

॥ सर्वे भवन्तु धनिनः ॥



## Corporate Information

### CHAIRMAN & MANAGING DIRECTOR

Mr. Sunil Nyati

### WHOLE TIME DIRECTOR

Mrs. Anita Nyati

### INDEPENDENT DIRECTORS

Mr. Sunil Chordia

Mr. Raman Lal Bhutda

Mr. Chandrashekhar Bobra

### CHIEF FINANCIAL OFFICER

CA Mahendra Kumar Sharma

### COMPANY SECRETARY

CS Shikha Bansal

### CORPORATE IDENTIFICATION NUMBER

L65910MH1992PLC067052

### REGISTERED OFFICE

Flat No. 18, 2<sup>nd</sup> floor, North Wing, Madhaveshwar  
Co-op. Hsg. Society Ltd., Madhav Nagar, 11/12,  
S.V. Road, Andheri (W), Mumbai - 400058  
Ph.: 022-26254568, Email: info@swastika.co.in

### ADMINISTRATIVE OFFICE

48, Jaora Compound, M.Y.H Road, Indore-452001

### BANKERS

ICICI Bank Ltd., HDFC Bank Ltd. & Indusind Bank Ltd.

### REGISTRAR & SHARE TRANSFER AGENT

Ankit Consultancy Pvt. Ltd.

60, Electronic Complex, Pardesipura, Indore-452001

### STATUTORY AUDITORS

Sahaj & Co.

Chartered Accountants, Indore

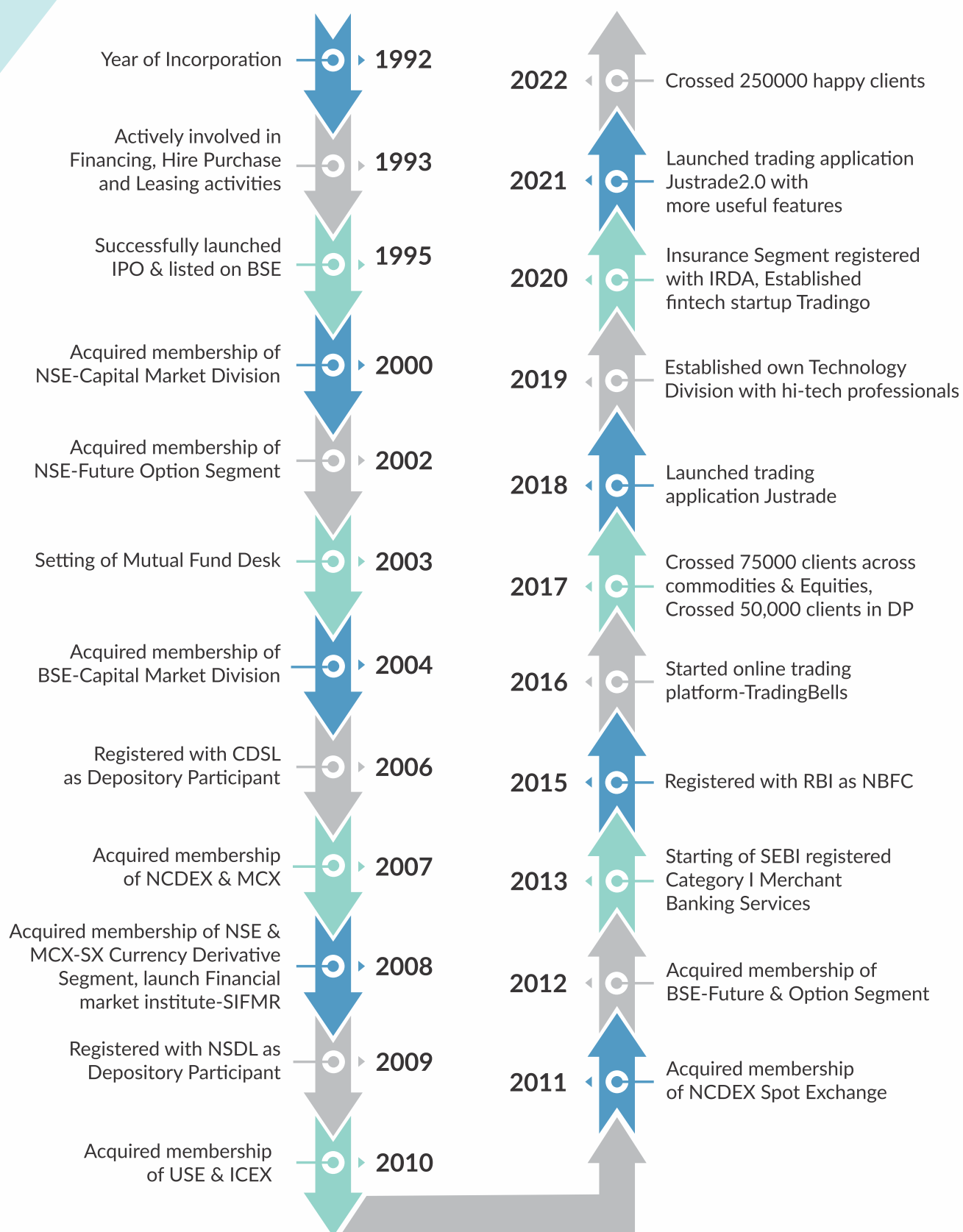
### LISTED AT

BSE Limited

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# Journey of Swastika



# From the desk of **Chairman & MD**

Dear Stakeholders,  
Swastika Investmart Ltd. has been on the journey of making a valuable difference in the world of finance and has completed 30 years of its upward and ongoing journey. Together we have put a strong foot in this revolutionizing industry and contributed with utmost excellence.

## Industry Overview

The world has now entered in post covid era. This new age of post covid life has emerged with some new opportunities and has transformed the way of doing business. Going big has become going digital, thereby rise of the fintech industry. Increasing number of fintech startups, exponential rise in market participants in equity markets as compared to FY 2020-21 in which around 1.58 crore new Demat accounts were opened, in the current financial year 2021-22 the industry witnessed a record opening of 3.5 crore new Demat accounts, more than 100 new IPO's and many more in pipeline, indices soaring to their all-time highs collectively kept the outlook towards the financial markets remain positive and full of future growth.

## Financials

Your company in the past year has demonstrated its true capabilities via its growth, expansion and technological upgradations. These are reflected in the financial performance of the company. Your company has earned the consolidated revenue of Rs.8313.80 Lakhs for the F.Y. 2021-2022, this is around 7.93 % growth from last financial year. Net Profit is Rs.1007.01 Lakhs. Further your company's operating profit margin for F.Y. 2021-2022 is 15.86% and net profit margin is 16.27%. Earnings per share of the company for F.Y. 2021-2022 is Rs.34.02.

## Growth and Expansion

Our footsteps towards growth have led us to acquire 'Safal Capital Ltd.' to strengthen and expand our online stock broking business and client base. This acquisition added around 16000 new retail clients and 120 new authorized persons.

In the merchant banking segment, your company is registered as category- I with SEBI, in which apart from SME IPOs, we have successfully completed more than 125 valuation assignments, till date.

Our team has developed a robust mechanism & strategy to

generate profits for our clients and help them in their financial journey.

## Technological Transformation and Automation

Gaining a technological edge has become a major focus area for the company. We have been at the forefront of technological adoption and intervention, which has helped us improve customer experience and their convenience resulting in customer growth.

'Tradingo' is your company's door in the world of new age finance where digitization and technology has become the dominant driving force. Tradingo, our fintech startup has successfully completed its 2 years. It has shown its visibility with a commendable 26.88% client growth and its discrete and unique technology for smooth trading & investing for its clients via its trading app. Our robust R&D and seamless backend integration have enabled us to stay ahead of the curve.

## Employees at Swastika

Employees are the essence of any organisation. Time and again it has been proven that a happy employee ultimately leads happy customers which leads to a successful company.

Your company has generated employment over the past years. We believe in our employees and their contribution; hence we never laid off the workforce, instead we have been working rigorously on team building. Further the company has been rewarding and incentivizing employees based on their performance.

We are committed to providing a positive work environment with a healthy and growth driven work culture where ideas and efforts of employees are rewarded and recognised. Investing in strengthening the skills of our people and aligning them with our vision has been our topmost focus in the past years. For this we have been conducting various training programs and workshops.

## Corporate Social Responsibility

Your company firmly believes in the value of contributing towards the society. We believe in a healthy and happy world. Over the past many years, the company has been running many initiatives and campaigns for the betterment of the society.

Recently we launched a project 'Taare Zameen Par', with an intention to support the creativity, art and productivity of specially-abled children. Under this project we have opened various retail shops for the sale of hand-made items by these children.

Further we have also initiated various animal protection projects and human health benefit projects.

#### The Road Ahead

The vision of a company is a reflection of its actions. Time and again we have proved our growth, resilience and future existence with our current performance. Our strength lies in our team, our visions, our values, our capability to innovate and most importantly our clients.

Our company has ventured its journey on the path of success by building an inhouse CRM, JARVIS, to acquire new clients and serve them better. The company has been continuously working towards adding more features to our trading application 'Justrade 2.0' for world class trading and investing experience.

With a well-structured and trained team, we aim at building customer excellence. Our goal is to transform customer service in the industry. With our technology-driven approach and our team we are empowered to meet customers' needs faster and more efficiently.

Investment Banking, NBFC and Insurance division have been restructured with improved teams and strategic approach. Services such as startup mentoring, M&A, funding through private equity and venture capital, ESOP consultancy for start-ups and IPOs on main board of exchanges are some on which the company is working to upscale the value of these its businesses.

Last but not the least I would like to thank all the stakeholders for believing in the company and its vision and values. Wish you all a happy and healthy life ahead.

Thank You!

#### Sunil Nyati

Chairman and Managing Director  
Swastika Investmart Limited

“

World class customer experience is our top most priority. Through technology and personal services we are making our customers happy.

”



## Consolidated Highlights 2021-22

₹ **8313.80** Lacs  
Revenue

₹ **5089.14** Lacs  
Net Worth

₹ **1007.01** Lacs  
Net Profit

₹ **298.26** Lacs  
Equity Share Capital

₹ **170.63**  
Book Value Per Share

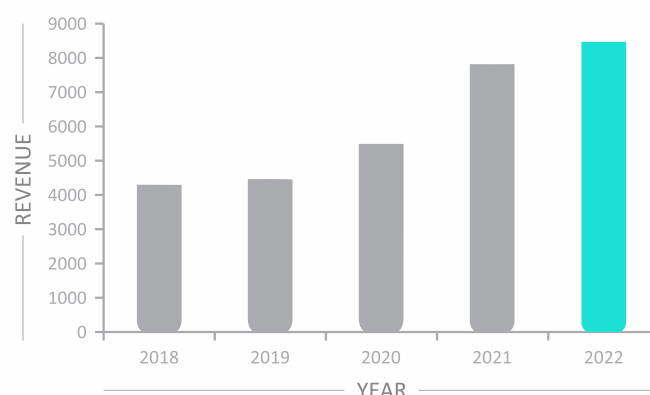
₹ **34.02**  
Earning Per Share

₹ **2.00**  
Dividend Per Share

## Performance Past 5 Financial Years

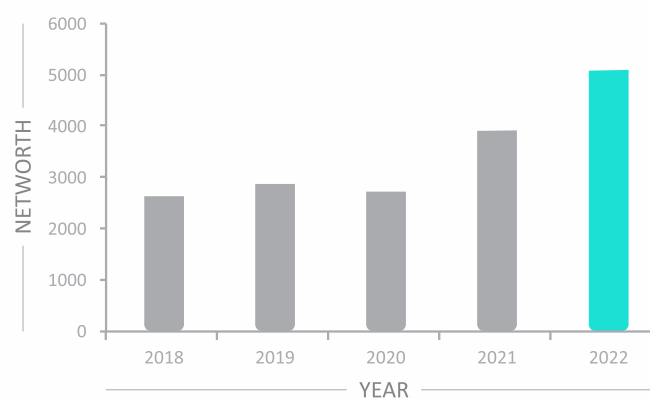
Revenue Growth

Amt in Lakhs

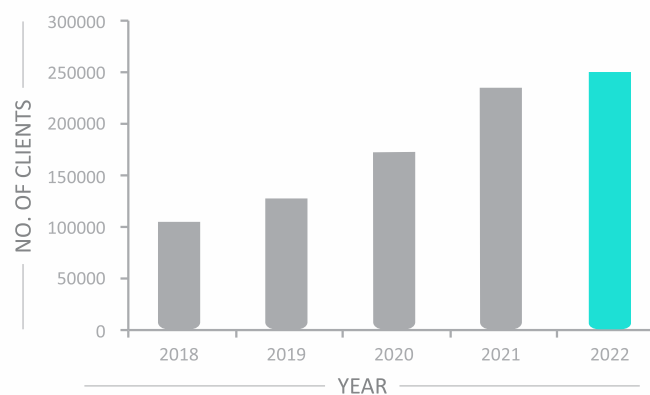


Network

Amt in Lakhs



Client Growth



## Board's Report

Dear Shareholders  
Swastika Investmart Limited  
Mumbai (M.H.)

Your Directors are pleased to present the 30<sup>th</sup> Annual Report on the business and operations of Swastika Investmart Limited along with Standalone and Consolidated Audited Financial Statements of Company for the financial year ended March 31, 2022.

### 1. STATE OF AFFAIRS AND FINANCIAL PERFORMANCE:

#### 1.1 FINANCIAL HIGHLIGHTS AND SUMMARY OF STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS.

The standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022, have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs and as amended from time to time.

The performance highlights and summarized financial results of the Company are given below:

Particulars	(Amount in Lakhs except EPS)			
	Standalone		Consolidated	
	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
Total Income	7709.50	7176.47	8313.80	7702.97
Total Expenditure	6558.73	5916.46	6961.29	6288.19
<b>Profit/(Loss) before exceptional and extraordinary items &amp; tax</b>	<b>1150.77</b>	<b>1260.01</b>	<b>1352.51</b>	<b>1414.78</b>
Exceptional & Extraordinary Item	0.00	0.00	0.00	0.00
<b>Profit/(Loss) before tax</b>	<b>1150.77</b>	<b>1260.01</b>	<b>1352.51</b>	<b>1414.78</b>
Less : Provision for Tax				
Current Tax of current year	298.15	250.63	345.58	287.61
Current Tax earlier year	1.70	0.00	4.26	(0.15)
Deferred Tax	(4.98)	0.54	(4.34)	1.08
<b>Profit/(Loss) after tax</b>	<b>855.90</b>	<b>1008.84</b>	<b>1007.01</b>	<b>1126.24</b>
Other comprehensive Income (Net of Tax)	237.20	152.51	381.38	152.51
<b>Total Comprehensive Income</b>	<b>1093.10</b>	<b>1161.35</b>	<b>1388.39</b>	<b>1278.75</b>
Paid up Equity Share Capital	295.97	295.97	295.97	295.97
Earnings per share (₹ 10/- each) Basic & Diluted (in `)	28.92	34.09	34.02	38.05

#### 1.2 Operational and State of Company's Affairs

On a standalone basis, your company has recorded revenue from operation of ₹ 7672.83 Lakhs for the financial year ended 31<sup>st</sup> March 2022 as against ₹ 7126.15 Lakhs in the previous year, recording an increase of 7.67%. Further during the financial year, company posted net profit before other comprehensive income of ₹ 855.90 lakhs as against previous year in which Company posted net profit before other comprehensive income of ₹ 1008.84 Lakhs.

On a consolidated basis, your company has recorded revenue from operation of ₹ 8273.16 Lakhs for the financial year ended 31<sup>st</sup> March 2022 as against ₹ 7651.13 Lakhs in the previous year, recording an increase of 8.13%. Further during the financial year, company posted net profit before other comprehensive income of ₹ 1007.01 lakhs as against previous year in which Company posted net profit before other comprehensive income of ₹ 1126.24 Lakhs. The consolidated financials reflect the cumulative performances of Swastika Investmart Limited along with its subsidiaries. Detailed description about the business carried out is contained in the Management Discussion and Analysis report.

During the year under review, Company started process for acquisition of stock broking and depository business of Safal Capital (India) Limited ("SCIL") which has been subsequently completed in April, 2022. After this acquisition clientele of your company has been increased by approx 10%. Safal Capital (India) Limited (Formerly known as MPSE Securities Limited) was subsidiary company of Madhya Pradesh Stock and Capital Market Limited (Formerly known as Madhya Pradesh Stock Exchange Limited), incorporated on 19th, March, 2000 under companies Act 1956. Safal Capital (India) Limited was one of the leading financial services company in central India.

### 1.3 ANNUAL RETURN

Pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Annual Return of the Company for Financial Year 2021-22 is available on the Company's website at weblink <https://bit.ly/3Nixa9A>

### 1.4 AMALGAMATION OF WHOLLY OWNED SUBSIDIARY COMPANY SWASTIKA COMMODITIES PRIVATE LIMITED

The National Company Law Tribunal, Mumbai Bench have approved the Scheme of Amalgamation ("the Scheme") of Swastika Commodities Private Limited ('Transferor Company'), wholly-owned subsidiary, with the Company ('Transferee Company'). Pursuant to necessary filings with the concerned Registrar of Companies, the Scheme has become effective from 28th March, 2022. The appointed date of the Scheme is 1st April, 2021. Accordingly, the amalgamation has been accounted in accordance with Appendix C of Ind AS 103 'Business Combinations under common control' and comparatives have been restated to give effect of the amalgamation from the beginning of the previous year.

### 1.5 CAPITAL STRUCTURE

Pursuant to the Amalgamation of Swastika Commodities Private Limited with your Company, the Authorized Share Capital of the company has increased during the period under review. The Authorized Share Capital of the Company has increased from ₹ 500.00 Lakhs divided into 50,00,000 (Fifty Lakhs) Equity Shares of ₹ 10 (Rupees Ten) each to ₹ 600.00 Lakhs divided into 60,00,000 (Sixty Lakhs) Equity Shares of ₹ 10 (Rupees Ten) each.

### 1.6 CHANGE IN BUSINESS ACTIVITIES CONSEQUENT TO AMALGAMATION OF WHOLLY OWNED SUBSIDIARY COMPANY

By virtue of approval of scheme of Amalgamation, the Existing Main Object Clause of the Swastika Commodities Private Limited (Transferor Company) has been added to the Existing main objects of the Swastika Investmart Limited (Transferee Company) for which requisite form has been submitted to the respective authority.

## 2. NUMBER OF MEETINGS OF THE BOARD, ITS COMMITTEES & AGM

The Board met 6 times during the FY 2021-22, the details of which are given in the Corporate Governance Report forming part of the Annual Report. The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Information on the Audit Committee, the Nomination and Remuneration Committee, the Stakeholders Relationship Committee and Corporate Social Responsibility Committee and meetings of those Committees held during the year is given in the Corporate Governance Report.

Further, Annual General Meeting of the Company for financial year 2020-21 was held on 7<sup>th</sup> September, 2021.

## 3. DIVIDEND

For the financial year 2021-22, the Board of Directors are pleased to recommend a final dividend of 20% i.e., ₹2/- per Equity Share of face value ₹ 10/- each fully paid up aggregating to ₹ 59.19 Lakhs, subject to approval of the members in ensuing 30<sup>th</sup> Annual General Meeting.

### AMOUNT TRANSFERRED TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to applicable provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules) as amended, all unpaid or unclaimed dividends are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government, after completion of seven years from the date of transfer to Unpaid Dividend Account of the Company. Hence, during the Financial Year 2021-22 unpaid/unclaimed dividends of ₹ 0.70 Lakhs relating to financial year ended 2013-14 were transferred to the Investor Education and Protection Fund.

Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to IEPF Authority. Accordingly, during the financial year 2021-22, the Company has transferred 1400 shares related to dividend declared for financial year 2013-14 to account of IEPF Authority.

#### DETAILS OF NODAL OFFICER

The Company has appointed Ms. Shikha Agrawal, Company Secretary as the Nodal Officer for the purpose of coordination with Investor Education and Protection Fund Authority. Details of the Nodal Officer are available on the website of the Company at <https://bit.ly/3QWMHiv>

## 4. AMOUNTS TRANSFERRED TO RESERVES

The Board of Directors has decided to retain the entire amount of profit for FY 2021-22 appearing in the statement of profit and loss. Accordingly, your Company has not transferred any amount to General Reserves for the year ended 31 March, 2022.

## 5. DEPOSITS

The Company has not accepted any deposits, within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

**Details of Deposits Which are not in Compliance with the Requirements of Chapter V of the Act:** Not Applicable

#### UNSECURED LOAN FROM DIRECTORS

The Company has not received any unsecured loan from its directors during the financial year 2021-22.

## 6. SUBSIDIARY COMPANIES, JOINT VENTURES OR ASSOCIATE COMPANIES

As on 31<sup>st</sup> March, 2022 your Company had three wholly owned Subsidiaries i.e. Swastika Fin-Mart Private Limited, Swastika Insurance Broking Services Limited and Swastika Investmart (IFSC) Private Limited. During the financial year, your Board of Directors had reviewed the affairs of the subsidiaries. The consolidated financial statements of your Company are prepared in accordance with Section 129(3) of the Companies Act, 2013; and forms part of this Annual Report. During the Year, Swastika Commodities Private Limited ceased to be wholly owned subsidiary of the Company pursuant to National Company Law Tribunal, Mumbai Bench order dated December 24th, 2021 sanctioning the scheme of merger of Swastika Commodities Private Limited, wholly subsidiary of the Company with the Company.

A separate statement containing salient features of the Financial Statements of all the Subsidiaries in accordance with Section 129(3) of the Companies Act, 2013 and the rules made there under in the prescribed Form AOC-1 are annexed to this Report as **ANNEXURE-A** and hence is not repeated here for sake of brevity. There has been no material change in the nature of the business of the subsidiary company.

In accordance with third proviso to Section 136(1) of the Companies Act, 2013, the Annual Report of your Company, containing inter alia the audited standalone and consolidated financial statements, has been placed on the website of the Company at <https://www.swastika.co.in/> Further, audited financial statements together with related information of each of the subsidiary companies have also been placed on the website of the Company at <https://www.swastika.co.in/>

In terms of Section 136 of the Companies Act, 2013 ('the Act'), financial statements of the subsidiary companies are not required to be sent to the members of the Company. The Company shall provide a copy of the annual accounts of its subsidiary companies to the members of the Company on their request. The annual accounts of its subsidiary companies will also be kept open for inspection at the registered office of the Company during business hours.

Pursuant to the requirements of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the details of Loans/ Advances made to and investments made in the subsidiary have been furnished in Notes forming part of the Accounts.

Further, the Company does not have any joint venture or associate companies during the year or at any time after the closure of the year and till the date of the report.

### Material Subsidiary

Swastika Fin-mart Private Limited is material subsidiary of the Company as per the thresholds laid down under the Listing Regulations. The Board of Directors of the Company has approved a Policy for determining material subsidiaries which is in line with the Listing Regulations as amended from time to time. The Policy has been uploaded on the Company's website at <https://bit.ly/3ONfynr>

## 7. CONSOLIDATED FINANCIAL STATEMENTS

Your Directors have pleasure in attaching the Consolidated Financial Statements pursuant to the requirement of Section 129 of the Companies Act, 2013 and Regulation 33 & Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred as Listing Regulations) read with other applicable provisions and prepared in accordance with applicable IND AS, for financial year ended March 31, 2022. The Consolidated Financial Statements form part of this Annual Report.

A Report on the performance and financial position of each of the subsidiaries companies included in the Consolidated Financial Statements and their contribution to the overall performance of the Company is provided in Form AOC-1 and forms part of this Annual Report.

## 8. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The composition of the Board of Directors of the Company is in accordance with the provisions of Section 149 of the Act and Regulation 17 of the Listing Regulations, with an appropriate combination of Executive, Non-Executive and Independent Directors.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mrs. Anita Nyati, Whole Time Director, (DIN: 01454595) retires by rotation at the forthcoming Annual General Meeting and being eligible offers herself for re-appointment. However, her term is fixed and shall not break due to this retirement. Your Directors have recommended her appointment for approval of the shareholders, in the ensuing Annual General Meeting of your Company.

Further, during the financial year, Board of Directors on recommendation of Nomination and Remuneration Committee, in their Meeting held on 25<sup>th</sup> May, 2021, considered re-appointment of Mr. Sunil Nyati as Managing Director of the Company for term of three years w.e.f. 15<sup>th</sup> June 2021 to 14<sup>th</sup> June, 2024 and Mrs. Anita Nyati as Whole-time Director of the Company for term of three years w.e.f. 1<sup>st</sup> June, 2021 till 31<sup>st</sup> May, 2024 which has been subsequently approved by members in 29<sup>th</sup> Annual General Meeting held on 07<sup>th</sup> September, 2021.

Further note that during the financial year, Board of Directors of the Company in their Meeting held on 27<sup>th</sup> July, 2021, approved the appointment of Mr. Sunil Nyati (Managing Director) as Chairman of the Board and Company w.e.f. 01<sup>st</sup> August, 2021.

Moreover, the term of office of Mr. Chandrashekar Bobra (DIN: 00209498) as Independent Director, will be expire on July 31, 2022. The Board of Directors, on recommendations of the Nomination and Remuneration Committee have proposed re-appointment of Mr. Chandrashekar Bobra (DIN: 00209498) as Independent Director of the Company for a second term of 5 (five) consecutive years on the expiry of their current term of office, for the consideration by the Members of the Company at the ensuing Annual General Meeting.

The following have been designated as the Key Managerial Personnel of the Company pursuant to Sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time:

1. Mr. Sunil Nyati (DIN: 00015963), Chairman & Managing Director;
2. Mrs. Anita Nyati (DIN: 01454595), Whole Time Director;
3. Mr. Mahendra Kumar Sharma, Chief Financial Officer;
4. Ms. Shikha Bansal, Company Secretary and Compliance officer

### Disqualifications of Directors

During the year declarations were received from the Directors of the Company pursuant to Section 164 of the Companies Act, 2013. Board appraised the same and found that none of the director is disqualified for holding office as director.

## 9. DECLARATION BY INDEPENDENT DIRECTOR

The Independent Directors have submitted the declaration of independence, as required under Section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') as amended from time to time.

The Board is of the opinion that the Independent Directors of the Company hold highest standards of integrity and possess requisite expertise and experience required to fulfil their duties as Independent Directors.

In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by The Indian Institute of Corporate Affairs, Manesar ("IICA"). The Independent Directors are also required to undertake online proficiency self-assessment test conducted by the IICA within a period of 2 (two) years from the date of inclusion of their names in the data bank, unless they meet the criteria specified for exemption.

All the Independent Directors of the Company are exempt from the requirement to undertake online proficiency self-assessment test.