

Dated: 7th November, 2023

To
The Secretary,
Corporate Relationship Department
BSE Limited,
Phiroze Jeejeebhoy Towers, 'A' wing
Dalal Street, Fort
Mumbai – 400021

Sub: Outcome of the Board Meeting held on Tuesday, 7th November, 2023 under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Ref: Swastika Investmart Limited; (BSE Scrip Code 530585; ISIN: INE691C01014)

Dear Sir/Madam,

In continuation to the prior intimation of Board Meeting issued on 2nd November, 2023 and in terms of the provisions of Regulation 30 (read with Part A of Schedule III) of the SEBI Listing Regulations, this is to inform you that the Board of Directors, at its meeting held today, inter alia, has approved, the following proposals, subject to such regulatory/statutory approvals as may be required, including approval of the shareholders of the Company:

1. Approved alteration in articles of associations of the Company.
2. Approved to issue and allot up to 10,60,000/- (Ten lakhs Sixty Thousand only) warrants convertible into equivalent number of Equity Shares of face value of Rs. 10 each in accordance with the applicable laws ("Warrants") at a price of Rs. 311/- (Rupees Three Hundred and Eleven only) each (including the warrant subscription price and the warrant exercise price) aggregating up to Rs 32,96,60,000/ (Rupees Thirty Two Crores Ninety Six Lakhs Sixty Thousand Only) to the Promoter/ Promoter Group and non promoter entity (as listed in Annexure I herein) by way of preferential issue in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013, as amended ("Act") read with Companies (Share Capital and Debentures) Rules, 2014 as amended ("Rules"), Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (LODR) Regulations, 2015 and such other acts / rules / regulations as may be applicable and subject to necessary approval of the members of the Company and in principle approvals of the stock exchanges and other regulatory authorities, as may be applicable in this regard.
3. Approved to issue secured unlisted redeemable Non Convertible Debentures (NCDs) upto Rs. 50 cr. (Rupees Fifty Crores only) in one or more tranches/series on private placement basis.

The Company will be seeking approval of the shareholders for the proposed aforesaid businesses alongwith other businesses by convening an Extra Ordinary General Meeting subject to applicable provisions/circulars issued by Ministry of Corporate Affairs and SEBI from time to time.

The notice of the said EGM will be sent separately to the Stock Exchange(s) and to the Members of the Company and will also be available on the Company's website at www.swastika.co.in and on the website of the stock exchange at <https://www.bseindia.com> in due course of time.

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

Further, the disclosures as required under Regulation 30 of the Listing Regulations read with SEBI Circular on Continuous Disclosure Requirements (SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015, as amended), concerning the issue of securities on a preferential basis are enclosed to this letter.

The Meeting of the Board of Directors commenced at 04.00 P.M. and concluded at 7:15 P.M.

This is for your information and record.

Thanking you,

FOR SWASTIKA INVESTMART LIMITED,

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

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To,
The Secretary,
Corporate Relationship Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

Sub:- Continuous Disclosure under Sub Clause 2.1 of Para A of Part A of Schedule III of the SEBI(LODR) Regulation, 2015 as amended from the to time.

Ref: Swastika Investmart Limited (BSE Scrip Code 530585; ISIN INE691C01014)

Dear Sir/Madam,

Pursuant to the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, and with reference to the Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July 2023 regarding Continuous Disclosure Requirement for Listed Entities, we are enclosing disclosure as required under Sub clause 2.1 of Para A of Part A of Schedule III regarding issuance of securities.

The Meeting of the Board of Directors commenced at 04.00 P.M. and concluded at 7:15 P.M.

This is for your information and record.

Thanking You,

Yours faithfully

FOR SWASTIKA INVESTMART LIMITED

CS Shikha Bansal
Company Secretary and Compliance Officer
M. No.- A36520

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The details relating to issuance of warrants on preferential basis as required under Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, SEBI circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023 are as under:

S. No.	Particulars	Description
1	Type of securities proposed to be issued	Warrants convertible into equivalent number of Equity Shares of the Company
2	Type of issuance (further public offering, rights issue, Depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential allotment in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") and other applicable laws
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Issue of Up to 10,60,000 (Ten Lakhs Sixty Thousand only) warrants convertible into equivalent number of Equity Shares of the Company having face value of Rs.10/- (Rupee One Only) ("Equity Share(s)") each at a price of Rs 311/- (Rupees Three Hundred and Eleven only) each payable in cash ("Warrant Issue Price"), aggregating up to Rs 32,96,60,000/ (Rupees Thirty Two Crores Ninety Six Lakhs Sixty Thousand Only ("Total Issue Size").
4	In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):	
	Names of the Investor(s)	As provided in Annexure I below
	Issue Price and Size	Convertible Warrants each at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of 311/- (Rupees Three Hundred and Eleven only) each payable in cash ("Warrant Issue Price"), aggregating up to Rs 32,96,60,000/ (Rupees Thirty Two Crores Ninety Six Lakhs Sixty Thousand Only)
	Nature of consideration	Cash
	post allotment of securities -outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors	Attached in Annexure I below
5.	In case of convertibles-intimation on conversion of securities or on lapse of the tenure of the instrument;	a. Each of the warrants are convertible into equivalent number of Equity Shares within

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		<p>a period of eighteen months from the date of allotment.</p> <p>b. An amount equivalent to 25% of the consideration shall be payable at the time of subscription and allotment of warrants, and the remaining 75% of the consideration shall be payable on the exercise of options against each such warrant.</p> <p>c. In the event that the Proposed Allottee does not exercise the option for Equity Shares against any of the warrants within a period of eighteen months from the date of allotment of such Warrants, the unexercised Warrants shall lapse, and the consideration paid by the Proposed Allottee shall be forfeited by the Company.</p>
6.	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not applicable

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The details relating to issuance of secured, unlisted, redeemable Non-Convertible Debentures on Private placement as required under Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, SEBI circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023 are as under

S. No.	Particulars	Description
1	Type of securities proposed to be issued	Non-Convertible Debentures
2	Type of issuance (further public offering, rights issue, Depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Private Placement
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Issue size up to Rs. 50 crores (Rupees Fifty Crores only)
4	In case of issuance of debt securities or other non-convertible securities the listed entity shall disclose following additional details to the stock exchange(s):	
i.	size of the issue	Upto Rs. 50 crores (Rupees Fifty Crores only)
ii.	whether proposed to be listed? If yes, name of the stock exchange(s);	No
iii.	tenure of the instrument - date of allotment and date of maturity;	Tenure: upto 10 years Date of allotment: yet to be decided Date of maturity: yet to be decided
iv	coupon/interest offered, schedule of payment of coupon/interest and principal	Yet to be decided
v	charge/security, if any, created over the assets	Movable and Immovable Properties
vi	special right/interest/privileges attached to the instrument and changes thereof;	Secondary/Pari Passu Charge on the Movable and Immovable Properties
vii	delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal	Not applicable
viii	details of any letter or comments regarding payment/non-payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any;	Not applicable
ix	details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures	Out of profit of the Company
5	any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable

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Annexure I

(Names of the Investor(s), post allotment of securities -outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors)

S. No	Name of the proposed allottee	Category (promoter/non promoter)	Pre Issue Equity holding #		No. of warrants proposed for allotment	Total Consideration Amount In Rs.	Post preferential allotment and conversion of warrants into Equity Shares (assuming issue of maximum number of Warrants and their full conversion)	
			No. of shares	% of holding			No. of shares	% of holding
1.	Share India Algoplus Private Limited	Non-Promoter	0	0	525000	16,32,75,000	525000	13.06%
2	Parth Nyati	Promoter Group	487000	16.45%	100000	3,11,00,000	587000	14.60%
3	Sunil Nyati	Promoter	468398	15.83%	33000	1,02,63,000	501398	12.47 %
4	Devashish Nyati	Promoter Group	287000	9.70 %	300000	9,33,00,000	587000	14.60 %
5	Anita Nyati	Promoter Group	398000	13.45%	102000	3,17,22,000	500000	12.44 %

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To
The Secretary,
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BSE Limited,
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Dalal Street, Fort
Mumbai – 400021

Subject: Continuous disclosure of material events or information in pursuance of Regulation 30 read with sub-clause 14 of Para A of Part A of Schedule III of SEBI (LODR) Regulations, 2015 for amendment in Articles of Association.

Ref: Swastika Investmart Limited; (BSE Scrip Code 530585; ISIN: INE691C01014)

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) and with reference to the Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 regarding continuous disclosure requirements for listed entities, we are enclosing disclosure as required under sub-para 14 of Para A of Part A of Schedule III regarding amendment in Articles of Association of the Company subject to approval of members in ensuing General Meeting.

The meeting of the Board of Directors commenced at 4:00 PM and concluded at 7:15 PM.

You are requested to please take on record the above said information for your reference and further needful.

Thanking You,

Yours Faithfully,

FOR SWASTIKA INVESTMART LIMITED,

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CONTINUOUS DISCLOSURE UNDER SUB-CLAUSE 14 OF PARA A OF PART A OF SCHEDULE III PURSUANT TO REGULATION 30 OF THE SEBI (LODR) REGULATION, 2015

BREIF DETAILS OF AMENDMENT TO THE ARTICLES OF ASSOCIATION (“AOA”) OF THE COMPANY SUBJECT TO APPROVAL OF MEMBERS IN ENSUING GENERAL MEETING

S. No.	Amendment / Alteration
1	<p>Consent of Board of Directors of the Company be and are hereby accorded for amendment in Article by Substitution of the existing Article 4 with the following :</p> <p>Article 4</p> <p>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.</p> <p>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.</p>

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