]



- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- i) Securities and Exchange Board of India (Intermediaries) Regulations, 2008;
- j) Securities and Exchange Board of India (Stock Brokers) Regulations, 1992;
- k) Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992;
- l) Securities and Exchange Board of India (Investment Advisers) Regulations, 2013;
- m) Securities and Exchange Board of India (Research Analysts) Regulations, 2014;
- n) Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020
- o) Securities and Exchange Board of India {KYC (Know Your Client) Registration Agency} Regulations, 2011
- p) SEBI (Certification of Associated person in the Securities Markets), Regulation 2007

and the circulars/ guidelines issued there under; and based on the above examination, I hereby report that, during the review period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation /Circular No.	Deviations	Action taken by	Type of Action (Advisory/Clarification/Fine/ Show Cause Notice/ Warning etc.)	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
AS PER ATTACHED ANNEXURE 1										

- b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations/ Remarks of the Practicing Company Secretary in the previous reports(PCS)	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation/deviations and actions taken/penalty imposed, if any, on the listed entity.	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
01	The Company is required to obtain the contingency insurance policy in the matter of issuance of duplicate securities.	31.03.2023	Para 5 of SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/70 May 25, 2022	No fine/penalty imposed/ action taken, by any authority for such non compliance.	The Company has obtained the contingency insurance policy towards the risk arising out of the requirements relating to Issuance of duplicate securities of the company.	Complied

Note: The observations made in the Annual Secretarial Compliance Report for the financial year ended 31st March, 2022 were already mentioned in the previous year's report (i.e. report for the financial year ended 31st March, 2023) and no action was required to be taken in current year except reported above.

- q. I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS
01	<b>Secretarial Standards:</b>  The compliances of the listed entity are in accordance with the applicable Secretarial	Yes	



	Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.		
02	<b>Adoption and timely up-dation of the Policies:</b> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/ circulars/ guidelines issued by SEBI</li> </ul>	Yes	
03	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	Yes Yes Yes	
04	<b>Disqualification of Director:</b>  None of the Director of the listed entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by listed entity	Yes	
05	<b>Details related to Subsidiaries of listed entity have been examined w.r.t.:</b> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirement with respect to disclosure of material as well as other subsidiaries</p>	Yes Yes	
06	<b>Preservation of Documents:</b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
07	<b>Performance Evaluation:</b>	Yes	



	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees on an annual basis as prescribed in SEBI Regulations		
<b>08</b>	<b>Related Party Transactions:</b>  (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions;  (b) in case no prior approval obtained, the Listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	<b>Yes</b>  <b>NA</b>	Please refer point no. 8(a)
<b>09</b>	<b>Disclosure of events or information:</b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.	<b>Yes</b>	Imposition of a penalty by the exchange as a stock broker member for operational reasons, which is not material nature and frequently occurred, was not disclosed under Regulation 30 read with Schedule III of the SEBI LODR Regulations, 2015. However, the penalties imposed by SEBI were disclosed in a timely manner.
<b>10</b>	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	<b>Yes</b>	
<b>11</b>	<b>Actions taken by SEBI or Stock Exchange, if any:</b>  No Actions has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued there under.	<b>No</b>	Details of actions taken by SEBI/Stock Exchanges have been specified in <b>Annexure 1</b>
<b>12</b>	<b>Additional Non-compliances, if any:</b>  No any additional non-compliance observed for all SEBI regulation / circular / guidance note etc.	<b>Yes</b>	

\*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'



**Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019:**

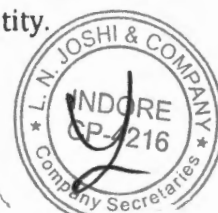
Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	<p>Yes</p> <p>NA</p> <p>NA</p>	<p>The erstwhile Sahaj &amp; Company statutory auditor of the Company, resigned with effect from July 20, 2023, which was duly intimated to Exchange and also the Standalone and Consolidated Limited Review report for the quarter ended 30<sup>th</sup> June, 2023 signed by them.</p> <p>The listed entity appointed Fadnis &amp; Gupte LLP as their statutory auditor to fulfil the casual vacancy. The condition stipulated has been incorporated in the Engagement Letter.</p> <p>Further, during the period under review there was no incidence of resignation by the statutory auditors of material subsidiary company of the Listed entity.</p>
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed</p>	<p>NA</p> <p>NA</p>	<p>As per the resignation letter of auditor of the listed entity, the reason of resignation was not related to non-receipt of information.</p>



	<p>resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>NA</p> <p>NA</p>	
3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019.</p>	Yes	<p>Company had obtained details in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019 and simultaneously filed with exchange with in prescribed time.</p> <p>Further, during the period under review there was no incidence of resignation by the statutory auditors of material subsidiary company of the Listed entity.</p>

**Assumptions and Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.



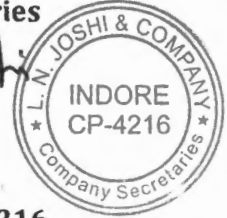
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**Place: Indore**  
**Date: 25th May, 2024**  
**UDIN: F005201F000447907**

**For L.N. Joshi & Company**  
**Company Secretaries**

*L.N. Joshi*

**L.N. Joshi**  
**Proprietor**



**FCS: 5201, C P No: 4216**

**PR Certificate No. 1722/2022**

**Unique Code Number: S2002MP836100**

Sr. No.	Compliance Requirement(Regulation/Circulars/Guidelines including specific clause)	Regulation/Circular No.	Deviations	Action taken by	Type of Action	Details of Violations	Fine amount	Observation	Management Response	Remarks
1	Shifting of orders in Correct Client Code	NSE/INVG/56395 dated April 17, 2023	Modification of client code due to punching error	NSE	Monetary Penalty	Penalty levied by NSE towards Client code modification	21671.33	-	The processes have been strengthened for non-recurrence of such incidents and to ensure that client code modifications are carried out promptly in compliance with exchange regulations.	
2	Requirement to obtain prior approval from the Exchange before issuing the advertisement	MCX/MEM/089/2023 dated February 09, 2023 And NSE/INSP/52085 dated April 22, 2022	MCX and NSE have observed that certain contents of published advertisement need prior approval but approval not obtained	MCX and NSE	Monetary Penalty	Penalty levied by exchange for Publishing Advertisement without taking prior Approval of Exchange	150000	-	Some new year greetings advertisement published on TV which are exempt from Exchange Approval but certain content falls under approval category due to which exchange levied penalty for non approval. We have implemented proper system for issuance of advertisements as per exchange code of conduct.	
3	Reporting of Collaterals at Client Level	MCXCCL Circular No. MCXCCL/INSP/315/2021 dated December 17, 2021	MCXCCL has observed certain discrepancies in reporting of daily client collateral data	MCXCCL	Monetary Penalty	The penalty levied for the irregularities observed with respect to the Modification Of Collateral Data	50000	-	Some miscommunication occurred between exchange officials and our operational team while submitting this report on the portal. There was an error in only one instance and only that particular instance needs to be updated. But complete detail have been reuploaded which resulted in modification of all instances and leads to this penalty. Now we have maker checker system in place to avoid such type of procedural error.	
4	Limited purpose inspection by MCX	MCX/INSP/400/2017 dated 30/10/2017	MCX has observed certain discrepancies including non availability of notice board, compliant registers and also involvement of AP in Illegal Activities at the time of inspection of Authorised Person of the listed entity.	MCX	Monetary Penalty	The penalty levied for the irregularities observed during inspection	135000	-	The AP was terminated with immediate effect as and when the Company received notice from Exchange and we made a proper system for surveillance of our Authorized Persons.	
5	NSE Special Purpose Inspection	NSE/INSP/41498' dated July 03, 2019	NSE observed certain discrepancies w.r.t. clients ledger during their special purpose inspection	NSE	Monetary Penalty	The penalty levied during inspection for Non-maintenance of proper client ledger	25000	-	The discrepancy observed were already rectified by member before exchange observation and also the processes have been strengthened for nonrecurrence of such incidents.	



6	Validation of KYC records	SEBI/HO/MIRSD/FATF/P/CIR/2023/0144 dated August 11, 2023	NCDEX has observed certain discrepancies in operational activity of the listed entity	NCDEX	Monetary Penalty	Trading Member allowed trades in 4 UCC whose KYC were not validated by KRA hence penalty Imposed	20000		We are strengthening our procedures to ensure rigorous compliance with KYC requirements moving forward and to validate clients KYC with KRA. Further in these 4 cases NCDEX system allowed trades that's why trade executed without validation however in all other exchanges proper system was there and we relied on data provided by exchanges as there were no instruction in the related circulars of exchanges to implement such blocking mechanism from brokers end.
7	Operation of Terminals having Valid NISM certificates	NSE/INSP/53530 dated September 02, 2022	NSE has observed certain discrepancies in operational activity of the listed entity	NSE	Monetary Penalty	Fines Levied Towards Operation Of Terminals Without Valid Certification In Derivative Segment	25000		In this case 3 NEAT ids were not reflecting on exchange portal due to which we were unable to deactivate the same on the expiry of certificates. Several communication were made to exchange for the same but no resolution received. However we have filed a review application in the matter, as there is no fault from our end and as discussed with exchange it may be waived off.
8	Allocation of Client collateralas	NCL/CMPT/51657 dated March 17, 2022; NCL/CMPT/55687 dated February 20, 2023; MCXCCL/C&S/103/2022 dated April 27, 2022 and NCCL/CLEARING-013/2022 dated April 12, 2022	NCL/MCXCL/NCCL have observed certain discrepancies in reporting of Allocation of Client Collateral of the listed entity	NCL/MCX CCL/NCCL	Monetary Penalty	Penalty levied for short allocation of client collateral against its Margin requirement	1715433		Due to some Back office technical issues, the shortfall has been occurred while allocating clients collateral inspite of having complete availability of collaterals in clients account against their margin requirement. Now back office vendor has fixed the issue and we updated our process to avoid such penalties in future.
9	Reporting of CTCL terminals details before placing of trade orders.	NSE/MSD/34638 dated April 13, 2017; NCDEX/TECHNOLOGY-008/2017/033 dated February 6, 2017;	Exchnages observed certain operational discrepancies in reporting of CTCL details	NSE/BSE/ NCDEX	Monetary Penalty	Mismatches observed in CTCL terminal details uploaded with exchanges and member back office	16103		The processes have been strengthened for nonrecurrence of such incidents.
10	NISM certification requirement in terms of the mandate of SEBI (Certification of Associated person in the Securities markets) , Regulation 2007	Regulation 3 of SEBI (Certification of Associated person in the Securities markets) , Regulation 2007	Not having requisite NISM certification as per regulation 3 of SEBI (Certification of Associated person in the Securities markets) , Regulation 2007 as Merchant Banker	SEBI	AO order issued for Monetary Penalty	Penalty levied by AO for not having NISM certification	300000		Immediate action was taken and both KMP have passed the NISM exam and provided requisite certificates to Authority further penalty amount paid in FY 2024-25.

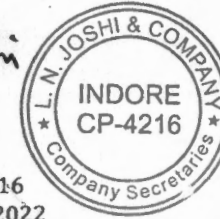


11	Recovery proceeding initiated by SEBI	Section 28A (1) and 11(2) (ia) of SEBI Act, 1992 and Section 23JB of SCR Act, 1956	SEBI and NSE/BSE did joint inspection for the period from April, 2020 to June, 2021 and found some operational observations, accordingly imposed penalty of Rs. 15.00 Lacs under SCRA, 1956 and SEBI Act, 1992 in FY 2022-23.	SEBI	Revoery proceeding initiated	Due to non payment of penalty of Rs. 15 lacs imposed by SEBI in FY 2022-23 , recovery proceeding has been initiated by recovering officer.	1500000/- (+ Rs 46000 with interest and recovery cost)	Company has not paid the penalty amount as Company had to file appeal before Hon'ble SAT against the order of SEBI which was also communicated to SEBI but SEBI didn't consider the same and in mean time recovery proceeding has been initiated by recovery officer and after that Company had paid the penalty and charges under protest. However during FY 2023-24 our appeal was accepted by SAT against the order of SEBI which is still pending bneofer Hon'ble SAT. Further there was no impact of the SEBI Order on the operation of the Company as it was with respect to routine and operating matters of the Company and there is no material impact on the revenue and fundamentals.
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Place: Indore  
Date: 25th May, 2024  
UDIN: F005201F000447907

For L.N. Joshi & Company  
Company Secretaries

*L.N. Joshi*  
L.N. Joshi  
Proprietor



FCS: 5201, C P No: 4216

PR Certificate No. 1722/2022

Unique Code Number: S2002MP836100