

# Integrated Governance

## Swasti Vinayaka Art And Heritage Corporation Ltd

### General information about company

Scrip code	512257
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE895A01023
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter Type	Yearly
Date of Quarter Ending	31-03-2025
Type of company	Equity
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false No shares or voting rights were acquired in unlisted companies by the listed entity
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	false No Fine Or Penalty was imposed or pending which was imposed by any authority on the listed entity
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	false There are no ongoing tax litigations or disputes of the company.
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	true
Risk management committee	false
Market Capitalisation as per immediate previous Financial Year	Any other
Is SCORE ID Available ?	true
SCORE Registration ID	S00700
Reason For No SCORE ID	
Type of Submission	Original
Remarks (website dissemination)	

## Annexure I

**Annexure I to be submitted by listed entity on quarterly basis**

### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory															
Whether the listed entity has a Regular Chairperson														true	
Whether Chairperson is related to MD or CEO							true	Disqualification of Directors under section 164							
Sr no.	Title(Mr/Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment
1	Mr	DINESH RAMPRASAD PODDAR	00164182	Executive Director	Chairperson	MD	false				Active	NA		01-04-2010	24-09-2021
2	Ms	RHEA DINESH PODDAR	08729717	Executive Director	Not Applicable		false				Active	NA		01-07-2020	26-09-2023
3	Mr	MADHUSUDAN LOHIA	00175621	Non-Executive - Independent Director	Not Applicable		false				Active	NA		29-07-2020	29-07-2020
4	Mr	RAJESH RAMPRASAD PODDAR	00164011	Executive Director	Not Applicable	MD	false				Active	NA		24-12-2005	20-03-2020
5	Mr	ARYAN RAJESH PODDAR	08882779	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		17-09-2020	24-06-2022
6	Mrs	SHILPA DINESH PODDAR	00164141	Executive Director	Not Applicable		false				Active	NA		19-03-2015	30-09-2024
7	Mr	PRABHAT DINESH PODDAR	09637477	Executive Director	Not Applicable		false				Active	NA		06-07-2022	01-07-2023
8	Mr	RAHUL GUPTA	00354436	Non-Executive - Independent Director	Not Applicable		false				Active	NA		20-03-2025	
9	Mr	HARSH AGARWAL	07771998	Non-Executive - Independent Director	Not Applicable		false				Active	NA		26-07-2024	26-07-2024
10	Mr	RAKESH KUMAR GARODIA	00143438	Non-Executive - Independent Director	Not Applicable		false				Active	NA		19-03-2015	20-03-2020

## Annexure I

<b>II. Composition of Committees</b>	
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Disclosure of notes on composition of committees explanatory	
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### Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						false	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00175621	MADHUSUDAN LOHIA	Non-Executive - Independent Director	Member	12-11-2021		
2	00164011	RAJESH RAMPRASAD PODDAR	Executive Director	Member	04-12-2006		
3	07771998	HARSH AGARWAL	Non-Executive - Independent Director	Chairperson	26-07-2024		

### Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						false	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07771998	HARSH AGARWAL	Non-Executive - Independent Director	Member	26-07-2024		
2	00175621	MADHUSUDAN LOHIA	Non-Executive - Independent Director	Chairperson	12-11-2021		
3	08882779	ARYAN RAJESH PODDAR	Non-Executive - Non Independent Director	Member	29-03-2022		

### Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						false	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00164182	DINESH PODDAR RAMPRASAD	Executive Director	Member	04-12-2006		
2	00164011	RAJESH RAMPRASAD PODDAR	Executive Director	Member	04-12-2006		
3	00354436	RAHUL GUPTA	Non-Executive - Independent Director	Chairperson	20-03-2025		
4	00143438	RAKESH KUMAR GARODIA	Non-Executive - Independent Director	Member	29-03-2022	19-03-2025	

## Annexure I

### III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	14-11-2024			true	9	9	3
2	21-01-2025	67		true	9	9	3
3	12-03-2025	49		true	9	9	3

## Annexure I

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	14-11-2024				true	3	3	2	0
2	Audit Committee	21-01-2025	67			true	3	3	2	0
3	Stakeholders Relationship Committee	14-02-2025	23			true	3	3	2	0
4	Nomination and remuneration committee	12-03-2025	25			true	3	3	2	0

## Annexure I

V. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	false
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

### Annexure I

Sr	Subject	Compliance status
1	Name of signatory	RIDDHI VAITY
2	Designation	Company Secretary

### Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	false
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

## Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of LODR Regulation

Sr	Item	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.	Web address
1.1	Details of business	Yes		<a href="https://www.swastivinayakaart.co.in/">https://www.swastivinayakaart.co.in/</a>
1.2	Memorandum of Association and Articles of Association	Yes		<a href="https://www.swastivinayakaart.co.in/uploads/5/1/3-Memorandum_And_Articles_of_Association.pdf">https://www.swastivinayakaart.co.in/uploads/5/1/3-Memorandum_And_Articles_of_Association.pdf</a>
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes		<a href="https://www.swastivinayakaart.co.in/uploads/5/1/4-_Brief_Profile_of_board_of_directors.pdf">https://www.swastivinayakaart.co.in/uploads/5/1/4-_Brief_Profile_of_board_of_directors.pdf</a>
2	Terms and conditions of appointment of independent directors	No	As per Regulation 15 of SEBI (LODR) Regulations 2015, the provision became applicable w.e.f. April 01, 2025, hence the company will comply with the same within six (6) months from the above mentioned date.	
3	Composition of various committees of board of directors	Yes		<a href="https://www.swastivinayakaart.co.in/team">https://www.swastivinayakaart.co.in/team</a>
4	Code of conduct of board of directors and senior management personnel	No	As per Regulation 15 of SEBI (LODR) Regulations 2015, the provisions became applicable w.e.f. April 01, 2025, hence the company will comply with the same within six (6) months from the above mentioned date.	
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.swastivinayakaart.co.in/uploads/4/1/Whistle_Blower_Policy.pdf">https://www.swastivinayakaart.co.in/uploads/4/1/Whistle_Blower_Policy.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.swastivinayakaart.co.in/uploads/4/1/NRC_POLICY_SVART_Updated_12.11.2021%20(1).pdf">https://www.swastivinayakaart.co.in/uploads/4/1/NRC_POLICY_SVART_Updated_12.11.2021%20(1).pdf</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.swastivinayakaart.co.in/uploads/4/1/Related_party_transaction.pdf">https://www.swastivinayakaart.co.in/uploads/4/1/Related_party_transaction.pdf</a>
8	Policy for determining	NA		

	'material' subsidiaries			
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.swastivinayakaart.co.in/uploads/4/1/Induction_Programme_policy.pdf">https://www.swastivinayakaart.co.in/uploads/4/1/Induction_Programme_policy.pdf</a>
10	Email address for grievance redressal and other relevant details	Yes		<a href="https://www.swastivinayakaart.co.in/#contact">https://www.swastivinayakaart.co.in/#contact</a>
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.swastivinayakaart.co.in/#contact">https://www.swastivinayakaart.co.in/#contact</a>
12	Financial results	Yes		<a href="https://www.swastivinayakaart.co.in/financial-results">https://www.swastivinayakaart.co.in/financial-results</a>
13	Shareholding pattern	Yes		<a href="https://www.swastivinayakaart.co.in/shareholding-pattern">https://www.swastivinayakaart.co.in/shareholding-pattern</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	NA		
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://www.swastivinayakaart.co.in/newspaper-publication">https://www.swastivinayakaart.co.in/newspaper-publication</a>
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Secretarial Compliance Report	NA		
21	Materiality Policy as per	Yes		<a href="https://www.swastivinayakaart.co.in/uploads/4/1/Policy_on_Determination_of_Materiality_of_Events_or_Information.pdf">https://www.swastivinayakaart.co.in/uploads/4/1/Policy_on_Determination_of_Materiality_of_Events_or_Information.pdf</a>

	Regulation 30 (4)			
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		<a href="https://www.swastivinayakaart.co.in/uploads/4/1/1/Authorised_Person_for_Determination_of_Materiality_Events_or_Informati">https://www.swastivinayakaart.co.in/uploads/4/1/1/Authorised_Person_for_Determination_of_Materiality_Events_or_Informati</a>
23	Disclosures under regulation 30(8)	Yes		<a href="https://www.swastivinayakaart.co.in/outcome-meeting">https://www.swastivinayakaart.co.in/outcome-meeting</a>
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	NA		
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes		<a href="https://www.swastivinayakaart.co.in/uploads/1/1/15-_Annual_Return_2023-24.pdf">https://www.swastivinayakaart.co.in/uploads/1/1/15-_Annual_Return_2023-24.pdf</a>
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	NA		
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		<a href="https://www.swastivinayakaart.co.in/#">https://www.swastivinayakaart.co.in/#</a>
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		<a href="https://www.swastivinayakaart.co.in/#">https://www.swastivinayakaart.co.in/#</a>
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			

## Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	No	As per Regulation 15 of SEBI (LODR) Regulations 2015, the provisions of Regulation 17 became applicable w.e.f. April 01, 2025, hence the company will comply with the same within six (6) months from the above mentioned date.
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	No	As per Regulation 15 of SEBI (LODR) Regulations 2015, the provisions of Regulation 17 became applicable w.e.f. April 01, 2025, hence the company will comply with the same within six (6) months from the above mentioned date.
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of Risk Management Committee meeting	21(3B)	NA	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	NA	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	NA	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	NA	
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	No	As per Regulation 15 of SEBI (LODR) Regulations 2015, the provisions of Regulation 26 became applicable w.e.f. April 01, 2025, hence the

				company will comply with the same within six (6) months from the above mentioned date.
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	NA	
Any other information to be provided				

## Annexure II

1	Name of signatory	RIDDHI VAITY
2	Designation	Company Secretary

## Annexure II

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

## Annexure II

1	Name of signatory	RIDDHI VAITY
2	Designation	Company Secretary

### Signatory Details

Name of signatory	RIDDHI VAITY
Designation of person	Company Secretary
Place	Mumbai
Date	29-04-2025

### Additional Half yearly Disclosure

Any Other Information for Disclosure of Loans / Guarantees / Comfort Letters / Securities Etc.			
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	3,50,000.00	0	
Promoter Group or any other entity controlled by them	3,32,75,000.00	4,70,25,000.00	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	0	0
(D) Additional Information			
II. Affirmations			
Affirmations	Compliance Status	Company Remarks	
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	true		
Name	SHANTARAM SITARAM SHINDE		
Designation	CFO		
Place	Mumbai		
Date	29-04-2025		

### Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	1
No. of investor complaints disposed off during the Quarter	1
No. of investor complaints those remaining unresolved at the end of the Quarter	0