WINNING SMILE FOR 20 YEARS







swastika investmart

THE WEALTH MAKERS



SWASTIKA INVESTMART LIMITED

CORPORATE INFORMATION

MANAGING DIRECTOR
Sunil Nyati

WHOLE TIME DIRECTOR
Anita Nyati

DIRECTOR
S. N. Maheshwari
Anil Nyati
Vinod Gupta
C. R. Doshi
Ramanlal Bhutda
Tarun Kumar Baldua

BANKERS
ICICI Bank Ltd. & HDFC Bank Ltd.

REGISTERED OFFICE
1st Floor, Bandukwala Building,
British Hotel Lane, Fort, MUMBAI - 400 001

ADMINISTRATIVE OFFICE
48, Jaora Compound,
M. Y. H. Road, INDORE - 452001

REGISTRAR & SHARE TRANSFER AGENT
Ankit Consultancy Pvt. Ltd.
60, Electronic Complex,
Pardesipura, INDORE - 452010

AUDITORS
R.S. Bansal & Co.
Chartered Accountants, Indore

LISTED AT
Bombay Stock Exchange Ltd., Mumbai

CONTENTS

1} Managing Director's message 2} Consolidated Performance
3} Director's Report 7} Corporate Governance
20} Management Discussion and Analysis
22} Compliance Certificate 25} Auditor's Report
28} Standalone Financials 49} Consolidated Financials
68} Notice of Annual General Meeting

"Striving hard to achieve success through clients growth by following integrity, transparency and ethical practices in all our transactions."



Managing Director's Letter to the stakeholders

Dear Shareholders,

It is a delight to address you on completion of 20 eventful years of your company through this Annual Report for the financial year 2011-2012.

At this juncture, I express my sincere heartfelt gratitude and appreciation to all our cherished clients, associates, friends, and members of the Swastika family for bestowing their faith in the company, helping it in accomplishing it's goals and take a strong foothold in the business. Swastika Investmart Ltd. (SIL) incorporated in the year 1992, as a financing company, SIL today is a conglomerate of different strategic services in fields of finance, investment, consultancy, research and education, with a pan India presence, serving over 40000 clients in 19 cities with over 31 branches across the country.

It has been a step by step journey where every dawn brought a new challenge and every dusk brought an achievement for us, but each day the motto was same, "Striving hard to achieve success through clients growth by following integrity, transparency and ethical practices in all our transactions."

Following back-to-back years of robust 8-8.5% GDP growth, pace of economic expansion slackened to 6.9% in Financial Year 11-12. Indian economy is facing the concerns of high inflation, Balance of payment deterioration, depreciating currency and high level of debts.

The company's performance has also been affected by high volatility and negative sentiments in the equity and currency markets. Despite these difficult circumstances, the company continued to show a positive trend in its vital business parameters. While the company registered a consolidated profit of ₹90 Lakhs during the year and over all financials of the company became stronger as comparison with the year 31st March 2011.

I am happy to further report that during the year, the company has been registered as a member of Futures and Options Segment of BSE and NCDEX Spot Exchange. We are committed to being the best in class in whatever we do and providing a one stop financial hub to our present and prospective clients.

The most significant factor that contributes to the success of any organization is the manpower. We at Swastika ensure that the right person is available for the right job at the right time. Our dedicated team members, driven by a strong and determined leadership combined with efficient internal systems and processes are working hard to achieve the organizational goal of providing best value for money to our clients.

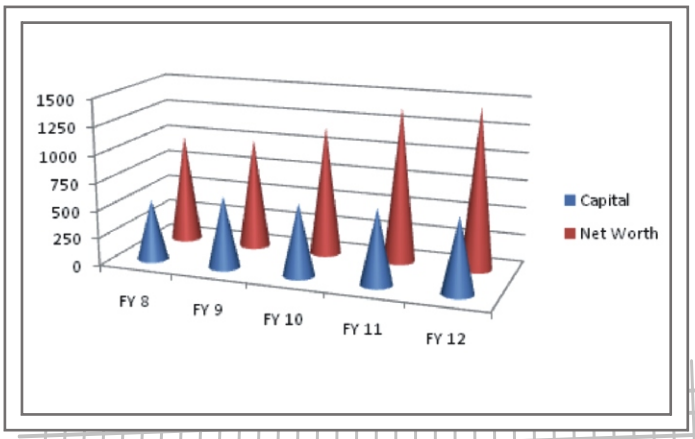
I firmly believe that being fair in setting our goals and objectives, being consistent with them and moving in rhythm with the changing economic and market scenario to achieve those goals and objectives, will surely take your company to new heights.

I look forward to your continued patronage and benediction in our future endeavors and journey to success.

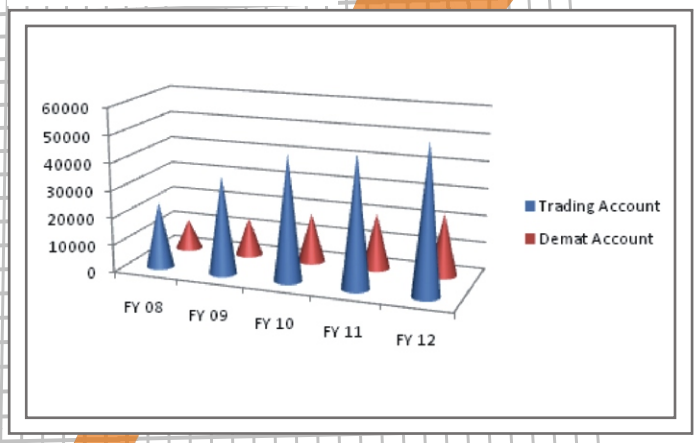
Sunil Nyati
(Managing Director)
Swastika Investmart Limited

Consolidated Performance

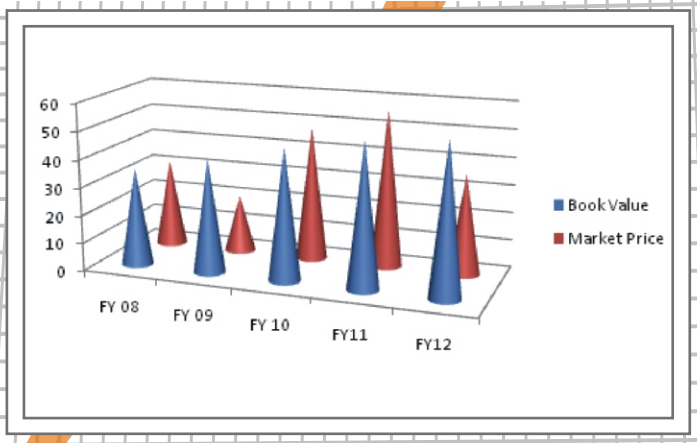
Capital and Net worth



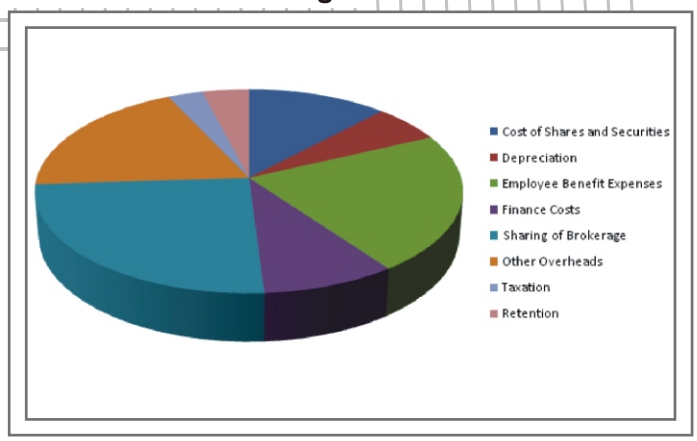
Rising Number of Clients



Book Value and Market Price per Share



Distribution of Earnings



DIRECTORS' REPORT

Dear Members,
Swastika Investmart Ltd.

Your Directors have immense pleasure in presenting the 20th Annual Report of the Company and the Audited Accounts for the financial year ended 31st March, 2012.

FINANCIAL HIGHLIGHTS

(Amount in ₹ Lacs)

PARTICULARS	31.03.2012	31.03.2011
Total Income	1340.25	2479.44
Profit before exceptional and extraordinary items and tax	87.61	222.24
Exceptional Items	2.29	4.51
Profit before extraordinary items and tax	89.90	226.75
Less : Extraordinary Items	-	-
Profit before tax	89.90	226.75
Less : Provision for Taxation		
Current tax	36.25	67.78
Deferred Tax	(7.54)	(4.88)
Profit for the Year	61.19	163.85
Amount Transferred to General Reserve	50.00	125.00
Earning per Share		
Basic	2.07	5.54

This year under review was challenging on many fronts. Due to sluggishness in overall capital market this financial year company could achieve total income of ₹ 1340.25 Lacs and earned net profit after tax of ₹ 61.19 Lacs in comparison to previous financial year's total income of ₹ 2479.44 Lacs and net profit after tax of ₹ 163.85 Lacs.

STANDALONE FINANCIAL STATEMENT

The Ministry of Corporate Affairs (MCA) vide notification No.S.O.447(E) dated 28th February, 2011 amended the existing Schedule VI to the Companies Act, 1956. The Revised Schedule VI is applicable from financial year commencing from 1st April, 2011. The Financial Statements of your company for the year ended 31st March, 2012 have been prepared in accordance with the Revised Schedule VI and accordingly, the previous year's figures have been reclassified/ regrouped to confirm to this years classification.

SUBSIDIARY COMPANY AND CONSOLIDATION OF ACCOUNTS

The Ministry of Corporate Affairs has vide its circular dated 8th February 2011, had granted general exemption to companies from attaching to their balance sheet , the accounts and other documents of their subsidiary

companies , subject to fulfill of specified conditions. In view of this general exemption and being in compliance with the conditions thereof , the accounts and other documents of the company's subsidiaries are not attached to the Annual report of the company. The consolidated financial statement of the Company , which includes the financial information of all its subsidiaries (i.e. Swastika Commodities Private Limited, Swastika Fin-mart Private Limited, Swastika Insurance Services Limited) are forming part of this Annual Report.

The Annual accounts and financial statements of the Subsidiary companies of your company and related detailed information shall be made available to members on request and are open for inspection at the Registered office of your company.

DIVIDEND

In spite of nominal profit, your Directors are pleased to recommend a final dividend of 10% on the equity shares i.e. ₹ 1/- per Equity Share of face value ₹ 10/- subject to approval of the members in ensuing Annual General Meeting .

DIRECTORS

In accordance with the provision of the Companies Act, 1956 and as per Article 128 of Articles of Association of the Company Mr. Anil Nyati and Mr. C.R.Doshi Directors of the Company , retire by rotation and being eligible offer themselves for reappointment in ensuing Annual General Meeting.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956, with respect to the Directors' Responsibility Statement, your directors hereby confirm:

i) That in the preparation of the annual accounts for the financial year ended 31st March 2012; the applicable accounting standards have been followed ;

ii) That they have selected such accounting policies and applied them consistently and made judgments, and estimate that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the profit of the Company for the year under review;

iii) That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the Company and for preventing and detecting Fraud and other irregularities;

iv) That they have prepared the annual accounts on a going concern basis.

PUBLIC DEPOSITS

Your Company has not accepted any Public deposit within the meaning of section 58A of the Companies Act 1956, read with the Companies (Acceptance of Deposit) Rules, 1975.

COMPANIES RULES 1988 (DISCLOSURE OF PARTICULARS IN THE REPORTS OF BOARD OF DIRECTORS)

As the Company is not engaged in any manufacturing activities, hence provisions of section 217 (1) (e) of the Companies Act, 1956 read with the Companies Rules, 1988 are not applicable to the Company. Further there was neither inflow nor outflow of foreign exchange during the year.

PARTICULARS OF EMPLOYEES

The Company did not have any employee, during the year drawing remuneration attracting the provision of section 217 (2A) of the Companies Act, 1956 read with the Companies (particulars of employees) Rule 1975.The company continued to have cordial and harmonious relations with employees.

HUMAN RESOURCES DEVELOPMENT

Your Company believes that nurturing and development of human capital is of key importance for its operations. The HR policies and procedures of your Company are geared up towards this objective. In totality our employees have shown a high degree of maturity and responsibility in responding to the changing environment, economic and the market condition.

AUDITORS

The auditors, M/s R.S. Bansal & Company, Chartered Accountants, Indore retire and being eligible offers themselves for re-appointment in ensuing Annual General Meeting.

AUDITORS REPORT

The auditors report to the shareholders on the Accounts of the Company for the financial year ending on 31st March 2012 does not contain any qualification or adverse remarks, which is self explanatory and need no comments.

SECRETARIAL COMPLIANCE CERTIFICATE

As per the requirement of provision of section 383A of the Companies Act, 1956, the company appointed M/s L.N.Joshi & Co., Company Secretaries and obtained a Secretarial Compliance Certificate, which is annexed herewith.

CODE OF CONDUCT

The company has laid-down a code of conduct for all Board members and senior management of the Company. All the Board members and senior management personnel have affirmed compliance with the code of conduct. The code of conduct has been posted on website of the company i.e www.swastika.co.in.

CORPORATE GOVERNANCE

A separate section titled “Corporate Governance” including a certificate from the Auditors of the Company confirming compliance of the conditions of the Corporate Governance as stipulated under clause 49 of the Listing Agreement and also the Management Discussion and Analysis Report and CEO certification are annexed hereto and form part of this Annual Report.

AUDIT COMMITTEE

Under the provisions of Companies Act, 1956 and Listing Agreement with the Stock Exchanges, the Audit committee Comprises of CA Vinod Gupta, Shri C.R. Doshi and Shri R.L. Bhutda.

DEPOSITORY SYSTEM

Your Company's shares are tradable compulsorily in electronic form and your Company has connectivity with both the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Service (India) Limited (CDSL). In view of the numerous advantage offered by the Depository System, members are requested to avail of the facility of Dematerialization of the Company's shares on either of the Depositories mentioned as aforesaid.

INSURANCE

The Company's assets are adequately insured against the loss of fire and other risks, as considered necessary by the Management from time to time .The Company has also taken insurance cover for any claims /losses arising out of its core business of security broking.

GREEN INITIATIVES IN THE CORPORATE GOVERNANCE

In order to reduce cost of posting and speedy delivery of documents, service of documents through electronic mode has been permitted under section 53 of the Companies Act, 1956 in place of service of documents under certificate of posting. Similarly, to reduce the consumption of papers and speedy secure delivery, service of copies of Balance Sheets and Auditors Report etc., to the members of the company as required under section 219 of the Companies Act, 1956 has been allowed to be served through electronic mode by capturing their e-mail addresses available with the depositories or by obtaining directly from the shareholders.

LISTING OF THE SHARES

Equity shares of the company are listed on Bombay Stock Exchange Ltd., Mumbai and company has paid annual listing fee for financial year 2012-2013.

ACKNOWLEDGEMENT

The Directors place on record their gratitude to the government, regulators, stock exchanges, other statutory bodies, customers, business partners and the company's bankers for the assistance, co-operation and encouragement they extended to the company. The Directors also place on record their sincere appreciation of the employees for their continuing support and dedicated efforts made in ensuring and excellent all-round operational performance. Last but not the least; the directors would like to thank valuable shareholders for their co-operation, support and contribution. We look forward to their continued support and co-operation in the future.

For & on behalf of the Board of Directors
Swastika Investmart Limited

Place : Indore
Date : 28.05.2012

Sunil Nyati Managing Director

Anita Nyati Whole Time Director

REPORT ON CORPORATE GOVERNANCE

A report of the financial year ended 31st march, 2012 on the compliance by the company with the corporate governance requirement under clause 49 of the Listing agreement, is furnished below:

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organization. Good corporate governance leads to long term shareholders value and enhances interest of all stakeholders. It brings into focus the fiduciary and trusteeship role of the Board of align and direct the actions of the organization towards creating wealth and shareholder value.

The company's essential character is shaped by the value of transparency, customer satisfaction, integrity, professionalism and accountability. The Company continuously endeavors to improve on these aspects. The Board views corporate governance in its widest sense. The main objective is to create and adhere to corporate culture of integrity and consciousness, transparency and openness. Corporate governance is a journey for constantly improving sustainable value creation and is an upward moving target. The Company's philosophy on corporate governance is guided by the company's philosophy of knowledge, action and care.

BOARD OF DIRECTORS

A) The Company's policy is to maintain an optimum combination of Executive and non Executive Independent Directors. The Composition of your Company's Board, which comprises of eight directors, is given in the table below and is in conformity with clause 49 of the listing agreement with stock exchange.

As will be seen from the following table , none of the directors hold directorship in more that 15 public limited companies , nor is any of them a member of more than ten committees of the prescribed nature or holds chairmanship of more than five such committee across all public limited companies in which they are directors. The Board does not have any nominee director representing any institution.

Name of Director	Category	No. of Board Meetings Attended	Other Directorship		Committee Position		Whether Attended Last AGM held on 12.09.2011
			Chairman	Member	Chairman	Member	
Sunil Nyati	MD	10	-	3	-	-	Yes
S.N. Maheshwari	NED	10	-	-	-	-	No
Anil Nyati	NED	05	-	2	-	-	Yes
Vinod Gupta	ID	04	-	-	3	3	Yes
C.R. Doshi	ID	04	-	-	-	3	No
Anita Nyati	WTD	10	-	1	-	-	Yes
Raman Lal Bhutda	ID	04	-	-	-	3	No
Tarun Kumar Baldua	ID	04	-	-	-	-	No

MD = Managing Director, NED = Non Executive Director, ID = Independent Director, WTD= Whole Time Director

Note: This includes directorship in public limited companies and subsidiary of public limited companies and excludes directorship in private Limited companies, overseas companies, companies under section 25 of the Companies Act, 1956 and alternate directorship.

During the year 2011-12 the Board met 10 (Ten) times on the following dates, namely:

15/04/2011	01/05/2011	30/05/2011	02/07/2011	11/08/2011
15/09/2011	11/11/2011	07/02/2012	25/02/2012	20/03/2012

i) Inter-se Relationship Among Directors

Mr. Sunil Nyati and Mrs. Anita Nyati are husband and wife, Mr. Sunil Nyati and Mr. Anil Nyati are brothers and Mrs. Anita Nyati is daughter of Mr. S.N Maheshwari. Except for this, there is no inter-se relationship among the directors.

ii) Role of Independent Director

Independent Directors play a key role in the decision making process of the Board and in shaping various strategic initiatives of the Company. The Independent Directors are committed to act in what they believe to be in the best interest of the Company and its stakeholders. The Independent Directors are professionals, with expertise and experience in general corporate management, public policy, finance, financial services and other allied fields. The Company benefits immensely from their inputs in achieving its strategic direction.

iii) Shareholding of Non-Executive Directors

The Number of equity shares held by Non-Executive Directors as on 31.3.2012 is as under:

Name of Director	No. of shares
S.N. Maheshwari	44900
Anil Nyati	154400
Vinod Gupta	-
C.R. Doshi	-
Raman Lal Bhutda	-
Tarun Kumar Baldua	-

iv) Details of the Directors seeking re-appointment at the forthcoming Annual General Meeting as per Clause 49(1) (A) of the Listing Agreement

Particulars	Mr. Anil Nyati	Mr. C.R. Doshi
Date of Birth	05/08/1960	04/05/1944
Date of Appointment	31/03/1998	25/08/2003
Qualification	Graduate	Graduate
Expertise in specific functional area	Stock market and finance activities	HR & Other Administrative
Directorship held in other Companies	Swastika Commodities Pvt. Ltd. Swastika Insurance Services Limited Swastika Polyolefins Private Limited	N.A.
Number of shares held in the Company	154400	N.A
Relationship	Except brother of Mr. Sunil Nyati no other relationship with any other director	No relationship with any director