

SWASTI VINAYAKA ART AND HERITAGE CORPORATION LIMITED

September 05, 2025

To,

BSE Limited,

Dept. of Corporate Services,

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort, Mumbai-400 001.

[BSE Scrip code: 512247]

Subject: Notice of the 39th Annual General Meeting of the Company for Financial Year 2024-25

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, please find enclosed herewith the Notice of the 39th Annual General Meeting (AGM) of the Company scheduled to be held on Monday, September 29, 2025 at 1:30 p.m. (IST) through Video Conferencing (VC) /Other Audio Visual Means (OAVM).

The said Notice forms part of the Annual Report of the Company for the Financial Year 2024-25, and is uploaded on the Company's website www.swastivinayakaart.co.in.

Kindly take this information in your records.

Thanking you,

Yours faithfully,

For **SWASTI VINAYAKA ART AND HERITAGE CORPORATION LIMITED**

DINESH RAMPRASAD PODDAR

MANAGING DIRECTOR

DIN: 00164182

Encl: As above

NOTICE

NOTICE is hereby given that the 39th Annual General Meeting of the Members of Swasti Vinayaka Art And Heritage Corporation Limited will be held on Monday, September 29, 2025 at 01:30 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

The proceedings of the AGM shall be deemed to be conducted at the registered office of the Company at 303, Tantia Jogani Industrial Estate, J. R. Boricha Marg, Lower Parel, Mumbai-400 011.

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS AND REPORTS THEREON:

To receive, consider and adopt:

The Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the report of Board of Directors and Auditor's thereon.

2. APPOINTMENT OF A DIRECTOR IN PLACE OF THE ONE RETIRING BY ROTATION:

To appoint a Director in place of Mr. Prabhat Dinesh Poddar (DIN: 09637477), who retires by rotation and being eligible, offers himself for reappointment.

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions, if any of the Companies Act, 2013, Mr. Prabhat Dinesh Poddar (DIN: 09637477), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended from time to time, and the Policy on materiality of Related Party Transaction(s) of the Company and based on the recommendation and approval of the Audit Committee and Board of Directors of the Company, consent of the members be and is hereby accorded to enter/continue to enter into material related party transactions/ arrangements/ contracts/ agreements (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with related parties on such terms and conditions as may be agreed, during the financial year 2025-26 and upto the date of the next Annual General Meeting ("AGM") of the Company for a period not exceeding fifteen months, wherein fresh approval of the Members shall be obtained in this regard, provided that

the said transaction(s) / contract(s)/ arrangement(s)/ agreement(s) shall be in ordinary course of business and at arm's length basis.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any duly constituted/ to be constituted Committee of Directors of the Company or to any Director of the Company as it may consider appropriate and to do all such acts, matters, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this ordinary resolution."

4. APPROVAL OF INCREASE IN REMUNERATION OF MR. DINESH RAMPRASAD PODDAR (DIN: 00164182), MANAGING DIRECTOR OF THE COMPANY:

To Consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the relevant provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V of the Act and the Rules made thereunder, including any statutory modification thereof, and in terms of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, the consent of members of the Company be and is hereby accorded for increase in the remuneration of Mr. Dinesh Ramprasad Poddar, Managing Director of the Company, from Rs. 6,50,000/- to Rs. 7,50,000/- per month, effective from April 01, 2025 upto his remaining tenure ending on May 31, 2026, notwithstanding that aggregate annual remuneration of all Executive Directors exceeds 5% of the net profit of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instructions and writings as may be required to give effect to the aforesaid Special Resolution."

5. APPROVAL OF INCREASE IN REMUNERATION OF MR. PRABHAT DINESH PODDAR (DIN: 09637477), WHOLE-TIME DIRECTOR OF THE COMPANY:

To Consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the relevant provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V of the Act and the Rules made thereunder, including any statutory modification thereof, and in terms of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, the consent of members of the Company be and is hereby accorded for increase in the remuneration of Mr. Prabhat Dinesh Poddar, Whole-Time Director of the Company, from Rs. 70000/- to Rs. 80000/- per month, effective from April 01, 2025 upto his remaining tenure ending on March 31, 2026, notwithstanding that aggregate annual remuneration of all Executive Directors exceeds 5% of the net profit of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instructions and writings as may be required to give effect to the aforesaid Special Resolution.”

6. APPOINTMENT OF MR. RAHUL GUPTA (DIN: 00354436), AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 161(1), 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications (s) or re-enactment thereof for the time being in force) and on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Mr. Rahul Gupta (DIN: 00354436) who was appointed as an Additional Director in the capacity of Independent Director and holds office up to the date of ensuing Annual General Meeting, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) Years commencing from March 20, 2025 till March 19, 2030 (both days inclusive) and that he shall not be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instructions and writings as may be required to give effect to the aforesaid Special Resolution.”

7. APPOINTMENT OF MR. YASH RUNGTA (DIN: 07334695), AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 161(1), 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modifications (s) or re-enactment thereof for the time being in force) and on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Mr. Yash Rungta (DIN: 07334695) who was appointed as an Additional Director in the capacity of Independent Director and holds office up to the date of ensuing Annual General Meeting, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) Years commencing from August 14, 2025 till August 13, 2030 (both days inclusive) and that he shall not be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instructions and writings as may be required to give effect to the aforesaid Special Resolution.”

8. RE-APPOINTMENT OF MR. RAJESH RAMPRASAD PODDAR (DIN: 00164011) AS JOINT MANAGING DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to section 196, 197, 203 and Schedule V and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on the recommendation of Nomination and Remuneration Committee and Board of Directors, the consent of the Members be and is hereby accorded to re-appoint Mr. Rajesh Ramprasad Poddar (DIN: 00164011) as a Joint Managing Director of the Company for a period of Three years w.e.f. April 01, 2025 and payment of remuneration on such terms and conditions as set out in the explanatory statement annexed herewith, notwithstanding that aggregate annual remuneration of all Executive Directors exceeds 5% of the net profit of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Rajesh Ramprasad Poddar, Joint Managing Director of the Company, shall be liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013, during his tenure with the Company.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient for the purpose of giving effect to this Resolution.”

9. RE-APPOINTMENT OF MS. RHEA DINESH PODDAR (DIN: 08729717) AS WHOLE-TIME DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to section 196, 197, 203 and Schedule V and any other applicable provision of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of Nomination and Remuneration Committee and Board of Directors, the consent of the Members be and is hereby accorded to re-appoint Ms. Rhea Dinesh Poddar (DIN: 08729717) as Whole-time Director of the Company for a period of Three years w.e.f. April 01, 2025 and payment of remuneration on such terms and conditions as set out in the explanatory statement annexed herewith, notwithstanding that aggregate annual remuneration of all Executive Directors exceeds 5% of the net profit of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT Ms. Rhea Dinesh Poddar, shall be liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013, during his tenure with the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient for the purpose of giving effect to this Resolution.”

10. RE-APPOINTMENT OF MR. MADHUSUDAN LOHIA (DIN: 00175621) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provision of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the said Act, and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings, Mr. Madhusudan Lohia (DIN: 00175621), Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for his second term of 5 (five) consecutive years with effect from July 29- 2025 to July 28- 2030 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the board of directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

11. APPOINTMENT OF SECRETARIAL AUDITOR:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit committee and the Board of Directors of the Company, consent of the Members be and is hereby accorded for appointment of Sandeep Dar & Co, (FCS: 3159; and COP No. 1571), Practicing Company Secretary as the Secretarial Auditor of the Company to hold office for a term of 5 (five) consecutive years commencing from FY 2025-26 to FY 2029-30 to undertake Secretarial Audit of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to the Secretarial Auditor during their tenure as the Secretarial Auditors of the Company, in consultation with the said Secretarial Auditors;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.”

12. RE-APPOINTMENT OF MR. DINESH RAMPRASAD PODDAR (DIN:00164182) AS THE MANAGING DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to section 196, 197, 203 and Schedule V and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on the recommendation of Nomination and Remuneration Committee and Board of Directors, the consent of the Members be and is hereby accorded to re-appoint Mr. Dinesh Ramprasad Poddar (DIN: 00164182) as a Managing Director of the Company for a period of Three years w.e.f. June 01, 2026 and payment of remuneration on such terms and conditions as set out in the explanatory statement annexed herewith, notwithstanding that aggregate annual remuneration of all Executive Directors exceeds 5% of the net profit of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Dinesh Ramprasad Poddar, shall not be liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013, during his tenure with the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient for the purpose of giving effect to this Resolution.”

13. RE-APPOINTMENT OF MR. PRABHAT DINESH PODDAR (DIN: 09637477) AS WHOLE TIME DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to section 196, 197, 203 and Schedule V and any other applicable provision of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of Nomination and Remuneration Committee and Board of Directors, the consent of the Members be and is hereby accorded to re-appoint Mr. Prabhat Dinesh Poddar (DIN: 09637477) as Whole-time Director of the Company for a period of Three years w.e.f. April 01, 2026 and payment of remuneration on such terms and conditions as set out in the explanatory statement annexed herewith, notwithstanding that aggregate annual remuneration

of all Executive Directors exceeds 5% of the net profit of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Prabhat Dinesh Poddar, shall be liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013, during his tenure with the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient for the purpose of giving effect to this Resolution.”

14. TO GRANT A LOAN REPRESENTED BY WAY OF BOOK DEBT (THE “LOAN”) UNDER SECTION 185 OF THE COMPANIES ACT 2013.

To Consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 185 and 186 of the Companies Act, 2013 (‘Act’) and any other applicable provisions of the Act and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company or to advance any loan including any loan represented by a book debt, to give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, provided that the total amount involved shall not exceed Rs. 30 Crore (Rupees Thirty Crores Only), being the maximum limit for all or any of the following Related Parties, being Companies/Body corporates in which any of the director of the company is interested.

SR. NO.	NAME OF THE COMPANY/BODY CORPORATE
1.	Swasti Vinayaka Investech Private Limited
2.	Ashirwad Capital Limited
3.	Swasti Vinayaka Synthetics Limited
4.	Ashirwad Shelters Private Limited
5.	Ma Passion (India) Private Limited
6.	Elan Realtors Private Limited
7.	Ivy League Fashions Private Limited
8.	Swasti Vinayaka Realstate Development Private Limited

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.”

Registered Office:
303, Tantia Jogani Industrial Estate,
J. R. Boricha Marg, Lower Parel,
Mumbai - 400011.

By Order of the Board of Directors
**Swasti Vinayaka Art And Heritage
Corporation Limited**

Sd/-
Dinesh Ramprasad Poddar

Date: August 25, 2025
Place: Mumbai

Chairman and Managing Director
DIN: 00164182

NOTES:

- The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, (‘Act’) setting out material facts concerning the business with respect to Item No. 3,4, 5, 6, 7, 8, 9, 10, 11, 12, 13 and 14 forms part of this Notice. Additional information, pursuant to Regulation 36(3) and 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking appointment/ re-appointment at ensuing Annual General Meeting (‘Meeting’ or ‘AGM’) is attached and forms part of this Notice.
- Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and circular no. 02/2021 dated January 13, 2021 issued by Ministry of Corporate Affairs (MCA) followed by latest Circular No. 09/2024 dated September 19, 2024 physical attendance of the Members at the Annual General Meeting (AGM) venue is not required where the AGM be held through video conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and latest MCA circular dated September 19, 2024, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the company has entered into an agreement with Bigshare Services Private Limited for facilitating voting through electronic means, as the authorized e-voting’s service provider. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Bigshare Services Private Limited. The procedure for using the remote e-voting facility as well as e-voting during the AGM is annexed to this notice.
- In terms of sections 101 and 136 of the Companies Act, 2013 and rules made thereunder read with SEBI Circular dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023, October 06, 2023 and October 03, 2024 and MCA Circulars, the listed companies may send the notice of AGM and the annual report, including financial statements, board’s report, etc. by electronic mode. Pursuant to the said provisions of the Act read with the applicable MCA & SEBI circulars, notice of Thirty-Ninth AGM along with the Annual Report for F.Y. 2024-2025 is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories.
- The members can join the AGM in the VC/OAVM 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 AGM through VC/OAVM will be made available to atleast 1000 members on first come first serve 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 AGM without restriction on account of first come first serve basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 7. Pursuant to MCA circulars on AGM held through VC/OVAM the facility to appoint proxy for attending and casting vote for the members is not available for this AGM. Hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or Body Corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
 8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company i.e., www.swastivinayakaart.co.in. The Notice can also be accessed from the website of the Stock Exchange i.e., BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of Bigshare (agency for providing the Remote e-voting facility and e-voting system during the AGM) i.e., <https://ivote.bigshareonline.com>.
 9. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so that the information is made available by the management at the day of the meeting.
 10. Shareholders holding shares in physical form are requested to intimate any change in their residential address to Bigshare Services Pvt. Ltd, Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Registrar and Transfer Agent of the company immediately.
 11. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register their email address with their respective depository participant (DPs), where shares are held in Demat mode. Shareholders who are holding shares in Demat Mode are requested to notify any change in their residential address, bank account details and/ or email address immediately to their respective Depository Participants.
 12. The Company has appointed Sandeep Dar & Co., Practicing Company Secretaries, Navi Mumbai, to act as the scrutinizer, to scrutinize the remote e-voting and e-voting at AGM in accordance with the law in a fair and transparent manner.
 13. Pursuant to Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company was not required to comply with the Corporate Governance provisions for the financial year 2024-25, as the paid-up share capital and net worth as on March 31, 2024, were below the prescribed thresholds.
 - As a result, the Corporate Governance Report does not form part of this Annual Report.
 - However, based on the paid-up share capital and net worth as on March 31, 2025, the Corporate Governance provisions have become applicable to the Company from April 1, 2025. The Company shall ensure compliance with the applicable requirements in the financial year 2025-26.
 14. Since the meeting will be conducted through VC/OAVM facility, the Route map is not annexed to this Notice. Further the deemed venue of the AGM shall be the Registered Office of the Company at 303 Tantia Jogani Industrial Estate JR Boricha Marg, Lower Parel, Mumbai, Maharashtra, India, 400011.
 15. SEBI vide its circular dated 25 January 2022, has mandated that the listed companies shall henceforth issue the securities in dematerialised form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold shares in physical form are advised to dematerialise their holdings.
 16. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote E- Voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to sandeepdar.cs@gmail.com with a copy marked to Bigshare.
 17. Pursuant to SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, has introduced a special six months' window to allow investors to re-lodge their requests for the transfer of physical shares. This initiative is intended to address concerns of investors who had lodged transfer requests prior to April 1, 2019 but whose requests were subsequently rejected or returned due to deficiencies in documentation.
 18. In compliance with the amended Regulation 36(1)(b) of the SEBI Listing Regulations, the Company will send a letter providing the web-link, including the exact path, where complete details of the annual report is available to those shareholder(s) who have not registered their email address(es) either with the Depositories or Company/ RTA of the Company.
 19. Pursuant to Investor Education and Protection Fund Authority (IEPFA), Ministry of Corporate affairs (MCA) letter dated July 16, 2025 your Company has started a 100 Days campaign "Saksham Niveshak" starting from July 28, 2025 to November 06, 2025. During this Campaign all the shareholders who have not claimed their Dividends for any Financial Years from 2017-18 to 2023-24 or have not updated their KYC and nomination details or face any issues related to unclaimed dividends and shares may please contact to the Company's Registrar and Share Transfer Agent (RTA) i.e. Bigshare Services Pvt. Ltd.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC / OAVM ARE AS UNDER:

- i. (a) The register of members and share transfer books maintained by the Registrar and Share Transfer Agent will remain closed from Tuesday, September 23, 2025 to Monday, September 29, 2025 (Both days inclusive).
- (b) The voting period begins on Friday, September 26, 2025 at 9:00 a.m. and ends on Sunday, September 28, 2025 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 of Monday, September 22, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, 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 shareholder's/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.
- iv. 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing myeasi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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 evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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.nsdl.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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login

Type of shareholders	Login Method
	After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) Depository Participants	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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 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.com or call at 022-48867000.

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>

- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.

- Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
- Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID** followed by 8 Digit Client ID as user id.
- Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on **'LOGIN'** under **'INVESTOR LOGIN'** tab and then Click on **'Forgot your password?'**
- Enter **"User ID"** and **"Registered email ID"** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **'Reset'**.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.
- Click on **"VIEW EVENT DETAILS (CURRENT)"** under **'EVENTS'** option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option **"IN FAVOUR"**, **"NOT IN FAVOUR"** or **"ABSTAIN"** and click on **"SUBMIT VOTE"**. A confirmation box will be displayed. Click **"OK"** to confirm, else **"CANCEL"** to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can **"CHANGE PASSWORD"** or **"VIEW/UPDATE PROFILE"** under **"PROFILE"** option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>.

- Click on **"REGISTER"** under **"CUSTODIAN LOGIN"**, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on **'LOGIN'** under **'CUSTODIAN LOGIN'** tab and further Click on **'Forgot your password?'**
- Enter **"User ID"** and **"Registered email ID"** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **'RESET'**.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under **"DOCUMENTS"** option on custodian portal.
 - Click on **"DOCUMENT TYPE"** dropdown option and select document type power of attorney (POA).
 - Click on upload document **"CHOOSE FILE"** and upload power of attorney (POA) or board resolution for respective investor and click on **"UPLOAD"**.
- **Note:** The power of attorney (POA) or board resolution has to be named as the **"InvestorID.pdf"** (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote, select **"VOTE FILE UPLOAD"** option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on **"UPLOAD"**. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can **"CHANGE PASSWORD"** or **"VIEW/UPDATE PROFILE"** under **"PROFILE"** option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338.

4. Procedure for joining the AGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).

After successful login, Bigshare E-voting system page will appear.

Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.

Select event for which you are desire to attend the AGM/ under the dropdown option.

For joining virtual meeting, you need to click on "VC/OAVM" link placed beside of "VIDEO CONFERENCE LINK" option.

Members attending the AGM/ through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM are as under: -

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/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 in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338.

Registered Office:
303, Tanta Jogani Industrial Estate,
J. R. Boricha Marg, Lower Parel,
Mumbai - 400011.

By Order of the Board of Directors
**Swasti Vinayaka Art And Heritage
Corporation Limited**

Sd/-
Dinesh Ramprasad Poddar

Chairman and Managing Director
DIN: 00164182

Date: August 25, 2025
Place: Mumbai

Detail of Directors seeking appointment and/or re-appointment at the ensuing Annual General Meeting as per Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard 2 – General Meetings issued by ICSI.

Annexure to Item 2 and 13:

Sr. No.	Name of Director	Mr. Prabhat Dinesh Poddar
1	Date of Birth	01/06/2001
2	Age	24 Years
3	Date of 1 st Appointment on the Board	06/07/2022
4	DIN	09637477
5	Expertise in specific functional area	Finance and Business Management
6	Qualification	Bachelors in Business Administration and Management
7	Last Drawn Remuneration	12,307,50/- p.a. (F.Y. 2024-25)
8	Number of Meetings of the Board attended during the F.Y. 2024-25	10

**SWASTI VINAYAKA ART AND
HERITAGE CORPORATION LIMITED**

39th Annual Report 2024-25

Sr. No.	Name of Director	Mr. Prabhat Dinesh Poddar
9	Name of the other Companies in which he holds directorship	1. Ashirwad Capital Limited 2. Swasti Vinayaka Synthetics Limited 3. Ivy League Fashions Private Limited 4. Ashirwad Shelters Private Limited 5. Swasti Vinayaka Realestate Development Private Limited 6. Elan Realtors India Private Limited 7. Swasti Vinayaka Investech Private Limited 8. MA Passion (India) Private Limited
10	Terms and conditions of appointment or re-appointment or re-designation	Re-appointment after retirement by rotation
11	Names of other listed entities/unlisted Public Companies in which he holds Membership/ Chairmanship of Committees	Not Applicable
12	Name of listed entities from which he has resigned in the past three years	Not Applicable
13	Relationships, if any, between Director inter-se	Mr. Dinesh Poddar (Father) Ms. Rhea Poddar (Sister)
14	Number of shares and convertible instrument held by non-executive director	Not Applicable
15	Number of shares held by him as a beneficial owner	11,15,325 Equity Shares

Annexure to Item 6:

Sr. No.	Name of Director	Mr. Rahul Gupta
1	Date of Birth	07/08/1984
2	Age	41 Years
3	Date of Appointment on the Board	20/03/2025
4	DIN	00354436
5	Expertise in specific functional area	Business Management
6	Qualification	Bachelor of Commerce (B. Com)
7	Last Drawn Remuneration	Not Applicable
8	Number of Meetings of the Board attended during the F.Y. 2024-25	1
9	Name of the other Companies in which he holds directorship	1. Ashirwad Capital Limited 2. Swasti Vinayaka Synthetics Limited 3. Shree Ganesh Handicrafts Private Limited 4. Sparton Capital Limited
10	Terms and conditions of appointment or re-appointment or re-designation	As per applicable provision of Act and Regulations
11	Names of other listed entities/unlisted Public Companies in which he holds Membership/ Chairmanship of Committees	I. Chairman of Nomination and Remuneration Committee of Swasti Vinayaka Synthetics Limited. II. Chairman of Audit Committee of Swasti Vinayaka Synthetics Limited.
12	Name of listed entities from which he has resigned in the past three years	Not Applicable
13	Relationships, if any, between Director inter-se	Not Applicable
14	Number of shares and convertible instrument held by non-executive director	Not Applicable
15	Number of shares held by him as a beneficial owner	Not Applicable

Annexure to Item 7:

Sr. No.	Name of Director	Mr. Yash Sanjiv Rungta
1	Date of Birth	03/06/1987
2	Age	38 Years
3	Date of Appointment on the Board	14/08/2025
4	DIN	07334695
5	Expertise in specific functional area	Accounting, Audit and Taxation
6	Qualification	Chartered Accountant, CPA Australia, Bachelor of Commerce (B. Com)
7	Last Drawn Remuneration	Not Applicable
8	Number of Meetings of the Board attended during the F.Y. 2024-25	Not Applicable
9	Name of the other Companies in which he holds directorship	Not Applicable
10	Terms and conditions of appointment or re-appointment or re-designation	As per applicable provisions of Act and Regulations
11	Names of other listed entities/unlisted Public Companies in which he holds Membership/ Chairmanship of Committees	Not Applicable
12	Name of listed entities from which he has resigned in the past three years	Not Applicable
13	Relationships, if any, between Director inter-se	Not Applicable
14	Number of shares and convertible instrument held by non-executive director	Not Applicable
15	Number of shares held by him as a beneficial owner	Not Applicable

Annexure to Item 8:

Sr. No.	Name of Director	Mr. Rajesh Ramprasad Poddar
1	Date of Birth	27/12/1968
2	Age	56 Years
3	Date of Appointment on the Board	01/10/1998
4	DIN	00164011
5	Expertise in specific functional area	Expertise in Strategic and Operational Management
6	Qualification	Bachelors in Industrial Engineering
7	Last Drawn Remuneration	10,89,000/- p.a. (F.Y. 2024-25)
8	Number of Meetings of the Board attended during the F.Y. 2024-25	10 (Ten)
9	Name of the other Companies in which he holds directorship	<ol style="list-style-type: none"> 1. Ashirwad Capital Limited 2. Ivy League Fashions Private Limited 3. Ashirwad Shelters Private Limited 4. Swasti Vinayaka Realestate Development Private Limited 5. Swasti Vinayaka Synthetics Limited 6. Swasti Vinayaka Investech Private Limited 7. Ma Passion (India) Private Limited 8. Elan Realtors India Private Limited
10	Terms and conditions of appointment or re-appointment or re-designation	As per resolution No. 8 of the Notice read with Explanatory Statement thereto
11	Names of other listed entities/unlisted Public Companies in which he holds Membership/ Chairmanship of Committees	<ol style="list-style-type: none"> I. Member of Audit Committee of Ashirwad Capital Limited II. Member of Nomination and Remuneration Committee of Ashirwad Capital Limited III. Member of Stakeholder Relationship Committee of Swasti Vinayaka Synthetics Limited

**SWASTI VINAYAKA ART AND
HERITAGE CORPORATION LIMITED**

39th Annual Report 2024-25

Sr. No.	Name of Director	Mr. Rajesh Ramprasad Poddar
12	Name of listed entities from which he has resigned in the past three years	Not Applicable
13	Relationships, if any, between Director inter-se	Mr. Dinesh Poddar (Brother)
14	Number of shares and convertible instrument held by non-executive director	Not Applicable
15	Number of shares held by him as a beneficial owner	1,75,87,462 Equity Shares

Annexure to Item 9:

Sr. No.	Name of Director	Ms. Rhea Dinesh Poddar
1	Date of Birth	21/05/1998
2	Age	27 years
3	Date of Appointment on the Board	01/07/2020
4	DIN	08729717
5	Expertise in specific functional area	Equity Techno Fundamental analysis
6	Qualification	Bachelor of Arts in Economics from New York University
7	Last Drawn Remuneration	Rs. 9,24,000/- p.a. (F.Y. 2024-25)
8	Number of Meetings of the Board attended during the F.Y. 2024-25	10
9	Name of the other Companies in which she holds directorship	1. Ashirwad Capital Limited 2. Swasti Vinayaka Synthetics Limited 3. Ivy League Fashions Private Limited 4. Ashirwad Shelters Private Limited 5. Swasti Vinayaka Realestate Development Private Limited 6. Elan Realtors India Private Limited 7. Swasti Vinayaka Investech Private Limited 8. MA Passion (India) Private Limited
10	Terms and conditions of appointment or re-appointment or re-designation	As per resolution No. 9 of the Notice read with Explanatory Statement thereto
11	Names of other listed entities/unlisted Public Companies in which she holds Membership/ Chairmanship of Committees	Not Applicable
12	Name of listed entities from which she has resigned in the past three years	Not Applicable
13	Relationships, if any, between Director inter-se	Mr. Dinesh Poddar (Father) Mr. Prabhat Poddar (Brother)
14	Number of shares and convertible instrument held by non-executive director	Not Applicable
15	Number of shares held by her as a beneficial owner	17,39,925 Equity Shares

Annexure to Item 10:

Sr. No.	Name of Director	Mr. Madhusudan Lohia
1	Date of Birth	04/12/1967
2	Age	57 Years
3	Date of Appointment on the Board	29/07/2020
4	DIN	00175621
5	Expertise in specific functional area	Accounts & Finance
6	Qualification	Bachelor of Commerce (B. Com)
7	Last Drawn Remuneration	Not Applicable
8	Number of Meetings of the Board attended during the F.Y. 2024-2025	10
9	Name of other companies in which he holds directorship	1. Ashirwad Capital Limited 2. Swasti Vinayaka Synthetics Limited 3. Vishal Furnishings Limited 4. Sanchna Trading And Finance Limited 5. Futuristic Concepts Media Limited
10	Terms and conditions of appointment or re-appointment or re-designation	As per applicable provisions of Act and Regulations
11	Names of other listed entities/unlisted Public Companies in which he holds Membership / Chairmanship of Committees	I. Member of Audit Committee of Ashirwad Capital Limited II. Member of Nomination and Remuneration Committee of Ashirwad Capital Limited III. Chairman of Stakeholder Relationship Committee of Ashirwad Capital Limited
12	Name of listed entities from which he has resigned in the past three years	Not Applicable
13	Relationships, if any, between Director inter-se	Not Applicable
14	Number of shares and convertible instrument held by non-executive director,	Not Applicable
15	Number of shares held by him as a beneficial owner	Not Applicable

Annexure to Item 12:

Sr. No.	Name of Director	Mr. Dinesh Ramprasad Poddar
1.	Date of Birth	21/05/1966
2.	Age	59 Years
3.	Date of Appointment on the Board	30/06/1989
4.	DIN	00164182
5.	Expertise in specific functional area	Financial Management
6.	Qualification	M.B.A. (Finance) and M.S. (Information Systems)
7.	Last Drawn Remuneration	Rs. 85,80,000/- p.a. (FY 2024-25)
8	Number of Meetings of the Board attended during the F.Y. 2024-2025	10

**SWASTI VINAYAKA ART AND
HERITAGE CORPORATION LIMITED**

39th Annual Report 2024-25

Sr. No.	Name of Director	Mr. Dinesh Ramprasad Poddar
9.	Name of other companies in which he holds directorship	1. Ivy League Fashions Private Limited 2. Ashirwad Shelters Private Limited 3. Swasti Vinayaka Realestate Development Private Limited 4. Swasti Vinayaka Art And Heritage Corporation Limited 5. Swasti Vinayaka Investech Private Limited 6. Ma Passion (India) Private Limited 7. Swasti Vinayaka Synthetics Limited 8. Elan Realtors India Private Limited
10	Terms and conditions of appointment or re-appointment or re-designation	As per resolution No. 12 of the Notice read with Explanatory Statement thereto
11	Name of the Listed entities from which he has resigned in the past three years	Not Applicable
12.	Names of other listed entities/unlisted Public Companies in which he holds Membership / Chairmanship of Committees	I. Member of Audit Committee of Swasti Vinayaka Synthetics Limited II. Chairman of Stakeholder Relationship Committee of Swasti Vinayaka Synthetics Limited III. Member of Nomination & Remuneration Committee of Swasti Vinayaka Synthetics Limited IV. Member of Stakeholder Relationship Committee of Ashirwad Capital Limited
13.	Relationships, if any, between Director inter-se	Mr. Rajesh Poddar (Brother) Ms. Rhea Poddar (Daughter) Mr. Prabhat Poddar (Son)
14.	Number of shares and convertible instrument held by non-executive director,	Not Applicable
15.	Number of shares held by him as a beneficial owner	1,46,47,500 Equity Shares

Explanatory Statement in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013:

Item No. 3

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") read with Rules made thereunder and, Regulation 23 (4) of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR"), material related party transactions require approval of the shareholders through ordinary resolution. The approval of the shareholders under Regulation 23 of the SEBI Listing Regulations is required even if the transactions are in the ordinary course of business of the concerned company and at arm's length basis.

'Material Transaction' for this purpose means, transaction(s) entered/to be entered into individually or taken together with previous transactions during a financial year, exceeds ` 1,000 Crores or 10% of the annual consolidated turnover of the listed entity as per its last audited financial statements, whichever is lower, This approval, once granted, shall remain valid from the date of the AGM until the next AGM, or for a period not exceeding fifteen months, whichever is earlier. In such a case, fresh approval from the shareholders shall be required.

The Company anticipates entering into the following material related party transactions during the financial year 2025-26, all of which will be conducted in the ordinary course of business and on an arm's length basis. The details to be disclosed in accordance with the SEBI Listing Regulations are outlined below:

Name of Related Party	Name of interested Director(s)/ KMP(s)	Nature of relationship	Nature of Transaction	Estimated transaction value for the financial year ending 31st March, 2026 (Rs. In Lakhs)
Ashirwad Shelters Pvt. Ltd.	Dinesh Ramprasad Poddar	Common Director	Compensation Expenses	2,00
	Rajesh Ramprasad Poddar			
	Rhea Dinesh Poddar			
	Prabhat Dinesh Poddar			
Swasti Vinayaka Realestate Development Pvt. Ltd.	Dinesh Ramprasad Poddar	Common Director	Compensation Expenses	2,00
	Rajesh Ramprasad Poddar			
	Rhea Dinesh Poddar			
	Prabhat Dinesh Poddar			

The Management has provided the Audit Committee with details of the proposed Material Related Party Transactions (RPTs) as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024. After reviewing the information, the Audit Committee approved the RPTs in its meeting on May 28, 2025, confirming that these transactions will be at arm's length and in the ordinary course of business. The RPTs will be monitored quarterly by the Audit Committee, in line with Regulation 23 of the SEBI Listing Regulations and Section 177 of the Companies Act, and will remain within the approved monetary limits. Any material modifications will be presented to shareholders for approval as per Regulation 23(4). The Audit Committee and the Board, in their meeting on May 28, 2025, agreed that these transactions are in the best interests of the Company and its shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives Except Mr. Dinesh Poddar, Mr. Rajesh Poddar, Mr. Prabhat Poddar, Ms. Rhea Poddar are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 3 of the Notice except to the extent of their shareholding, if any, in the Company.

Item No. 4 and 12

The Members of the Company had, at the Annual General Meeting held on September 24, 2021, approved the appointment of Mr. Dinesh Ramprasad Poddar (DIN: 00164182) as the Managing Director of the Company for a term of five (5) years commencing from June 01, 2021 to May 31, 2026, on the terms and conditions including remuneration as approved at that time.

Considering his rich experience, proven track record, and significant contribution towards the growth and strategic direction of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on March 12, 2025, approved the increase in remuneration of Mr. Dinesh Poddar for the remaining tenure up to May 31, 2026, subject to the approval of shareholders.

Additionally, as the current term of Mr. Dinesh Poddar is due to expire on May 31, 2026, and recognizing his pivotal role in the operations and leadership of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has approved his re-appointment as Managing Director for a further period of three years, from June 01, 2026 to May 31, 2029, subject to approval of the members by Special Resolution.

Particulars	For tenure ending on May 31, 2026		For tenure from June 01, 2026 to May 31, 2029
	Upto March 31, 2026	From April 01, 2026 to May 31, 2026	
Basic Salary (per month)	Rs. 7,50,000/-	Rs. 8,50,000/-	Rs. 8,50,000/-
Leave Encashment (per month)	Rs. 75,000/-	Rs. 85,000/-	Rs. 85,000/-
Perquisites (per month)	--	--	--
Total (per month)	Rs. 8,25,000/-	Rs. 9,35,000/-	Rs. 9,35,000/-

As the Company has inadequate profits for the purpose of managerial remuneration under Section 197 of the Companies Act, 2013, the revised remuneration is proposed to be paid in accordance with the conditions prescribed under Schedule V of the Companies Act, 2013. Further, in terms of Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015, since Mr. Dinesh

Poddar is a promoter-executive director, approval of shareholders by way of Special Resolution is also required for the proposed remuneration.

I. GENERAL INFORMATION:

- a) Nature of Industry: Retail Trading and Real Estate activities.
- b) Date of commencement of commercial production: June 12, 1985
- c) Foreign investments or collaborations: Not Applicable.
- d) Financial performance based on given indicators as per audited financial results for the year ended March 31, 2025:

Particulars	Rs. (In Lakhs)
Total Revenue	1985.05
Profit after Tax as per Profit & Loss Account	231.57

II. INFORMATION ABOUT THE APPOINTEE:

- a) Background details:

Mr. Dinesh Ramprasad Poddar (DIN: 00164182), aged 59 years, holds a degree in M.B.A. in Finance and an M.S. in Information Systems. He possesses rich experience in financial management and has been associated with the Company since June 30, 1989. His current term as Managing Director is set to conclude on May 31, 2025. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has re-appointed him as Managing Director for a further period of three years, effective from June 1, 2026 to May 31, 2029, subject to the approval of the shareholders.

- b) Past remuneration:

Rs. 85,80,000 /-p.a. including Leave Encashment (F.Y. 2024-25)

- c) Job profile and his suitability:

The Managing Director would have the authority to oversee and implement the day-to-day operations of the Company. Managing Director will also be responsible for formulating the policies and strategies in consent with the Board of Directors of the Company. The Managing Director has clear vision and foresight to work for the prosperity and success of the company. The Managing Director has immense capacity for hard work, interpersonal skills, extraordinary ability for analytical thinking and positive attitude.

- d) Recognition or awards: Not Applicable

- e) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.:

Since, Mr. Dinesh Poddar has been associated with the Company from a very long term and with his expertise drove the Company towards the growth over the period of time, he has handled the responsibility shouldered to him very effectively and the remuneration payable to Mr. Dinesh Poddar is commensurate with the size and scale of the Company's operations as well as counterparts from the industry.

III. The other terms and conditions for increase in remuneration and appointment of Mr. Dinesh Poddar contains inter alia the following :

- (i) Salary: Rs. 7,50,000/- (Rupees Seven Lakhs Fifty Thousand only) per month with such increments as may be approved by the Board of Directors from time to time.
- (ii) Perquisites and allowances:

- a. In addition to the salary, the Managing Director shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together with reimbursement of expenses or allowances for utilities such as gas, electricity, water furnishing and repairs; medical reimbursement, club fees and leave travel concession for himself and his family, medical insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and the Managing Director. Such perquisites and allowances will be subject to the ceilings as specified in Schedule V.
- b. For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income-tax Rules, wherever applicable; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost, Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
- c. Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act, gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.
- d. The total remuneration including salary, perquisites, allowances (other than exempted perquisites and allowance) and other monetary benefits shall not exceed the maximum ceiling of Rs. 12 Lacs per month.

- (iii) Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration in accordance with Part II of Schedule V.

- (iv) General Terms & Conditions:

- a. The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may in its discretion deem fit, within the minimum amount payable to Managing Director in accordance with Schedule V of the Companies Act 2013, or any amendments made hereafter in this regard.

- b. The Agreement may be terminated by either party giving the other party six months' notice or the company paying six months' remuneration in lieu of such notice.
- c. If at any time the Managing Director ceases to be a Director of the Company for any cause whatsoever, he shall cease to be the Managing Director of the Company.

IV. OTHER INFORMATION:

1. Reasons of loss or inadequate profits: The Company has consistently remained profitable over the past few years, and the remuneration paid to the Executive Directors is commensurate with their contributions and comparable to industry standards. However, the growth in profitability is affected by external factors like global economic situation, competition etc. and has not been sufficient to meet the limits prescribed under the Companies Act, 2013. Accordingly, the profits are deemed inadequate as per the applicable provisions of the Act.
2. Steps taken or proposed to be taken for improvement: The company has taken note of the inadequate profit and taking steps to enhance the profitability with measures like cost reduction, optimum product mix and increase visibility of products in domestic and international market.
3. Expected increase in productivity and profits in measurable terms: The actual increase in productivity and profits will depend on various factors, including the effectiveness of the implemented strategies, market conditions, and global economic trends.

Pursuant to the applicable provisions of the Companies Act, 2013, and relevant rules made thereunder, consent of the members is being sought by way of Special Resolution.

Except for Mr. Rajesh Poddar, Ms. Rhea Poddar, Mr. Prabhat Poddar and Mr. Dinesh Poddar himself no other Directors or their relatives to the extent of their shareholding in the Company, are concerned or interested, in the resolution set out at Item No. 4 and 12 of the Notice.

The Board of Directors recommends passing of the Special Resolutions as set out in item No. 4 and 12 of the notice.

Item No. 5 and 13

Mr. Prabhat Dinesh Poddar was appointed as Whole-Time Director of the Company by the Board of Directors at their meeting held on June 30, 2023, on the recommendation of Nomination and Remuneration Committee, w.e.f. July 1, 2023 till March 31, 2026, for a period of three (3) years. The same was subsequently approved by the members at the AGM held on September 26, 2023.

Further considering the Company's performance, the progress made and targets achieved by the Company and as per the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on March 12, 2025 approved increase in remuneration of Mr. Prabhat Dinesh Poddar, Whole-Time Director for his remaining tenure.

In addition, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has re-appointed Mr. Prabhat Dinesh Poddar as Whole-Time Director for a further period of three (3) years, from April 1, 2026

to March 31, 2029, subject to shareholder approval by Special Resolution, on the same remuneration terms.

Following are the terms of remuneration of Mr. Prabhat Dinesh Poddar for his remaining tenure ending on March 31, 2026, and for the next tenure commencing from April 01, 2026 to March 31, 2029:

Particulars	For tenure ending on March 31, 2026	For tenure from April 01, 2026 to March 31, 2029
Basic Salary (per month)	Rs. 80,000/-	Rs. 90,000/-
Leave Encashment (per month)	Rs. 8,000/-	Rs. 9,000/-
Perquisites (per month)	Rs. 90,000/-	Rs. 90,000/-
Total (per month)	Rs. 1,78,000/-	Rs. 1,89,000/-

As the Company has inadequate profits for the purpose of managerial remuneration under Section 197 of the Companies Act, 2013, the revised remuneration is proposed to be paid in accordance with the conditions prescribed under Schedule V of the Companies Act, 2013. Further, in terms of Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015, since Mr. Prabhat Poddar is a promoter-executive director, approval of shareholders by way of Special Resolution is also required for the proposed remuneration.

I. GENERAL INFORMATION:

- a) Nature of Industry: Retail Trading and Real Estate activities.
- b) Date of commencement of commercial production: June 12, 1985
- c) Foreign investments or collaborations: Not Applicable.
- d) Financial performance based on given indicators as per audited financial results for the year ended March 31, 2025:

Particulars	Rs. (In Lakhs)
Total Revenue	1985.05
Profit after Tax as per Profit & Loss Account	231.57

II. INFORMATION ABOUT THE APPOINTEE:

- a) Background details:

Mr. Prabhat Dinesh Poddar, 24 years old has Bachelors in Business Administration and Management. He was appointed as Non-Executive Director of the Company on July 06, 2022 and the Board of Directors on the recommendation of Nomination and Remuneration Committee has changed his designation to Whole Time Director w.e.f. July 01, 2023 till March 31, 2026 for a period of three years.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has re-appointed him as Whole Time Director for a further period of three years, from April 01, 2026 to May 31, 2029, subject to the approval of the shareholders.

- b) Past remuneration:

Rs. 9,24,000 /-p.a. including Leave Encashment (F.Y. 2024-25).

c) Job profile and his suitability:

The Whole Time Director would have the authority to oversee and implement the day-to-day operations of the Company. Whole Time Director will also be responsible for formulating the policies and strategies in consent with the Board of Directors of the Company. The Whole Time Director has clear vision and foresight to work for the prosperity and success of the company. The Whole Time Director has immense capacity for hard work, interpersonal skills, extraordinary ability for analytical thinking and positive attitude.

d) Recognition or awards: Not Applicable

e) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.

Since, Mr. Prabhat Dinesh Poddar has successfully proved his expertise in very effective manner, handled his responsibility shouldered to his very effectively and drove the Company towards the growth over the period of time, the remuneration to be payable to Mr. Prabhat Dinesh Poddar shall commensurate with the size and scale of the Company's operations as well as counterparts from the industry.

III. The other terms and conditions of the appointment and increase in remuneration of Mr. Prabhat Dinesh Poddar, contain inter alia the following:

(i) Salary: Rs. 80,000/- (Rupees Eighty Thousands only) per month, with such increments as may be approved by the Board of Directors from time to time.

(ii) Perquisites and allowances:

a. In addition to the salary, the Whole Time Director shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together- with reimbursement of expenses or allowances for utilities such as gas, electricity, water furnishing and repairs; medical reimbursement, club fees and leave travel concession for himself and her family, medical insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and the Whole Time Director. Such perquisites and allowances will be subject to the ceilings as specified in Schedule V.

b. For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income-tax Rules, wherever applicable; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost, Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

c. Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act, gratuity payable as per the rules of the Company and

encashment of leave at the end of the tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

d. The total remuneration including salary, perquisites, allowances (other than exempted perquisites and allowance) and other monetary benefits shall not exceed the maximum ceiling of Rs. 7 Lacs per month.

(iii) Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration in accordance with Part II of Schedule V.

(iv) General Terms & Conditions:

a. The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may in its discretion deem fit, within the minimum amount payable to Whole Time Director in accordance with Schedule V of the Companies Act 2013 or any amendments made hereafter in this regard.

b. The Agreement may be terminated by either party giving the other party six months' notice or the company paying six months' remuneration in lieu of such notice.

c. If at any time the Whole-Time Director ceases to be a Director of the Company for any cause whatsoever, he shall cease to be the Whole-Time Director of the Company.

IV. OTHER INFORMATION:

1. Reasons of loss or inadequate profits: The Company has consistently remained profitable over the past few years, and the remuneration paid to the Executive Directors is commensurate with their contributions and comparable to industry standards. However, the growth in profitability is affected by external factors like global economic situation, competition etc. and has not been sufficient to meet the limits prescribed under the Companies Act, 2013. Accordingly, the profits are deemed inadequate as per the applicable provisions of the Act.

2. Steps taken or proposed to be taken for improvement: The company has taken note of the inadequate profit and taking steps to enhance the profitability with measures like cost reduction, optimum product mix and increase visibility of products in domestic and international market.

3. Expected increase in productivity and profits in measurable terms: The actual increase in productivity and profits will depend on various factors, including the effectiveness of the implemented strategies, market conditions, and global economic trends.

Except for Mr. Dinesh Poddar, Mr. Rajesh Poddar, Ms. Rhea Poddar and Mr. Prabhat Poddar himself, none of the Directors are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 and 13 of the Notice.

The Board of Directors recommended passing of the Special Resolutions at item no. 5 and 13 of the notice for the approval of the members.

Item No. 6

Mr. Rahul Gupta was appointed as an Additional Director in Independent capacity by the Board of Directors in their meeting held on March 12, 2025 w.e.f. March 20, 2025 upto March, 19 2030. His tenure as an Additional Director is till the date of ensuing Annual General Meeting. Mr. Rahul Gupta is eligible for appointment as Independent Director of the Company.

The Company has received from Mr. Rahul Gupta:

- i. Consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.
- ii. Intimation in Form DIR-8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of section 164 of the Act.
- iii. A declaration to the effect that he meets the criteria of independence as provided in subsection (6) of Section 149 of the Act.

BRIEF PROFILE

Mr. Rahul Gupta, 41 years old, has a Bachelor of Commerce Degree from University of Rajasthan. He is a businessman and possesses requisite knowledge, experience and skill for the position, thus the Board considered his appointment as an Independent Director. Details relating to his appointment as required by the Companies Act 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) of the Institute of Company Secretaries of India (ICSI) are provided in the Annexure to Item No. 6 to this Notice.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation.

The matter regarding appointment of Mr. Rahul Gupta as Independent Director was placed before the Nomination and Remuneration Committee in their meeting held on Wednesday, March 12, 2025, who recommended his appointment as an Independent Director for a term of 5 years.

In the opinion of the Board, Mr. Rahul Gupta fulfils the conditions specified in the Act and the Rules made there under for appointment as an Independent Director and he is independent of management. The Board has formed an opinion that Mr. Rahul Gupta possesses requisite skills and knowledge and it would be in the interests of the Company to appoint Mr. Rahul Gupta as an Independent Director of the Company. In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Mr. Rahul Gupta as an Independent Director is now being placed before the Members in ensuing General Meeting for their approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives except for Mr. Rahul Gupta himself, to whom the resolution relates, are in any way interested or concerned financially or otherwise, in the resolution set out at Item No. 6.

Accordingly, the Board recommends the Special Resolution at item No. 6 for approval by the members.

Item No. 7

Mr. Yash Rungta was appointed as an Additional Director in Independent capacity by the Board of Directors in their meeting held on August 14, 2025. His tenure as an Additional Director is till the date of ensuing Annual General Meeting. Mr. Yash Rungta is eligible for appointment as Independent Director of the Company.

The Company has received from Mr. Yash Rungta:

- i. Consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.
- ii. Intimation in Form DIR-8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of section 164 of the Act.
- iii. A declaration to the effect that he meets the criteria of independence as provided in subsection (6) of Section 149 of the Act.

BRIEF PROFILE

Yash Rungta is a Chartered Accountant (ICAI) with over 14 years of post-qualification experience in accounting, taxation, audit, and business advisory. He established Yash Rungta & Associates in Mumbai in 2011 and has since built a strong reputation for delivering tailored, practical solutions to businesses across sectors. With a robust foundation in Indian regulatory frameworks and a proven track record of managing complex compliance matters, Yash continues to advise clients ranging from startups to established enterprises. His practice is known for its emphasis on accuracy, confidentiality, and timely delivery. Yash also brings the added advantage of international exposure, having worked across jurisdictions, which enhances his ability to offer efficient, process-driven solutions—especially in areas involving cross-border structuring, compliance, and outsourcing. Yash currently leads a dedicated team from Mumbai, supporting clients both in India and overseas with reliable, scalable accounting and compliance solutions.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation.

The matter regarding appointment of Mr. Yash Rungta as Independent Director was placed before the Nomination and Remuneration Committee in their meeting held on Thursday, August 14, 2025, who recommended his appointment as an Independent Director for a term of 5 years.

In the opinion of the Board, Mr. Yash Rungta fulfils the conditions specified in the Act and the Rules made there under for appointment as an Independent Director and he is independent of management. The Board has formed an opinion that Mr. Yash Rungta possesses requisite skills and knowledge and it would be in the interests of the Company to appoint Mr. Yash Rungta as an Independent Director of the Company. In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Mr. Yash Rungta as an Independent Director is now being placed before the Members in ensuing Annual General Meeting for their approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives except for Mr. Yash Rungta himself, to whom the resolution relates, are in any way interested or concerned financially or otherwise, in the resolution set out at Item No. 7.

Accordingly, the Board recommends the Special Resolution at item No. 7 for approval by the members.

Item No. 8

In accordance with the provisions of section 196, 197 and 203, Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or reenactment thereof for the time being in force) the Board of Directors at their meeting held on March 12, 2025, on the recommendation of Nomination and Remuneration Committee and subject to the approval of shareholders of the Company, re-appointed Mr. Rajesh Ramprasad Poddar (DIN 00164011), as a Joint Managing Director of the Company for the period of Three (3) years, w. e. f. April 01, 2025 to March 31, 2028.

And in accordance with provision of Regulation 17 (6)(e) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the fees or compensation payable to executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in the general meeting, if – (i) the annual remuneration payable to such executive Director exceeds Rs 5 crore or Rs 2.5 % of the net profit of the Company, whichever is higher; or (ii) where there is more than one such Director, the aggregate annual remuneration to such Directors exceed 5% of the net profit of the Company provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such Director. The net profit shall be calculated as per section 198 of the companies Act 2013.

As the Company has more than one promoter executive directors, and the aggregate remuneration of all such executive directors exceeds 5% of the net profit of the Company as per Section 198, the approval of the members by way of a Special Resolution is required for the re-appointment of Mr. Rajesh Poddar, including payment of remuneration of Rs. 82,500/- Per Month.

The information of appointment is as follows:

I. GENERAL INFORMATION:

- a) Nature of Industry: Retail Trading and Real Estate activities.
- b) Date of commencement of commercial production: June 12, 1985
- c) Foreign investments or collaborations: Not Applicable.
- d) Financial performance based on given indicators as per audited financial results for the year ended March 31, 2025:

Particulars	Rs. (In Lakhs)
Total Revenue	1985.05
Profit after Tax as per Profit & Loss Account	231.57

II. INFORMATION ABOUT THE APPOINTEE:

- i. Background details:

Mr. Rajesh Poddar has been associated with the Company in the capacity of director since October 01, 1998. In the Board Meeting dated March 12, 2025 after the recommendation of Nomination & Remuneration Committee, the Board of Directors has Re-appointed Mr. Rajesh Poddar for a period of 3 years from April 01, 2025 to March 31, 2028 as a Joint Managing Director of the company which is subject to shareholders' approval.

- ii. Past remuneration:
Rs. 10,89,000/- p. a. including Leave Encashment (F.Y. 2024-25)

- iii. Job profile and his suitability:
The Jt. Managing Director would have the authority to oversee and implement the day-to-day operations of the Company. Jt. Managing Director will also be responsible for formulating the policies and strategies in consent with the Board of Directors of the Company. The Jt. Managing Director has clear vision and foresight to work for the prosperity and success of the company. The Jt. Managing Director has immense capacity for hard work, interpersonal skills, extraordinary ability for analytical thinking and positive attitude.

- iv. Recognition or awards: Not Applicable
- v. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Since, Mr. Rajesh Poddar has been associated with the Company from a very long term and with his expertise drove the Company towards the growth over the period of time, he has handled the responsibility shouldered to him very effectively and the remuneration payable to Mr. Rajesh Poddar is commensurate with the size and scale of the Company's operations as well as counterparts from the industry.

III. The other terms and Conditions of appointment of Mr. Rajesh Poddar contains inter alia the following:

- (i) Salary: Rs. 82,500/- (Rupees Eighty Two Thousand and Five Hundred only) per month, with such increments as may be approved by the Board of Directors from time to time.
- (ii) Perquisites and allowances:
 - (a) In addition to the salary, the Jt. Managing Director shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together- with reimbursement of expenses or allowances for utilities such as gas, electricity, water furnishing and repairs; medical reimbursement, club fees and leave travel concession for himself and his family, medical insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and the Jt. Managing Director. Such perquisites and allowances will be subject to the ceilings as specified in Schedule V.
 - (b) For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income-tax Rules, wherever applicable; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost, Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

(c) Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act, gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

(d) The total remuneration including salary, perquisites, allowances (other than exempted perquisites and allowance) and other monetary benefits shall not exceed the maximum ceiling of Rs. 7 Lacs per month.

(iii) **Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Jt. Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration in accordance with Part II of Schedule V.

(iv) **General Terms & Conditions:**

(a) The terms and conditions of the said appointment and/or agreement may be altered and varied from time to time by the Board as it may in its discretion deem fit, within the minimum amount payable to Jt. Managing Director in accordance with Schedule V of the Companies Act, 2013 or any amendments made hereafter in this regard.

(b) The Agreement may be terminated by either party giving the other party six months' notice or the company paying six months remuneration in lieu of such notice.

(c) If at any time the Jt. Managing Director ceases to be a Director of the Company for any cause whatsoever, he shall cease to be the Jt. Managing Director of the Company

IV. Other Information:

- Reasons of loss or inadequate profits: The Company has consistently remained profitable over the past few years, and the remuneration paid to the Executive Directors is commensurate with their contributions and comparable to industry standards. However, the growth in profitability is affected by external factors like global economic situation, competition etc. and has not been sufficient to meet the limits prescribed under the Companies Act, 2013. Accordingly, the profits are deemed inadequate as per the applicable provisions of the Act.
- Steps taken or proposed to be taken for improvement: The company has taken note of the inadequate profit and taking steps to enhance the profitability with measures like cost reduction, optimum product mix and increase visibility of products in domestic and international market.
- Expected increase in productivity and profits in measurable terms: The actual increase in productivity and profits will depend on various factors, including the effectiveness of the implemented strategies, market conditions, and global economic trends.

In accordance with the provisions of Section 197 of the Companies Act, 2013, and Regulation 17(6)(e) of SEBI Listing Regulations the terms of remuneration specified above are now being placed before the Members in Annual General Meeting for their approval.

None of the directors except Mr. Rajesh Poddar, Ms. Rhea Poddar and Mr. Dinesh Poddar, are interested parties in the passing of the said resolution.

Your directors recommend to pass the Special Resolution as set out in the Item No. 8 of the Notice for the approval of members.

Item No. 9

In accordance with the provisions of section 196, 197 and 203 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or reenactment thereof for the time being in force), the Board of Directors at their meeting held on March 12, 2025, on the recommendation of Nomination and Remuneration Committee and subject to the approval of shareholders of the Company, re-appointed Ms. Rhea Poddar (DIN: 08729717), as a Whole-Time Director of the Company for the period of Three years, w. e. f. April 01, 2025 to March 31, 2028.

A brief profile of Ms. Rhea Poddar is provided in the "Annexure to Item-9" to the Notice.

The information of Re-appointment is as follows:

Period: For the period of 3 Years w.e.f. April 01, 2025.

I. GENERAL INFORMATION:

- Nature of Industry: Retail Trading and Real Estate activities.
- Date of commencement of commercial production: June 12, 1985.
- Foreign investments or collaborations: Not Applicable.
- Financial performance based on given indicators as per audited financial results for the year ended March 31, 2025:

Particulars	Rs. (In Lakhs)
Total Revenue	1985.05
Profit after Tax as per Profit & Loss Account	231.57

II. INFORMATION ABOUT THE APPOINTEE:

(i) **Background details:**

Ms. Rhea Poddar, 27 years old is having educational qualification of Bachelor of Arts in Economics from New York University and having business experience. She has been associated with the Company in the capacity of the director since July 01, 2020. In the Board meeting dated March 12, 2025 after the recommendation of Nomination & Remuneration Committee, the Board of Directors has Re-appointed her for the period of 3 years from April 01, 2025 to March 31, 2028 as a Whole-time director of the company which is subject to shareholders' approval.

(ii) **Past remuneration:**

Rs. 10,89,000/- p. a. including Leave Encashment (F.Y. 2024-25).

(iii) Job profile and her suitability:

The Whole Time Director would have the authority to oversee and implement the day-to-day operations of the Company. Whole Time Director will also be responsible for formulating the policies and strategies in consent with the Board of Directors of the Company. The Whole Time Director has clear vision and foresight to work for the prosperity and success of the company. The Whole Time Director has immense capacity for hard work, interpersonal skills, extraordinary ability for analytical thinking and positive attitude.

(iv) Recognition or awards: Not Applicable

(v) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Since, Ms. Rhea Poddar has successfully proved her expertise in very effective manner, handled the responsibility shouldered to her very effectively and drove the Company towards the growth over the period of time, the remuneration payable to Ms. Rhea Poddar is commensurate with the size and scale of the Company's operations as well as counterparts from the industry.

III. The other terms and conditions of re-appointment of Ms. Rhea Poddar contains inter alia the following:

(i) Salary: Rs. 82,500/- (Rupees Eighty Two Thousand and Five Hundred only) per month, with such increments as may be approved by the Board of Directors from time to time.

(ii) Perquisites and allowances:

(a) In addition to the salary, the Whole Time Director shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together- with reimbursement of expenses or allowances for utilities such as gas, electricity, water furnishing and repairs; medical reimbursement, club fees and leave travel concession for herself and her family, medical insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and the Whole Time Director. Such perquisites and allowances will be subject to the ceilings as specified in Schedule V.

(b) For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income-tax Rules, wherever applicable; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

(c) Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act, gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

(d) The total remuneration including salary, perquisites, allowances (other than exempted perquisites and allowance) and other monetary benefits shall not exceed the maximum ceiling of Rs. 7 Lacs per month.

(iii) Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration in accordance with Part II of Schedule V.

(iv) General Terms & Conditions:

(a) The terms and conditions of the said appointment and/or agreement may be altered and varied from time to time by the Board as it may in its discretion deem fit, within the minimum amount payable to Whole Time Director in accordance with Schedule V of the Companies Act, 2013 or any amendments made hereafter in this regard.

(b) The Agreement may be terminated by either party giving the other party six months' notice or the company paying six months remuneration in lieu of such notice.

(c) If at any time the Whole-Time Director ceases to be a Director of the Company for any cause whatsoever, she shall cease to be the Whole Time Director of the Company.

IV. OTHER INFORMATION:

1. Reasons of loss or inadequate profits: The Company has consistently remained profitable over the past few years, and the remuneration paid to the Executive Directors is commensurate with their contributions and comparable to industry standards. However, the growth in profitability is affected by external factors like global economic situation, competition etc. and has not been sufficient to meet the limits prescribed under the Companies Act, 2013. Accordingly, the profits are deemed inadequate as per the applicable provisions of the Act.

2. Steps taken or proposed to be taken for improvement: the company has taken note of the inadequate profit and taking steps to enhance the profitability with measures like cost reduction, optimum product mix and increase visibility of products in domestic and international market.

3. Expected increase in productivity and profits in measurable terms: The actual increase in productivity and profits will depend on various factors, including the effectiveness of the implemented strategies, market conditions, and global economic trends.

Except Mr. Dinesh Poddar, Mr. Rajesh Poddar and Ms. Rhea Poddar herself, none of the Directors are, in any way, concerned or Interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the members.

Item No. 10

Mr. Madhusudan Lohia (DIN: 00175621) was appointed as the Independent Director of the Company for his first term commencing on July 29, 2020, which ends on July 28, 2025 ("first term").

Based on the outcome of the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board of Directors, in their meeting held on July 25, 2025, has proposed his re-appointment as an Independent Director for a second term of five (5) consecutive years effective from July 29, 2025 to July 28, 2030, not liable to retire by rotation.

Mr. Madhusudhan Lohia has submitted:

- Consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.
- Intimation in Form DIR-8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of section 164 of the Act.
- A declaration of independence under Section 149(6) of the Act and SEBI (LODR) Regulations, 2015.

In the opinion of the Board, Mr. Lohia meets all the criteria for re-appointment as an Independent Director and continues to be independent of the management. Given his rich experience, contribution to the Company, and active participation in Board and Committee deliberations, the Board believes his continued association would be beneficial.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Madhusudhan Lohia himself, to whom the resolution relates, are in any way interested or concerned financially or otherwise, in the resolution set out at Item No. 10

Accordingly, the Board recommends the Special Resolution set out at item No. 10 for the approval of the members.

Item No. 11

Pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to appoint a Peer Reviewed Company Secretary or firm of Company Secretaries as Secretarial Auditor for a term of five consecutive years with the approval of shareholders at the Annual General Meeting.

Based on the recommendation of the Audit Committee, the Board of Directors of the Company at its Meeting held on August 14, 2025, considered, approved and recommended the appointment of Sandeep Dar & Co., Practicing Company Secretary (FCS No. 3159, COP No. 1571), to conduct Secretarial Audit for a term of five (05) consecutive years commencing from FY 2025-2026 to FY 2029-30, subject to approval of Shareholders at the Annual General Meeting.

Sandeep Dar & Co., Practicing Company Secretary, is a Proprietor firm with more than 36 years of experience and fully complied with the provisions under Regulation 24A w. r. t. Eligibility, Qualifications and Disqualifications of Secretarial Auditor under Regulation 24A (1A).

The firm is proposed to be appointed for a tenure of five years, on a mutually agreed remuneration, in addition to applicable taxes and other out-of-pocket costs incurred in connection with the audit. The proposed fees are determined based on the scope of work, and other mutually agreed requirements.

The Company may also obtain the Annual Secretarial Compliance Report and such other certifications as may be mandatory or permitted to be sought from Secretarial Auditor under the applicable laws and engage with them on the other services which are not prohibited by SEBI or any other authority on such terms and conditions and on such remuneration as may be mutually decided between the Board and Auditor.

The proposed appointment, will be in compliance with the provisions of the Companies Act and the SEBI Listing Regulations. Accordingly, the Audit Committee and Board of Directors have recommended the appointment of Sandeep Dar & Co., as Secretarial Auditor of the Company, for approval by the Members. The recommendation is based on the firm's eligibility, capability, industry experience, technical expertise, audit methodology, and reputation, as well as the time and effort required to conduct the audit effectively.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 11 of the Notice.

Basis the rational and justification provided above, The Board of Directors recommends the Ordinary Resolution, as set out at Item No. 11 of the Notice, for approval by the Members

Item No. 14:

As required by Section 185 of the Companies Act, 2013, the following Explanatory Statement setting out all the material facts relating to the business mentioned below:

The Company is required to take approval of members by way of special resolution pursuant to Section 185 and 186 of the Companies Act, 2013 for providing loan, including any loan represented by a book debt to, or giving any guarantee or providing any security(ies) in connection with a Loan taken by any of the following companies which are covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2 of the Section 185 of Companies Act, 2013 and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 and 186 of the Companies Act, 2013 on the terms and conditions mentioned below:

The Board of Directors of the Company is of the view, that investing the surplus amount available with the Company in form of advances at specified rate of interest for short/medium duration will yield a good return to the Company and would prove to be the best option of investment.

SWASTI VINAYAKA ART AND HERITAGE CORPORATION LIMITED

39th Annual Report 2024-25

Brief details of investment to be made by the Company-

Sr No	Name of Borrower	Amount of Loan to be provided individually or in aggregate	Rate of Interest	Tenure of Loan	Purpose for which Loan amount will be utilized by borrower
1.	Swasti Vinayaka Investech Private Limited	Maximum upto Rs. 30 Crores	As may be decided by board pursuant to provisions of Companies Act, 2013 but not lower than permissible under section 186 of the Companies Act, 2013.	Short term or Long term as board deems fit.	The amount of loan received by borrower Company shall only be utilized towards principal business activities of the borrower Company.
2.	Ashirwad Capital Limited	Maximum upto Rs. 30 Crores	As may be decided by board pursuant to provisions of Companies Act, 2013 but not lower than permissible under section 186 of the Companies Act, 2013.	Short term or Long term as board deems fit.	The amount of loan received by borrower Company shall only be utilized towards principal business activities of the borrower Company.
3.	Swasti Vinayaka Synthetics Limited	Maximum upto Rs. 30 Crores	As may be decided by board pursuant to provisions of Companies Act, 2013 but not lower than permissible under section 186 of the Companies Act, 2013.	Short term or Long term as board deems fit.	The amount of loan received by borrower Company shall only be utilized towards principal business activities of the borrower Company.
4.	Ashirwad Shelters Private Limited	Maximum upto Rs. 30 Crores	As may be decided by board pursuant to provisions of Companies Act, 2013 but not lower than permissible under section 186 of the Companies Act, 2013.	Short term or Long term as board deems fit.	The amount of loan received by borrower Company shall only be utilized towards principal business activities of the borrower Company.
5.	Ma Passion (India) Private Limited	Maximum upto Rs. 30 Crores	As may be decided by board pursuant to provisions of Companies Act, 2013 but not lower than permissible under section 186 of the Companies Act, 2013.	Short term or Long term as board deems fit.	The amount of loan received by borrower Company shall only be utilized towards principal business activities of the borrower Company.
6.	Elan Realtors Private Limited	Maximum upto Rs. 30 Crores	As may be decided by board pursuant to provisions of Companies Act, 2013 but not lower than permissible under section 186 of the Companies Act, 2013.	Short term or Long term as board deems fit.	The amount of loan received by borrower Company shall only be utilized towards principal business activities of the borrower Company.
7.	Ivy League Fashions Private Limited	Maximum upto Rs. 30 Crores	As may be decided by board pursuant to provisions of Companies Act, 2013 but not lower than permissible under section 186 of the Companies Act, 2013.	Short term or Long term as board deems fit.	The amount of loan received by borrower Company shall only be utilized towards principal business activities of the borrower Company.
8.	Swasti Vinayaka Realestate Development Private Limited	Maximum upto Rs. 30 Crores	As may be decided by board pursuant to provisions of Companies Act, 2013 but not lower than permissible under section 186 of the Companies Act, 2013.	Short term or Long term as board deems fit.	The amount of loan received by borrower Company shall only be utilized towards principal business activities of the borrower Company.

Directors and/or Key Managerial Personnel of the Company or their relatives may be considered interested or concerned in the passing of the Special Resolution to the extent of their shareholdings and/or directorship in the above mentioned Companies.

The Board recommends the Special Resolution set out at Item No. 14 of the Notice for approval by the shareholders.

Registered Office:

303, Tantia Jogani Industrial Estate,
J. R. Boricha Marg, Lower Parel,
Mumbai - 400011.

By Order of the Board of Directors
**Swasti Vinayaka Art And Heritage
Corporation Limited**

Date: August 25, 2025
Place: Mumbai

Sd/-
Dinesh Ramprasad Poddar
Chairman and Managing Director
DIN: 00164182