

SYSTEMATIX SECURITIES LTD.

Registered Office: 237, Kamalaya centre, 156-A Lenin Sarani, Kolkata (WB), Tel: 033-22157781, Fax No: 033-22155378
Web: www.systematixsecurities.com, E-mail - systematixctor@gmail.com, CIN: L65999WB1986PLC040357

Ref No.: SSL/ 2018-19

Date: 23.01.2019

The Manager (Listing & Corporate Services)
Bombay Stock Exchange Ltd.
Ground Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai
Maharashtra -400001

BSE Code: 531432

Sub: Annual report pursuant to Regulation 34 of SEBI (LODR) Regulations, 2015 for the year ended 31st March, 2018.

Dear Sir,

Pursuant to Regulation 34 of SEBI (LODR) Regulations, 2015 please find enclosed annual report of the Company for the year ended 31st March, 2018.

You are requested to take the same on record.

Thanking you.

Yours faithfully,

For **SYSTEMATIX SECURITIES LTD.**

Systematix Securities Ltd.


Director

Bhagwati Prasad Sharma
Director

Encl: a/a

ANNUAL REPORT 2017 -18

Board of Directors

1. Shri Sudhir Samdani
2. Shri Jagdish Rathi
3. Shri Rakesh Sethiya
4. Shri Bhagwati Prasad Sharma
5. Mrs Swati Chhajed

Managing Director
Independent Director
Independent Director
Independent Director
Independent Director

Statutory Auditors

B. K. Dad & Associates,
Chartered Accountants
Chittorgarh (Raj.)

Company Secretary

Madhu Bala Sharma

Bankers

State Bank of India
Axis Bank

Listed At

Bombay Stock Exchange Ltd, Mumbai
Kolkata Stock Exchange Association

Registrar & Share Transfer Agents

Ankit Consultancy Pvt. Ltd.
Plot No. 60, Electronic Complex,
Pardesipura,
Indore - 452010(M.P)
Phone: 0731-2551745-46
Fax: 0731-4065798
Email ID: ankit_4321@yahoo.com

Administrative Office:

22, Gumasta Nagar
Indore - 452009 (M.P)

Registered Office

SYSTEMATIX SECURITIES LTD.
CIN: L65999WB1986PLC040357
Registered Office: 237, Kamalaya centre,
156-A Lenin Sarani, Kolkata (WB)
WEB: <http://www.systematixsecurities.com>
EMAIL: systematixctor@gmail.com
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NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the Members of Systematix Securities Ltd. will be held on Thursday, 27th September, 2018 at 10.30 A.M. at 237, Kamalaya Centre, 156-A Lenin Sarani Road, Kolkata INDIA, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2018 and Statement of Profit & Loss Account of the Company for the year ended on the same date together with the Report of Board of Directors and Auditors thereon.

2. To ratification Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT subject to the provisions of section 139, 142 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. B. K. Dad & Associates, Chartered Accountants, Chittorgarh registered with the Institute of Chartered Accountants of India vide ICAI Registration No. 018840C, the Retiring Auditors of the Company, be and are hereby rectifies the appointed as the Statutory Auditor of the Company for the Financial Year 2018-19 on such remuneration as may be fixed by the Board.

SPECIAL BUSINESS:

3. To Re-appointment Mr. Sudhir Samdani (DIN 00890642) as a Managing Director of the Company. To consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:

" RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013('the Act') (including any statutory modification or reenactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, permissions and sanctions, the Company hereby approve the re-appointment and terms of the remuneration of Mr. Sudhir Samdani (DIN 00890642) as Managing Director of the Company for a period of 5 year with effect from 1st October, 2018 to 30th September, 2023 upon the terms, condition and stipulation set out in the Explanatory Statement annexed to the notice convening this Annual General Meeting (including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Sudhir Samdani."

"RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect this resolution."

4. Appointment of Mr. Rajesh Kumar Inani (DIN 00410591) Director of the Company

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

RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the rules made thereunder, Mr. Rajesh Kumar Inani (DIN 00410591), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

5. Appointment of Mr. Rajesh Kumar Inani (DIN 00410591) Director of the Company

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

RESOLVED THAT pursuant to Section 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and Rules made thereunder including Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to requisite regulatory approvals, if any, consent of the Company be and is hereby accorded for appointment of Mr. Rajesh Kumar Inani (DIN 00410591) as a Whole-time Director of the Company for a period of 5 years from the conclusion of this Annual General Meeting till the conclusion of the Thirty Seventh Annual General Meeting of the Company to be held in the calendar year 2023 and he shall not be liable to retire by rotation, upon the terms and conditions set out in the explanatory statement annexed to the notice convening this Annual General Meeting (including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the term and conditions of the said appointment in such manner as may be agreed to between the board of directors and Mr. Rajesh Kumar Inani .

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration of Mr. Rajesh Kumar Inani based on the recommendation of the Nomination and Remuneration Committee subject to the condition that the remuneration shall not exceed the limits specified under Section 197 read with Schedule V of the Companies Act, 2013."

6. To appointment of Mr. Sumit Kothari as an Independent Director of the Company.

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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to said Act and Companies (Appointment and qualification of Directors) Rules, 2014 , and the Regulation 16(1)(b) of the listing regulation as may be amended from time to time, Mr. Sumit Kothari, in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years up to 30th September ,2023 and he shall not be liable to retire by rotation."

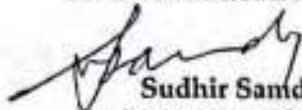
7. To appointment of Dr. Kiran Bhatnagar as an Independent Director of the Company.

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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to said Act and Companies (Appointment and qualification of Directors) Rules, 2014 , and the Regulation 16(1)(b) of the listing regulation as may be amended from time to time, Dr. Kiran Bhatnagar, in respect of whom the company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years up to 30th September ,2023 and he shall not be liable to retire by rotation."

Place: Indore
Date: 13/08/2018

By Order of the Board of Directors
For SYSTEMATIX SECURITIES LTD


Sudhir Sandani
(Managing Director)
(DIN 00890642)

Notes:-

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN MEETING INSTEAD OF HIMSELF/HERSELF AND SUCH PERSON NEED NOT BE THE MEMBER OF THE COMPANY. The Instrument appointing the proxy, duly completed, must be deposited at the Company's Registered Office of the Company not less than 48 hours before the commencement of Meeting.
- A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregating not more than 10% of the total share capital of the Company carry voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member. A proxy form for the Annual General Meeting is enclosed.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- The Members are requested to:
 - a) Intimate changes, if any, in their registered addresses immediately.
 - b) Quote their ledger folio number in all their correspondence.
 - c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
 - d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
 - e) Send their Email address to us for prompt communication and update the same with Company to receive softcopy of the Annual Report of the Company.
- Corporate Members are requested to forward a Certified Copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- Members may also note that Notice of this Annual General Meeting and the Annual Report for financial year 2017-18 will also be available for the Company's website i.e <http://www.systematixsecurities.com>
- The Register of Members and share transfer book of the Company will remain closed during the period from Friday 21st Day of September, 2018 to Thursday 27th Day of September, 2018 (both days inclusive) for the purpose of Annual General Meeting.
- A statement pursuant to Section 102(1) of the Companies Act 2013, relating to the special business to be transacted at the meeting is annexed hereto.
- Members are requested to send their queries, if any at least 7 days in advance so that the information can be made available at the meeting.
- Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folio and send relevant share certificates to companies Registrar and Share Transfer Agent for their doing needful.
- Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at Ankit Consultancy Private Limited, 60 Pardeshipura, Electronic Complex, Indore M.P.
- The Company has designated an exclusive email ID systematixctor@gmail.com which would enable the members to post their grievances and monitor its redressed. Any member having any grievance may post the same to the said Email address for its quick redressal.
- The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account details to Registrar and Share Transfer Agents/Company by sending a duly signed letter along with self attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the member. In the alternative Members are requested to submit a copy of bank passbook/ statement attested by the bank.

- Additional information pursuant to Regulation 36(3) of the Listing Regulation with the stock exchanges in respect of the Directors seeking appointment / re-appointment at the AGM is furnished and forms a part of the Annual Report. The Directors have furnished the requisite consents/declarations for their appointment / re-appointment.
- Electronic copy of the Annual Report for 2018 is being sent to all the Members whose e-mail ids are registered with the Company for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copies of the Annual Report for 2018 is being sent in the permitted mode. Members who do not yet register their e-mail id so far are requested to register the same with the Company. Members are also requested to intimate to the Company the changes, if any in their e-mail address.
- The Ministry of Corporate Affairs ('MCA') has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by companies and has issued Circular No. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011. The Company proposes to send the documents to its Members like notices, annual report, etc. in electronic form. Members are requested to provide their email ID to our Registrar Ankit Consultancy Private Limited, 60 Pardeshipura, Electronic Complex, Indore M.P for sending the document in electronic form.
- The businesses as set out in the Notice may be transacted through electronic voting system and the Company shall provide a facility for voting by electronic means. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the companies (Management and Administration) Rules, 2014, the company is pleased to offer the facility of the voting through electronic means, as an alternate, to all its members to enable them to cast their votes electronically instead of casting their vote at the meeting. If a member has opted for e-voting, then he/she should not vote by physical ballot also and vice-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid. For E-voting facility, the Company has entered into an agreement with the CDSL for facilitating E-voting. The Procedure and instructions for E-voting given below:

Instructions for shareholders voting through electronic means:

- The e-voting period begins on Monday, 24th September, 2018 from 9.00 A.M. and ends on Wednesday, September, 26th 2018 at 5.00 p.m. During this period shareholders' of the Company, as on the cut-off date (record date) of Thursday 20th September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- Click on "Shareholders" tab.
- Now, select the "SYSTEMATIX SECURITIES LTD." from the drop down menu and click on "SUBMIT"
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the <u>folio sequence</u> number in the PAN Field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant < SYSTEMATIX SECURITIES LTD.> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
- M/S Anil Somani & Associates, Practicing Company Secretary (Membership No. A36055) has been appointed as the scrutinizer to receive and scrutinize the completed ballot forms and votes casted electronically by the members in a fair and transparent manner.
- The scrutinizer, immediately after conclusion of voting at the Annual General Meeting shall first count votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make not later than two days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the meeting or any other Director of the Company, who shall countersign the same and declare the result of the voting forthwith
- The Results shall be declared on or after the AGM of the Company. The results declared along with the scrutinizer's Report shall be placed on the Company's website <http://www.systematixsecurities.com> and website of CDSL and will be communicated to the stock exchange.

Relevant documents referred to in this Notice are open for inspection at the registered office of the Company on all working days (except Saturdays) between 11.00 a.m. to 1.00 p.m. up to the date of ensuing annual general meeting.

Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No.3 Mr. Sudhir Samdani having rich and diversified experience and keeping in view the contribution made by him in all round progress of the Company it is proposed to reappoint as Managing Director of the Company from 1st October 2018 to 30th September 2023 on remuneration as detailed in the resolution. The purpose of the remuneration will be in the limits prescribed for the Managerial person in Schedule V of the Companies Act, 2013.

Accordingly, it is proposed to reappoint him as Managing Director w.e.f. 1st October, 2018 on remuneration as mentioned in resolution. For the same remuneration committee and Board of Directors have accorded their approval subject to approval of the members. The main terms and conditions of re-appointment are as under:

Except proposed appointee no other Director is concerned or interested in the proposed resolution. The contents of resolution along with explanatory statement and details contains therein shall be deemed to be abstract of the terms and conditions of change in remuneration of Mr. Sudhir Samdani .

- (a). **Salary :-** Rs. 50000-5000-70000 per month.
- (b). **Perquisites:-** Perquisites shall be allowed in addition to both salary and commission However, it shall be restricted to an amount equal to the annual salary as mentioned in (a) above.

Perquisites are presently classified as follows:

- (i). **Housing/House rent allowance:**
The expenditure incurred by the Company will be subject to a ceiling of 60 % of the salary.
- ii) **Gas, electricity, water and furnishing. :**
The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962.
- iii) **Medical reimbursement:**
Expenses incurred for the appointee and his family.
- iv) **Leave and Leave travel concession:**
Leave as per the rules of the Company including encashment of leave. Leave travel concession for self and family once in a year incurred in accordance with the rules of the company.
- v) **Club fees:**
Fees of Clubs subject to a maximum of two Clubs.
- vi) **Personal accident insurance:**
Personal accident insurance of an amount the annual premium of which does not exceed Rs.4000/-.
- (c). **Other payment and provisions which shall not be included in the computation of the ceiling on remuneration:**
 - i) **Contribution towards Provident Fund and Superannuation Fund:**
Contribution towards Provident Fund will be at the rate of 12.0% of the salary and further as per amended provisions of the relevant Acts and Rules. Contribution to Pension/ Superannuation/ Annuity Fund is to be at the rate of 15% of the salary.
 - ii) **Gratuity:**
Gratuity payable at the rate of one half month's salary for each completed year of service.
 - iii) **Encashment of leave :**
As per rules of the Company
 - iv) **Telephone:**
Provision of telephone at residence and/or mobile phone(s).
- (d). **Reimbursement of Expenses:**
 - i) **Entertainment Expenses:** Reimbursement of entertainment expenses actually and properly incurred for the business of the Company subject to a reasonable ceiling as may be fixed from time to time by the Board.
 - ii) **Traveling Expenses:** Reimbursement of traveling expenses actually and properly incurred for the business of the Company subject to norms as may be fixed from time to time by the Board.

MINIMUM REMUNERATION:

In the event of loss, absence or inadequacy of profits, in any financial year during the currency of tenure of Mr. Sudhir Samdani, the remuneration aforesaid shall be the minimum remuneration payable to him as per mutual consent between board of directors and Mr. Sudhir Samdani. However, any excess over the limits on minimum remuneration prescribed under the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 shall be payable to Mr. Sudhir Samdani with the approval of the Central Government, if so, required .

Further in the event of any statutory amendment or modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013 or any provision of the Companies Act, Income-tax Act and to Income tax Rules or issuance of any notification under the aforesaid Acts/ Rules, the Board of Directors of the Company be and is hereby authorized to vary or increase the remuneration/ minimum remuneration including salary, commission perquisites and other allowances within such revised limit or ceiling without any further reference to the company in General Meeting or the Central Government.

Pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the rules made thereunder, Mr. Rajesh Kumar Inani (DIN 00410591), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation. Requisite consent has been received from Mr. Rajesh Kumar Inani pursuant to Section 152 of the Companies Act 2013.

Further, subject to approval of Members and in accordance with recommendations of Nomination & Remuneration Committee, approved appointment of Mr. Rajesh Kumar Inani as a Whole-time Director of the Company designated as Executive Director for a period of 5 years with effect from the conclusion of this Annual General Meeting till the conclusion of the Thirty Seventh Annual General Meeting of the Company to be held in the calendar year 2023.

The Company has received a notice in writing under the provisions of section 160 of the Companies Act 2013 from a member along with a requisite deposit proposing the candidature of Mr. Rajesh Kumar Inani for the office of Director.

Mr. Rajesh Kumar Inani knowledge and experience will be of benefit to the company. The main term and conditions of appointment are as under:

(a) Salary:- Rs 40,000-5000-60,000 per month.

(b) Perquisites:- Perquisites shall be allowed in addition to both salary as mentioned in (a) above.

Perquisites are presently classified as follows:

(i) Housing /House rent allowance:

The expenditure incurred by the Company will be subject to a ceiling of 60% of the salary.

(ii) Gas, electricity, water and furnishing:

The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962.

(iii) Medical reimbursement:

Expenses incurred for the appointee and his family.

(iv) Leave and leave travel concession:

Leave as per the rules of the company including encashment of leave. Leave travel concession for self and family once in a year incurred in accordance with the rules of the company.

(v) Club Fees:

Fees of Clubs subject to a maximum of two Clubs.

(vi) Personal accident insurance

Personal accident insurance of an amount the annual premium of which does not exceed Rs. 4000/-

(c) Other payment and provisions which shall not be included in the computation of the the ceiling on remuneration:

i) Contribution towards Provident Fund and Superannuation Fund:

Contribution towards Provident Fund will be at the rate of 12.0% of the salary and further as per amended provisions of relevant Acts and Rules. Contribution to pension/Superannuation/Annuity Fund is to be at the rate of 15% of the salary.

ii) Gratuity:

Gratuity payable at the rate of one half month's salary for each completed year of service.

iii) Encashment of leave:

As per rules of the Company

i) Telephone:

Provision of telephone at residence and/or mobile phone(s)

(d) Reimbursement of Expenses:

- i) Entertainment Expenses: Reimbursement of entertainment expenses actually and properly incurred for the business of the Company subject to a reasonable ceiling as may be fixed for time to time by the Board.
- ii) Traveling Expenses: Reimbursement of traveling expenses actually and properly incurred for the business of the Company subject to norms as may be fixed for time to time by the Board.

Minimum Remuneration

In the event of loss, absence or inadequacy of profits, in any financial year during the currency of tenure of Mr. Rajesh Kumar Inani, the remuneration aforesaid shall be the minimum remuneration payable to him as per mutual consent between board of directors and Mr. Rajesh Kumar Inani. However, any excess over the limits on minimum remuneration prescribed under the Companies Act 2013, read with Schedule V to the Companies Act, 2013 shall be payable to Mr. Rajesh Kumar Inani with the approval of the Central Government, if so, required.

Further in the event of any statutory amendment or modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013 or any provision of the Companies Act, Income - tax Act and to Income tax Rules or issuance of any notification under the aforesaid Acts/ Rules, the Board of Directors of the Company be and is hereby authorized to vary or increase the remuneration/minimum remuneration including salary, commission perquisites and other allowances within such revised limit or ceiling without any further reference to the company in General Meeting or the Central Government. None of the director are interested in above resolution being relatives of Mr. Rajesh Kumar Inani.

Item No. 6 & 7

Mr. Sumit Kothari and Dr. Kiran Bhatnagar are proposed to be appointed as an Independent Director for Five consecutive years for a term upto 30th September 2023. The Company has received a notice in writing under the provisions of section 160 of the Companies Act 2013 from a member along with a requisite deposit for proposing the candidature of Mr. Sumit Kothari and Dr. Kiran Bhatnagar for the Independent Director of the Company.

Shri Sumit Kothari and Dr. Kiran Bhatnagar have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, director fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Directors and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of above directors as Independent Directors is now being recommended for a term of 5 (five) consecutive years up to 30th September 2023 and placed before the Members for approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

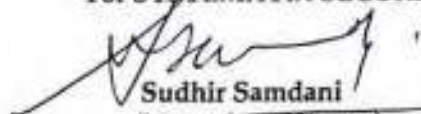
Shri Sumit Kothari and Dr. Kiran Bhatnagar are concerned or interested in the Resolutions of the accompanying Notice relating to their own appointment

The brief profile of the directors who are proposed to appointed as independent directors are annexed herewith separately with this notice.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolutions as set out at Item Nos 6 & 7 of the Notice for approval by the members.

By Order of the Board of Directors
For SYSTEMATIX SECURITIES LTD


Sudhir Samdani
(Managing Director)
(DIN 00890642)

Place: Indore
Date: 13/08/2018

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING

Name of Directors	Mr. Sudhir Samdani	Mr. Rajesh Kumar Inani	Mr. Sumit Kothari	Mrs. Dr. Kiran Bhatnagar
Date of Birth	04.08.1960	21.11.1965	12.01.1979	27.10.1957
Expertise / Experience in specific functional areas	finance and Share Market and taxation matter	40 years Business Experience	Accounts & taxation	35 years Experience in Education Department
Qualification	CA	Post Graduation in Commerce	Graduation in Commerce and CS Inter	PhD
No. & % of Equity Shares held	NIL	NIL	NIL	NIL
Chairman / Member of the Committees of the Board of Directors of the Company	NIL	NIL	NIL	NIL
Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	NIL	NIL	NIL	NIL
Relationship between directors inter-se	No relations with any Director	No relations with any Director	No relations with any Director	No relations with any Director

DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in presenting their 32nd Annual Report and the Audited Accounts for the Financial Year ended 31st March 2018.

Financial Results and Operations:

(Rupees in Lacs)

Particulars	2017-18	2016-17
Revenue from operations	37.32	38.66
Profit before Interest, Dep. & Taxes	2.11	11.92
Interest	0.03	0.02
Depreciation	0.02	0.12
Profit Before Tax	2.06	11.78
Provision for Taxation	0.39	2.09
Provision for Deferred Tax	0.00	0.00
Profit After Tax	1.67	9.69
Other Comprehensive Income	0.00	0.00
Total Comprehensive Income	1.67	9.69
Earnings Per Share	0.03	0.19

DIVIDEND

To provide more strength to the company, your Directors have not recommended any dividend for the year under review

FIXED DEPOSITS

Your company has not accepted or invited any deposits from public under Companies Act 2013, during the year under review.

DIRECTORS:

In accordance with the provision of the Companies Act, 2013 no director is liable to retire by rotation as independent directors are proposed to appoint for five years in forthcoming annual general meeting. Mr. Sudhir Samdani who is proposed to be reappointment as Managing Director with effect from 1st of October 2018.

Mr. Rajesh Kumar Inani who is proposed to be appointed as whole time director possess appropriate balance of skill expertise and knowledge and is qualified for appointment as director under section 196, 197 and 203 read with schedule V of Companies Act 2013.

Mr. Sumit Kothari And Mrs. Kiran Bhatnagar who is proposed to be appointed as Independent Director possess appropriate balance of skill, expertise and knowledge and is qualified for appointment as independent director and given declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act 2013 and regulation 16(1) (b) of the listing regulation.

DIRECTOR'S RESPONSIBILITIES STATEMENT

Pursuant to the requirement under Section 134(3)© read with section 134(5) of the Companies Act, 2013, with respect to the Director's Responsibility Statement, your directors hereby confirm:

- I) That in the preparation of the annual accounts for the financial year ended 31st March 2018; the applicable accounting standards have been followed;
- II) That they have selected such accounting policies and applied them consistently and made judgments, and estimate that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the profit of the Company for the year under review;
- III) That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of this Act, for safeguarding the assets of the Company and for preventing and detecting Fraud and other irregularities.
- IV) That they have prepared the annual accounts on a going concern basis.
- V) That they have laid down internal financial controls in the company that are adequate and were operating effectively.
- VI) That they have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

AUDITORS:

M/s. B.K. Dad & Associates., Chartered Accountants, Chittorgarh, who are the Statutory Auditors of the Company hold office till the conclusion of the forthcoming AGM and are eligible for re-appointment. Pursuant to the provision of Section 139 of the Companies Act, 2013 and the Rules framed there under, it is proposed to appoint M/s. B.K. Dad & Associates as statutory auditors of the Company from the conclusion of the forthcoming AGM till the conclusion of 33rd AGM to be held in the year 2019, subject to ratification of their appointment at every AGM.

COMMENTS ON AUDITORS REPORT

The Board has duly reviewed the Statutory Auditors' Report on the Accounts. The observations and comments, if any, appearing in the Auditors' Report are self-explanatory and do not call for any further explanation/clarification by the Board of Directors.

AUDIT COMMITTEE

Under the provisions of section 177 of Companies Act, 2013 and Listing Regulation with the Stock Exchanges an Audit Committee Comprises of Shri Jagdish Rathi, Shri Rakesh Sethiya and Shri Bhagwati Prasad Sharma are independent directors of the Company.

CORPORATE GOVERNANCE:

A separate section titled "Corporate Governance" including a certificate from the Auditors of the Company confirming compliance of the conditions of the Corporate Governance as stipulated under Regulation 27 of the Listing Regulation and also the Management Discussion and Analysis Report and CEO certification are annexed hereto and form part of the report.

PARTICULARS OF EMPLOYEES

The Company did not have any employee, during the year drawing remuneration attracting the provision of section 197 read with rule 5 of the Companies Act, 2013 read with the Companies (particulars of employees) Rule 1975. The company continued to have cordial and harmonious relations with employees. In totality our employees have shown a high degree of maturity and responsibility in responding to the changing environment, economic and the market condition.

HUMAN RESOURCES DEVELOPMENT

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

CODE OF CONDUCT

The company has laid-down a code of conduct for all Board members and senior management of the Company. All the Board members and senior management personnel have affirmed compliance with the code of conduct. The code of conduct has posted on website of the company i.e <http://systematixsecurities.com>

EXTRACT OF ANNUAL RETURN

The detail forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as Annexure-A

CORPORATE SOCIAL RESPONSIBILITY (CSR)

In terms of section 135 and Schedule VII of the Companies Act, 2013 are not applicable to our company. So there is not constituted a CSR Committee of the Board.

SECRETARIAL AUDIT

Pursuant to provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, your Company engaged the services of M/s Anil Somani & Associates, Company Secretary in Practice, Bhilwara to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2018. The Secretarial Audit Report (in Form MR-3) is attached as Annexure-B to this Report

RELATED PARTY TRANSACTIONS

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interest of the company. Transactions with related parties entered by the company in the normal course of business are periodically placed before the Audit Committee for its omnibus approval and the particulars of contracts entered during the year as per Form AOC-2 is enclosed as Annexure-C

The board of Director of the company has on the recommendation of the Audit Committee adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules thereunder and the Listing Regulations. This Policy was considered and approved by the Board has been uploaded on the website of the company at www.systematixsecurities.com under investors/policy documents/Related Party Policy link.

BOARD MEETING HELD DURING THE YEAR

During the year, 5 meetings of the Board of Directors were held. The dates on which board meeting were held are as follow:

30th May, 2017, 11th August, 2017, 23rd October, 2017, 14th December, 2017, and 14th February, 2018.

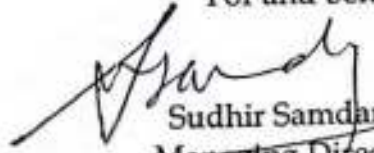
ACKNOWLEDGMENT:

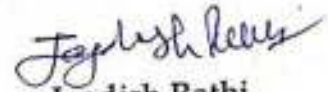
The Board places on record its deep appreciation of the devoted services of loyal workers, executives and other staff of the Company, who have contributed to the performance and company's continue inherent strength. Your directors also wish to thank the banks and other stakeholders for their continued support and faith respond in the Company. We look forward to their continued support in the future.

Date: 30.05.2018

Place: Indore

For and behalf of the Board


Sudhir Samdani
Managing Director
DIN No. 00890642


Jagdish Rathi
Director
DIN No. 01211509

ANIL SOMANI & ASSOCIATES

Company Secretaries

B-4, Ganpati Complex, Near Vishal Mega Mart, Bhilwara, Rajasthan - 311001

Email Id: corporatesolutions14@gmail.com, (M) 09166611876

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
SYSTEMATIX SECURITIES LTD.,
237 Kamalaya Centre
156 A Lenin Sarani Kolkata

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SYSTEMATIX SECURITIES LTD., (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliance's and expressing our opinion thereon.

Management's Responsibility for Secretarial Compliance's

The company's Management is responsible for preparation and maintenance of secretarial records and for devising proper system to ensure compliance with the provisions of applicable laws and regulations.

Auditor's Responsibility

My responsibility is to express an opinion on the Secretarial records, Standards, Procedures followed by the company with respect to Secretarial Compliance's.

I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for me to provide a basis for my opinion.

Opinion

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March, 2018**



complied with the statutory provisions listed here-under and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2018** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **N. A.**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; *(not applicable since there is no action/ event in pursuance of said regulation)* **N.A.**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(not applicable since there is no action/ event in pursuance of said regulation)* **N.A.**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and *(not applicable since there is no action/ event in pursuance of said regulation)*
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; *(not applicable since there is no action/ event in pursuance of said regulation)* **N.A.**
- (vi) The Environment (Protection) Act, 1986
- (vii) The EPF & Misc. Provisions Act, 1952;
- (viii) Employees' state Insurance Act, 1948;
- (ix) The Payment of Bonus Act, 1965;
- (x) The payment of Gratuity Act, 1972

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India;
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.



We further report that

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Observation:

1. *All the Equity shares of the Company is in physical form as company has not entered into any agreement with CDSL / NSDL for dematerialization of its equity shares.*



For **Anil Somani & Associates**
Company Secretaries

Anil Kumar Somani

ACS: 36055

COP :13379

Place: Bhilwara

Date: 25th May, 2018

This report is to be read with our letter of even date which is annexed as '**Annexure A**' and forms an integral part of this report.

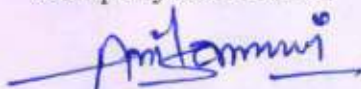
To,
The Members
SYSTEMATIX SECURITIES LTD.,
237 Kamalaya Centre
156 A Lenin Sarani Kolkata

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **Anil Somani & Associates**
Company Secretaries




Anil Kumar Somani
ACS: 36055
COP :13379

Place: Bhilwara
Date: 25th May, 2018

2REPORT ON CORPORATE GOVERNANCE

A report of the financial year ended 31st March, 2018 on the compliance by the company with the corporate governance requirement under Regulation 34 read with Schedule V of the SEBI (Listing Obligation & Disclosure Requirement) Regulation 2015 is furnished below:

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Systematix Securities Limited recognises the ideals and importance of corporate governance and acknowledges its responsibilities towards all its shareholders, employees, customers and regulatory authorities. The Company believes that a good corporate governance process aims to achieve a balance between the shareholders' interest and corporate goals of the Company. It aims to attain the highest levels of transparency, accountability and integrity to all its shareholders by implementing transparent corporate governance, thereby enhancing the value of the shareholders and their Company.

BOARD OF DIRECTORS

- 1) The Company's policy is to maintain an optimum combination of Executive and non Executive Independent directors. The Composition of your Company's Board, which comprises of five directors, is given in the table below and is in conformity with Regulation 17 of the Listing Regulation and with stock exchange.

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

The last Annual General meeting was held on 25th September 2017.

Name of Director	Category	No. of Board Meeting Attended	Other Directorship		Committee Position other than Company		Whether attended last AGM held on 25.09.2017
			Chairman	Member	Chairman	Member	
Shri Sudhir Samdani (DIN 00890642)	Managing Director	5	NIL	NIL	NIL	NIL	Yes
Shri Jagdish Rathi (DIN 01211509)	Non Executive Independent Director	5	NIL	NIL	NIL	NIL	Yes
Shri Rakesh Sethiya (DIN 00631953)	Non Executive Independent Director	2	NIL	NIL	NIL	NIL	No

Shri Bhagwati Prasad Sharma (DIN 01174001)	Non Executive Independent Director	5	NIL	NIL	NIL	NIL	Yes
Mrs. Swati Chhajed (DIN 07159739)	Non Executive Independent Director	3	NIL	NIL	NIL	NIL	No

Note: This includes directorship in public limited companies and subsidiary of public limited companies and excludes directorship in Private Limited Companies, overseas companies, companies under section 8 of the Companies Act, 2013 and alternate directorship.

Board Meetings are governed by a structured agenda. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions.

The necessary quorum remained present in all the meetings. Leave of absence was granted to the concerned directors who could not attend the respective Board Meeting. In financial year 2017-18 Five Board Meetings were held and the gap between two meetings did not exceed one hundred twenty days. The dates on which the said Meetings were held are as follows:

30.05.2017	11.08.2017	23.10.2017	14.12.2017	14.02.2018
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None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company which is prejudicial to the interest of the company.

ii) Inter-se relationship among directors

There is no inter-se relationship among the any of the directors of the Company.

iii) Role of Independent Director

Independent Directors play a key role in the decision making process of the Board and in shaping various strategic initiatives of the Company. The Independent directors are committed to act in what they believe to be in the best interest of the Company and its stakeholders. The Independent Directors are professionals, with expertise and experience in general corporate management, public policy, finance, financial services and other allied fields. The Company benefits immensely from their inputs in achieving its strategic direction. The Independent Directors held a meeting on 13th February 2018 without the attendance of Non- Independent directors and Member of Management. All the independent directors were present at the meeting.

iv) Shareholding of Non-executive Director

The Number of equity shares held by Non-Executive Directors as on 31.3.2018 were as under:

Name of Director	No. of shares
Shri Jagdish Rathi (DIN 01211509)	NIL
Shri Rakesh Sethiya (DIN 00631953)	5000
Shri Bhagwati Prasad Sharma (DIN 01174001)	NIL
Mrs. Swati Chhajed (DIN 07159739)	NIL

v) Details of the Directors seeking re-appointment at the forthcoming Annual General Meeting as per Regulation 36 of the Listing Regulation. Notes on Directors appointment / re-appointment.

1 Board Procedure

A detailed agenda folder is sent to each Director in advance of Board and Committee meetings. To enable the Board to discharge its responsibilities effectively, the Executive Director briefs the Board at every meeting on the overall Company performance and compliance of the company wherever applicable.

Committees of the Board

(I) Audit Committee (Mandatory Committee)

The Audit Committee acts as a link among the Management, the Statutory Auditors, Internal Auditors and the Board of Directors to oversee the financial reporting process of the Company. The Committee's purpose is to oversee the quality and integrity of accounting, auditing and financial reporting process including review of the internal audit reports and action taken report. The Audit Committee consisting of Shri Jagdish Rathi, Shri Rakesh Sethiya, and Shri Bhagwati Prasad Sharma all of above Directors are Independent directors. All the members of the committee are financially literate.

I) Meeting and Composition

The Composition of Audit Committee as on 31.3.2018 and attendance record of the members at the meetings held during the year was as under:

Name of the Member	Category	Status	No. of meetings attended	
			Held during tenure	Attended
Shri Jagdish Rathi (DIN 01211509)	Non executive Independent Director	Chairman	4	4

Shri Rakesh Sethiya (DIN 00631953)	Non executive Independent Director	Member	4	2
Shri Bhagwati Prasad Sharma (DIN 01174001)	Non executive Independent Director	Member	4	3

During the year the committee met on four occasions during the year on following dates namely:

30/05/2017	11/08/2017	08/12/2017	14/02/2018
------------	------------	------------	------------

As mandated by Regulation 18 of the Listing Regulation.

- A. The representative of statutory of the company are also invited in the audit committee meetings.
- B. The gap between two audit committee meetings was not more than one hundred twenty days.

Terms of reference of the Audit Committee

The terms of reference of Audit Committee are as under:

- Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment and removal of external auditor, fixation of audit fee and approval of payment of any other services:
- Reviewing with management, the annual financial statement before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Directors responsibility statement to be included in the board's report as per Section 134(3)(C) of the Companies Act, 2013.
 - b. Changes in the Accounting policies and practices and the reasons for the same, major accounting entries and significant adjustments made in the financial statements arising out of audit findings.
 - c. Compliance with listing and other legal requirements relating to financial statements.
 - d. Disclosure of any related party transactions.
 - e. Qualifications in the draft audit report if any.
- Discussing with external auditors before the audit commences on the nature and scope of audit, as well as having post-audit discussion to ascertain any area of concern,
- Reviewing the management discussion and analysis of the financial conditions and results of operations.
- Reviewing with the management and the statutory auditors anticipated changes in the Accounting Standards.
- Reviewing the Company's financial and risk management policies;
- Undertake such other functions as may be entrusted to it by the Board from time to time.

(II) Stakeholders' Relationship Committee

The Company had a Stakeholders Relationship Committee of director to look into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend / notices / annual reports, etc. The nomenclature of the said committee was changed to stakeholders' relationship committee in the light of provisions of the Act and Regulation 20 of the Listing Regulation.

A. Meeting and Composition

The Composition of Committee as on 31.3.2018 and attendance record of the members at the meetings held during the year was as under:

Name of the Member	Category	Status	No. of meetings attended	
			Held during tenure	Attended
Shri Jagdish Rathi (Din No.01211509)	Non executive Independent Director	Chairman	4	4
Shri Rakesh Sethiya (Din No. 00631953)	Non executive Independent Director	Member	4	2
Shri Bhagwati Prasad Sharma (Din No.01174001)	Non executive Independent Director	Member	4	4

During the year the committee met on four occasions during the year on following dates namely:

30/05/2017	11/08/2017	08/12/2017	14/02/2018
------------	------------	------------	------------

- During the year under review one complaints was received from shareholders, there was no complaint pending unresolved as at the end of the year.
- Share transfer in physical form are registered by the Company and returned to respective Transferee/person within a period ranging from one to two weeks provided the documents lodged with Company are clear in all respects.

- C. Name, designation and address of Compliance Officer:-
Mr. Sudhir Samdani, Managing Director & Compliance Officer (DIN 00890642)
35-A, Kumbha Nagar
Chittorgarh, Rajasthan
Email: systematixctor@gmail.com
Tele: 033-22157781, Fax No. 033-22155378

Terms of Reference:

- Oversee and review all matters connected with the transfer of the Company's securities.
- Monitor redressal of investors' / shareholders' / security holders' grievances.
- Oversee the performance of the Company's Registrar and Transfer Agents.
- Recommend methods to upgrade the standard of services to investors.
- Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

(III) Nomination and Remuneration Committee

The company had a Nomination and Remuneration Committee of the board. The nomenclature of the said committee was changed to Nomination and Remuneration Committee in the light of provisions of the Act and Regulation 19 of the Listing Regulation. The constitution and terms of reference of Nomination and Remuneration Committee of the Company are in compliance with provisions of the Companies Act, 2013 and Regulation 19 of the Listing Regulation. All the members of the committee are Non Executive independent directors.

A. Terms of reference in brief

- Formulate Remuneration Policy and a policy on Board diversity
- Formulate criteria for evaluation of Directors and the Board.
- To ensure that the Remuneration Policy shall also include the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
- Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.

- To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully; relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

B. Meeting and Composition

The Committee constitutes Shri Jagdish Rathi, Shri Rakesh Sethiya and Shri Bhagwati Prasad Sharma, all the members of the committee are Non-Executive & Independent Directors. Shri Jagdish Rathi is Chairman of the committee. During the financial year 2017-18 no meeting of the "Nomination and Remuneration Committee" was held

Remuneration policy Executive Directors

The remuneration of executive directors is reviewed by the nomination and remuneration committee and thereafter recommended to the Board of the directors of the Company for subject to approval of the members at general meeting and such other authorities as may be required. While recommending remuneration, the committee considers various factors such as practices prevalent in the industry for the time being, qualification, expertise of the appointee and financial position of the company.

C. Remuneration of directors

- During the year no remuneration was paid to any director of the Company.
- No sitting Fees was paid to any Director of the Company during the financial year.
- The company does not have any service contract with any of its directors.
- The company has not granted any stock option to any of its director/employees.
- During the year the committee met on one occasions during the year.

MANAGEMENT

A. The Management discussion and analysis report

The Annual Report has a detailed chapter on Management Discussion and Analysis.

B. Disclosure by Management to the Board

All details relating to the financial and commercial transactions where directors may have a potential interest are provided to the Board, and the interested Directors neither participate in the discussion, nor do they vote on such matters.

Compliance with Mandatory / Non Mandatory requirements.

- The Company has complied with all the applicable mandatory requirement of Regulation 27 of the listing regulation.
- The Company has also adopted the non mandatory requirement as specified in Schedule V 10 (C) to regulation 27 of the listing regulation regarding constitution of remuneration committee, the details of which already been provided in this report and audit qualification. There is no audit qualification in the financial statement.

DISCLOSURES

- a) There were no material transactions of the Company with its promoters, directors, and management on their relatives that may have conflict with the interest of the Company at large.
- b) The particulars of transactions between the Company and its related parties in accordance with the Ind AS 24 are set out in Annual report. These transactions are in the ordinary course of business and are not likely to have any conflict with the interest of the Company. These have been approved by the audit committee. The board has approved a policy for related party transaction which has been uploaded on the Company's website.
- c) The Company adopted Indian Accounting Standards("Ind AS") from 1st April 2017 and accordingly the financial results have been prepared in accordance with the recognition and measurement principal laid down in the Ind AS 34 ' Interim Financial reporting' prescribed under section 133 of the Companies Act 2013 read with the relevant rules issued thereunder and the other accounting principles generally accepted in India.
- d) The Company has well defined management policies to manage the risk inherent in the various aspects of business. The Board is regularly informed about the business risks and the steps taken to mitigate the same.
- e) There has been no non-compliance by the company or penalty or strictures imposed on the company by the stock exchange or SEBI or any statutory authority, on any matter related to capital markets during last three years.
- f) During the year under review Company has not issued any type of securities. No GDR/ADR issued by the Company.
- g) The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behaviors. No person has been denied access to the chairman of the audit committee. The said policy has been also put up on the website
- h) As per Regulation 39(4) of the listing regulation there is no unclaimed shares in the company.

SHAREHOLDER'S INFORMATION

Means of Communication

Presently, the quarterly/half yearly financial results are not sent individually to the shareholders. However as required under the listing Regulation, the same are published in the news paper.

The Company's website <http://www.systematixsecurities.com> contains information on the Company and its performance. Presentations to analysts, as and when made, are immediately put on the website for the benefit of the shareholders and the public at large. The secretarial department's e-mail address is systematixctor@gmail.com

General body meetings

The last three Annual General Meetings of the Company were held as detailed below:

Meeting	Date	Time	Venue
31 st Annual General Meeting 2016-2017	25 th September 2017	10.30 A.M.	At Regd. Office at 237, Kamalaya centre, 156-A Lenin Sarani Road, Kolkata
30 th Annual General Meeting 2015-2016	26 th September 2016	10.00 A.M.	At Regd. Office at 237, Kamalaya centre, 156-A Lenin Sarani Road, Kolkata
29 th Annual General Meeting 2014-2015	29 th September 2015	10.00 A.M.	At Regd. Office at 237, Kamalaya centre, 156-A Lenin Sarani Road, Kolkata

POSTAL BALLOT & SPECIAL RESOLUTION:

No resolutions were passed by postal ballot in last three years. None of the Businesses proposed to be transacted in the ensuing Annual General Meeting require passing of a resolution through Postal Ballot.

No Extra Ordinary General meeting was held during the financial year.

General shareholder information

A. Address of Registered office of the Company:

237, Kamalaya center, 156-A Lenin Sarani Road, Kolkata

B. Forthcoming Annual General Meeting:

Date & time of meeting: Thursday, 27th September, 2018 at 10.30 A.M.

Venue of the meeting: 237, Kamalaya centre, 156-A Lenin Sarani, Kolkata

Last date for receipt of proxy forms: 25th September, 2018

Financial Calendar:	1st April to 31st March
Annual General Meeting	27 th September, 2018
Results for the quarter ended	
1 st Quarter ending 30 th June, 2018 (First quarter)	Before 14 th Aug. 2018
2 nd Quarter ending 30 th Sept, 2018 (Second quarter)	Before 14 th Nov. 2018
3 rd Quarter ending 31 st Dec, 2018 (Third quarter)	Before 14 th Feb. 2019
4 th Quarter ending 31 st March, 2019 (Fourth quarter and Annual)	Before 30 th May 2019

C. Book Closure:

The book closure period is from Friday 21st September, 2018 to Thursday 27th September, 2018 (both days inclusive).

D. Dividend Payment:

No Dividend was recommended by the board of the Directors for financial year 31st March, 2018.

Listing on Stock Exchange & ISIN No.

The Company's equity shares are listed on following exchange:

Bombay Stock Exchange Ltd, Mumbai

The Company has paid listing fees for the financial year 2018-19.

ISIN Number: Not Available (All Shares are in physical form)

Bombay Stock Exchange, Mumbai Script Code: 531432

E. Registrar and Transfer Agents

Ankit Consultancy Pvt. Ltd.
60, Electronics complex
Pardeshipura
Indore 452010. (M.P.)
Ph.0731-2551745-46 Fax: 0731-4065798

F. Share Transfer System

All the transfer received is processed by the Registrar and Transfer Agent.

G. Outstanding GDRs/ADRs/Warrants or any convertible instruments, Conversion date and likely impact on equity:- Not issued

4. Administrative Office of the Company (For general assistance)
22, Gumasta Nagar, Indore (M.P.)

H. Market Price data

April, 2017 to March, 2018 at BSE

April, 2017 to March, 2018 at BSE

Month	Apr.	May	June	July	Aug	Sept	Oct	Nov	Dec	Jan	Feb	March
High	3.59	-	-	-	-	-	-	-	-	-	-	-
Low	3.26	-	-	-	-	-	-	-	-	-	-	-

Market Price Data as per last transaction held on April 2013

I. SHAREHOLDING PATTERN AS AT 31ST MARCH 2018 [SHAREHOLDING PATTERN]

	Category	No. Of Share held	Percentage of Shareholding
A	Promoters Holding		
1.	Promoters Indian Promoters: Foreign Promoters:	2000000	40%
2.	Persons acting in concert		
	Sub Total	2000000	40%
B.	Non-Promoters Holding	-	-
1.	Institutional Investors	-	-
2.	Mutual Funds and UTI	-	-
3.	Banks, Financial Institutions, Insurance Companies [Central/State Govt. Institutions Non- Government Institutions]	-	-
4.	Flls	-	-
5.	Sub-Total	-	-
6.	Others	-	-
	Private Corporate Bodies	19900	0.40%
7.	Individuals	-	-
	Holding up to Rs. 2.00 lacs	1025800	20.52%
	Holding excess Rs. 2.00 lacs	1952900	39.06%
8.	NRIs/OCBs	1400	0.03%
9.	Any other [Clearing member]	-	-
	Sub-Total	3000000	60.00%
	Grand Total	5000000	100.00%

Distribution of Shareholding by size as on 31st March 2018:

Share or Debenture holding of nominal value of Rs.	Shares/Debenture holders		Shares/Debentures Amount	
	Number	% of total number	In Rs.	% of Total Amount
UPTO - 1000	321	23.55	321000	0.64
1001 - 2000	249	18.27	498000	1.00
2001 - 3000	305	22.38	915000	1.83
3001 - 4000	157	11.52	628000	1.26
4001 - 5000	50	3.67	250000	0.50
5001 - 10000	85	6.24	729000	1.46
10001 - 20000	54	3.96	906000	1.81
20001 - 30000	23	1.69	597000	1.19
30001 - 40000	9	0.66	313000	0.63
40001 - 50000	23	1.69	1131000	2.26
50001 - 100000	19	1.39	1479000	2.96
100000 - ABOVE	68	4.99	42233000	84.47
	1363	100.00	50000000	100.00

Secretarial Audit for Reconciliation of Capital.

All the Equity shares of the Company is in physical form as company has not entered into any agreement with CDSL/NSDL for dematerlisation of its equity shares.

CODE OF CONDUCT

The Company has laid down a code of conduct for all Board members and senior management of the Company. All the Board members and management personnel have affirmed compliance with the Code of Conduct.

CODE FOR PREVENTION OF INSIDER TRADING PRACTICES.

In Compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1997, as amended till date on prohibition of insider trading, the Company has a comprehensive code of conduct and the same is being strictly adhered to by its management, staff and relevant business associates. The code expressly lays down the guidelines and the procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences on non-compliance thereof.

CEO Certification.

The CEO certification of the financial statements and the cash flow statement for the year is obtained and was placed before the Board.

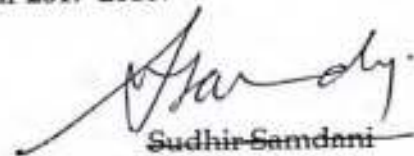
AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE.

The Company has obtained the certificate from the Auditors of the Company regarding compliance with the provisions relating to corporate governance laid down in Listing Regulation with the stock exchanges. This report is annexed to the Director's Report for the year 2017-2018. This certificate will be sent to the stock exchanges, along with the annual report to be filed by the Company.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT.

This is to confirm that the Company has adopted a code of conduct for the Board of Directors and Senior Management of the Company.

As Managing Director of the Systematix Securities Limited and as required by Regulation 26(3) of the Listing Regulation of the Stock Exchange in India, I hereby declare that all the Board Members and senior Management personnel of the Company have affirmed compliance with the code of Conduct for financial year 2017-2018.



Sudhir Samdani
Managing Director
DIN No.00890642

Place: Indore
Date: 30.05.2018

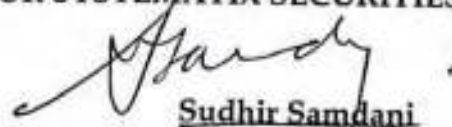
CEO CERTIFICATION

I hereby certify to the Board of Directors of Systematix Securities Limited that:

- A. I have reviewed financial statements and the cash flow statement for the year ended on 31/03/2018 and that to the best of my knowledge and belief.
- B. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading.
- C. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- D. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.
- E. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- F. I have indicated to the auditors:
 - significant changes in internal control over financial reporting during the year;
 - significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: Indore
Date: 30.05.2018

FOR SYSTEMATIX SECURITIES LTD.


Sudhir Samdani
Managing Director
DIN: 00890642

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

We have examined to the compliance of conditions of Corporate Governance by **SYSTEMATIX SECURITIES LTD.**, for the year ended 31st March, 2018, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and paragraphs C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations 2015 (Collectively referred to as "SEBI Listing Regulations, 2015").

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations 2015.

We state that in respect of investor grievances received during the year ended 31st March, 2018, the Registrars of the Company have certified that as at 31st March, 2018, there were no investor grievances remaining unattended/pending for more than 30 days.

We further state that such compliance is neither an assurance as to the future viability of the Company nor to the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Indore

Date: 30/05/2018

**For B K Dad & Associates
Chartered Accountants
(Registration No. 018840C)**



B K Dad
**B K Dad
Proprietor
M.No. 424791**

Management Discussions and analysis forming part of Directors' Report

The Management of Systematix Securities Limited is pleased to present the following Management Discussion and Analysis Report which contains a brief write-up on the industry structure, opportunities and concerns, performance of the company with respect to the operations other information. This chapter on Management Discussion and Analysis forms a part of the compliance report on Corporate Governance.

Indian Economy And Industry Overview

The Indian economy had its own sets of challenges during the year. It dealt with issues like high inflation, tightening monetary policy, weakening industrial growth and investments and depreciating rupee. In the domestic market, better macroeconomic conditions, coupled with improved sentiment post the general elections, helped India to be among the better performing emerging market economies. There was a slight increase in the GDP growth, while inflation moderated and the Rupee remained relatively stable during the year.

Economic Overview (2017-18)

Financial Year 2017-18 has been advantageous for the Global economy with a notable rebound in global trade. The global economy grew at an average of 3.7% (2017) as compared to 3.2% (2016) , and is expected to accelerate to 3.9% in 2018 and 2019 (Source: IMF, Jan 2018)

Investment recovery in advanced economies, continued strong growth in emerging Asia, a notable upswing in emerging Europe, and signs of recovery in several commodity exporters are some of the key drivers behind strengthened growth.

Although the global economy saw good growth, there are risks emerging from increased protectionism and trade tensions between major economies and from geo-political developments in North East Asia and the Middle East

OPPORTUNITIES & THREATS

As a financial services intermediary, the company's growth and profitability are, to a large part, dependent on the stable growth and functioning of the Capital markets. The growth of financial services sector will allow the Company to grow businesses in each of the verticals. However, stubborn inflation, high fiscal and slow pace of reforms has led to the sliding of Indian GDP growth to around 6.1%. Renewed political uncertainty at the centre currently is continuing to cast its shadow on the return of growth. Given this none too-rosy scenario for FY17, the goal for this year for the Company will be to improve operating efficiency.

RISKS AND CONCERNS

The Company faces normal business challenges of market competition in its business and needs to continuously seek attractive growth opportunities. The Company adopts suitable business strategies to counter these challenges. As a part of the overall risk management strategy, the Company consistently insures its assets and generally follows a conservative financial profile by following prudent business practices.

INTERNAL CONTROL SYSTEM

The Companies Internal control/supervisory system is established to ensure that board and management are able to achieve their business objectives in a prudent manner, safeguarding the interest of Companies shareholders and other stakeholders whilst minimizing the key risk such as fraud, misleading financial statements, breach of legal and contractual obligation, unauthorized business activity.

HUMAN RESOURCE

Your Company follows a strategy of attracting and retaining the best talent and keep employees engaged, motivated and innovative. The Company continues to have cordial relations with its employees and provide personnel development opportunities for all round exposure to them.

FINANCIAL & OPERATIONAL PERFORMANCE

Financial and Operational performance forms part of the Annual Report and is presented elsewhere in the report.

CAUTIONARY STATEMENT

Some of the Statements in Management discussion and Analysis describing Companies objective may be "forward looking statement" within the meaning of applicable Securities law and Regulations. Actual results may differ substantially or materially from those expressed or implied. Important factors that could influence companies operation include various global and domestic economic factors.

INDEPENDENT AUDITORS' REPORT

To
The Members of
M/s Systematix Securities Limited

Report on the Financial Statements

We have audited the accompanying standalone financial statements of **Systematix Securities Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2018 the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements to give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act and the Rules made thereunder including the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.



Other Matters:

The comparative financial information of the Company for the year ended 31st March 2017 and the transition date opening balance sheet as at 1st April 2016 included in these Ind AS financial statements are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 and audited by the predecessor auditor. Whose audit report for the year ended 31st March, 2017 and 31st March, 2016 dated 30th May, 2017 and 30th May, 2016 respectively expressed an unmodified opinion on those financial statements as adjusted for the differences in the accounting principles adopted by the company on transition to the Ind AS, which have been audited by us.

Our opinion is not modified in respect of above matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section of section 143 of the Act ("the Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account
 - d. in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. on the basis of the written representations received from the directors as on 31 March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164 (2) of the Act; and
 - f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'; and
 - g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - i. The Company has disclosed the impact of pending litigations as at March 31, 2018 on its financial position in its financial statements.
 - ii. The Company has made provision, as at March 31 2018 as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There were no amounts required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2018.

Place: Indore

Date: 30/05/2018

For B K Dad & Associates
Chartered Accountants
(Registration No. 018840C)

B K Dad
Proprietor
M.No. 424791

ANNEXURE A TO THE AUDITORS' REPORT

Referred to in paragraph 1 of the Independent Auditors' Report of even date to the members of **Systematix Securities Limited** on the standalone financial statements as of and for the year ended March 31, 2018

- (1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed asset.

(b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (2) The physical verification of inventory excluding stocks with third parties has been conducted at reasonable intervals by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. No material discrepancies were noticed on physical verification of inventory as compared to book records.
- (3) The Company has not granted unsecured loans to Companies, firms or parties covered in the register maintained under section 189 of the Act.
- (4) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans and investments made, if any.
- (5) The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- (6) Pursuant to the rules made by the Central Government of India, the Company is not required to maintain cost records as specified under Section 148(1) of the Act in respect of its products.
- (7) The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act, for any of the services rendered by the Company.
- (8) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted in the books of account in respect of undisputed statutory dues like income tax, tax deduct at source and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2018 for a period of more than six months from the date they became payable.
- (9) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (10) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.



- (11) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (12) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid / provided for managerial remuneration during the year however requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act has been taken by the company.
- (13) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (14) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (15) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (16) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (17) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

For B K Dad & Associates
Chartered Accountants
(Registration No. 018840C)



B K Dad

B K Dad

Proprietor

M.No. 424791

Place: Indore

Date: 30/05/2018

Annexure B to the Auditors' Report

Referred to in paragraph 2(f) of the Independent Auditors' Report of even date to the members of **Systematix Securities Limited** on the standalone financial statements for the year ended March 31, 2018. Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of **Systematix Securities Limited** ('the Company') as of 31 March 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company.
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipt and expenditure of the Company are being made only in accordance with authorizations of the Management and directors of the Company.



3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For B K Dad & Associates
Chartered Accountants
(Registration No. 018840C)



B K Dad
B K Dad
Proprietor
M.No. 424791

Place: Indore

Date: 30/05/2018

SYSTEMATIX SECURITIES LTD.
AUDITED BALANCE SHEET AS ON 31.03.2018

(Amount in Rs.)

Particulars	Note No.	As at 31.03.18	As at 31.03.17	As at 01.04.16
A ASSETS				
1 Non-current Assets:				
Property, plant and equipment	2	60,808	62,649	74,517
Capital work-in-progress		-	-	-
Intangible Assets		-	-	-
Financial Assets				
i) Investments	3	18,486,075	18,993,544	18,635,207
ii) Others		-	-	-
Sub Total		18,546,883	19,056,193	18,709,724
2 Current Assets:				
Inventories		-	-	-
Financial Assets				
i) Trade Receivables	4	74,033	-	-
ii) Cash and Cash Equivalents	5	111,557	543,116	422,373
iii) Short Term Loans & Advances	6	60,830,156	59,790,113	57,961,741
iv) Others	7	1,904,533	1,921,308	2,144,179
Sub Total		62,920,279	62,254,537	60,528,293
TOTAL ASSETS		81,467,162	81,310,730	79,238,017
B EQUITY AND LIABILITIES				
1 Equity				
Equity Share Capital	8	50,000,000	50,000,000	50,000,000
Other Equity	9	29,549,468	29,382,223	28,413,187
Sub Total		79,549,468	79,382,223	78,413,187
2 Liabilities				
Non-current Liabilities				
Financial Liability				
i) Borrowings		-	-	-
ii) Deferred Tax Liability		-	-	-
Sub Total		-	-	-
3 Current Liabilities				
Financial Liability				
i) Borrowings		-	-	-
ii) Trade Payables		-	-	-
iii) Other Financial Liabilities	10	1,636,373	1,542,048	244,562
Provisions	11	281,321	386,459	580,268
Sub Total		1,917,694	1,928,507	824,830
TOTAL EQUITIES AND LIABILITIES		81,467,162	81,310,730	79,238,017

Significant Accounting Policies and Notes forming part of the Financial Statement (1 to 15)

As per our report of even date attached
For B.K.Dad & Associates
Chartered Accountants
(Registration No. 018800)
B.K.Dad
Proprietor
M.No. 424791
Place : Indore
Date : 30.05.2018



[Signature]
Sudhir Samdani
(M. Director)

Madhu Bala Sharma
(Company Secretary)

For & On behalf of the Board

[Signature]
Jagdish Rath
(Director)

SYSTEMATIX SECURITIES LTD.
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31.03.2018

		(Amount in Rs.)	
Particulars	Note No.	Year Ended 31.03.18	Year Ended 31.03.17
1 Income			
(a) Revenue from Operations	12	3,732,187	3,866,389
(b) Other Income		544,536	501,015
Total Revenue		4,276,723	4,367,404
2 Expenses			
(a) Cost of Materials consumed		-	-
(b) Purchase of stock-in-trade		-	-
(c) Changes in inventories of finished goods,		-	-
work-in-progress and stock-in-trade		-	-
(d) Excise Duty		-	-
(e) Employee benefits expenses	13	2,015,000	1,832,000
(f) Finance Cost	14	3,124	2,136
(g) Depreciation and amortisation expenses		1,841	11,868
(h) Other Expenses	15	2,050,141	1,343,310
Total Expenditure		4,070,106	3,189,314
3 Profit/(Loss) from ordinary activities before		206,617	1,178,090
4 Exceptional items		-	-
5 Profit/(Loss) before tax (3-4)		206,617	1,178,090
6 Tax Expense			
(a) Current Tax		39,371	209,054
(b) Deferred Tax		-	-
Total Tax Expense		39,371	209,054
7 Profit/(Loss) after tax (5-10)		167,246	969,036
8 Other Comprehensive Income/(Loss), Net of Tax			
a) Items that will not be reclassified to profit or loss		-	-
b) Items that will be reclassified to profit or loss		-	-
9 Earnings per share			
- Basic and Diluted EPS		0.03	0.19

Significant Accounting Policies and Notes forming part of the Financial Statement (1 to 15)

As per our report of even date attached

For B.K.Dad & Associates
Chartered Accountants
(Registration No. 018840C)

B.K.Dad

Proprietor

M.No. 424791

Place : Indore

Date : 30.05.2018



For & On behalf of the Board

Sudhir Samdani

(M. Director)

Jagdish Rathl

(Director)

Madhu Bala Sharma

(Company Secretary)

SYSTEMATIX SECURITIES LTD.

STATEMENT OF CHANGES IN EQUITY AS AT 31st MARCH, 2018

(Amount in Rs.)

Particulars	Equity Share Capital	Other Equity			Total Equity Attributable to Equity Shareholders of the Company
		Share Premium Reserves	General Reserves	Other Comprehensive Income	
Balance as at April 1, 2016	50,000,000	20,472,498	7,940,689	-	78,413,187
Changes in Equity for the year Ended March 31, 2017	-	-	-	-	-
Proposed Dividend	-	-	-	-	-
Profit for the year	-	-	969,036	-	969,036
Balance as at March 31, 2017	50,000,000	20,472,498	8,909,725	-	79,382,223

STATEMENT OF CHANGES IN EQUITY

(Amount in Rs.)

Particulars	Equity Share Capital	Other Equity			Total Equity Attributable to Equity Shareholders of the Company
		Share Premium Reserves	General Reserves	Other Comprehensive Income	
Balance as at April 1, 2017	50,000,000	20,472,498	8,909,725	-	79,382,223
Changes in Equity for the					
Proposed Dividend					
Profit for the year	-	-	167,245	-	167,245
Balance as at March 31, 2018	50,000,000	20,472,498	9,076,970	-	79,549,468

Significant Accounting Policies and Notes forming part of the Financial Statement (1 to 15)

As per our report of even date attached

For B.K.Dad & Associates

Chartered Accountants

(Registration No. 018840)

B.K.Dad

Proprietor

M.No. 424791

Place : Indore

Date : 30.05.2018



For & On behalf of the Board

Sudhir Samdani
(M. Director)

Madhu Bala Sharma
(Company Secretary)

Jagdish Rathil
(Director)

CASH FLOW STATEMENT
FOR THE YEAR ENDED 31st MARCH 2018

	2017-18	2016-17
(A) CASH FLOW FROM OPERATING ACTIVITIES	206617	1178090
Net Profit before tax and extra ordinary items		
Adjustments for : -	1841	11868
Depreciation	-	-
Foreign Exchange/Dep. Investments	-	-
Investments Extraordinary Items	-	-
(Net Investments Loss)	-	-
Excess Income Tax provision written back	-	-
Lease Equilisation	(3760827)	(3947369)
Interest/Dividend Received	-	-
Loss (Profit) on Sale of Shares	(3552369)	(2757411)
Operating profit before working capital changes		
Adjustments for : -	(1097301)	(1605501)
Trade and other receivables		
Inventories	158870	1103676
Trade Payable Net of Lease Terminal Adj. A/c		
	(4490800)	(3259236)
Cash Generated from operation	0	0
Interest Paid	(209054)	(209054)
Direct Taxed paid	(4699854)	(3468290)
Cash Flow Before extraordinary items		
Extraordinary Items	(4699854)	(3468290)
(B) CASH FLOW FROM INVESTING ACTIVITIES	-	-
Purchase of fixed assets	-	-
Sale of Fixed Assets	-	-
Acquisitions of Companies	-	(408604)
Purchase of Investments		
and increase in share application money		
Sale of Investments	507469	50267
and decrease in share application money	3732187	3866389
Interest received	28640	80980
Dividend Received		
Preliminary Exp. Incurred	4268296	3589032
Net Cash from/ (Used) in Investing activities		
(C) CASH FLOW FROM FINANCING ACTIVITIES	-	-
Proceeds from Issue of share capital	-	-
Proceeds from Issue of share application money	-	-
Proceeds from long and short term borrowings	-	-
Repayment of finance lease liabilities	-	-
Interest Paid	-	-
Dividend paid	-	-
Net Cash used in financing activities		
	(431558)	120742
Net Increase in Cash and Cash equivalents	543116	422373
Cash and Cash equivalents as (Opening Balance)	111558	543116
Cash and Cash equivalents as (Closing Balance)		

Significant Accounting Policies and Notes forming part of the Financial Statement (1 to 15)

As per our report of even date attached

For B.K.Dad & Associates

Chartered Accountants

(Registration No. 015840C)

B.K.Dad

Proprietor

M.No. 424791

Place : Indore

Date : 30.05.2018



For & On behalf of the Board

Sudhir Samdani
(M. Director)

Jagdish Rathl
(Director)

Madhu Bala Sharma
(Company Secretary)

02 FIXED ASSETS

TANGIBLE ASSETS

Particulars	Gross Block			Depreciation				Net Block		
	Opening Balance	Additions (Deduct.)	Total	Opening Balance	For the year	Reversal of dep	Total	W.D.V. 31.03.2018	W.D.V. 31.03.2017	W.D.V. 01.04.2016
Computer	192725	-	192725	181248	1,841	-	183089	9636	11477	23345
Vehicle	1023443	-	1023443	972271	-	-	972271	51172	51172	51172
Total	1216168	-	1216168	1153519	1841	-	1155360	60808	62649	74517
Previous Year	1216168	0	1216168	1129783	11868	0	1141651	74517	86385	86385

(Amount in Rs.)

Note No.	Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
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03 NON CURRENT INVESTMENTS (AT COST)

Quoted -

Inani Marbles & Industries Ltd.

40682 (47732) Equity Shares of Rs. 10/- each fully paid

1403289 1509039 1509039

Bilpower Ltd.

798 Equity Shares of Rs. 10/- each fully paid

18402 18402 18402

State Bank of India

3200(4900) Equity Shares of Rs. 10/- each fully paid

421814 453383 91000

ECL Finance (Debenture)

800 (1054) 11.60 % Secured Redeemable Non-Convertible Debenture @1000 each

800000 1054000 1054000

Liquid Benchmark Liquid BEES

1(30) Liquid Bees Rs 1000/- each fully paid

1000 30000 30000

Agrawal Industrial Corporation Ltd.

9894 (9894) Equity Shares of Rs. 10/- each fully paid

1305340 1305340 1305340



SYSTEMATIX SECURITIES LTD.

Note No.	Particulars	(Amount in Rs.)		
		As at 31.03.18	As at 31.03.17	As at 01.04.2016
	Aksh Optifibre Ltd 500 (500) Equity Shares of Rs. 10/- each fully paid	8461	8461	8461
	Andhra Bank Ltd 1506 (2506) Equity Shares of Rs. 10/- each fully paid	131251	218401	218401
	Presha Metal 5 Equity Shares of Rs. 10/- each fully paid	401	401	401
	Shares of Edelwiss Capital Ltd 10 Equity Shares of Rs. 10/- each fully paid	294	294	294
	Archies Limited 500 Equity Shares of Rs. 2/- each fully paid	15125	15125	15125
	Integra Engineering India Ltd. 500 Equity Shares of Rs. 10/- each fully paid	18050	18050	18050
	Nectar Lifesciences Ltd. 100 Equity Shares of Re. 1/- each fully paid	4136	4136	4136
	Om Metal Infraprojects Ltd. 200 Equity Shares of Re. 1/- each fully paid	10846	10846	10846
	Orchid Pharma Ltd. 159 Equity Shares of Rs. 10/- each fully paid	10174	10174	10174
	Sri kpr Industries Ltd. 200 Equity Shares of Rs. 10/- each fully paid	5940	5940	5940
	Indian Acrylics Ltd. 1000 Equity Shares of Rs. 10/- each fully paid	8220	8220	8220
	Time Technoplast Ltd. 100 Equity Shares of Re. 1/- each fully paid	6068	6068	6068
	Ujaas Energy Ltd. 500 Equity Shares of Re. 1/- each fully paid	8250	8250	8250
	Value Industries Ltd. 10 Equity Shares of Rs. 10/- each fully paid	149	149	149
	Zee Media Corporation Ltd. 200 Equity Shares of Re. 1/- each fully paid	4964	4964	4964
	Gollamint 300 Equity Shares of Re. 10/- each fully paid	22586	22586	0
	NHCFDOOS 1000 Equity Shares of Re. 10/- each fully paid	23635	23635	0
	Unittech Ltd. 1000 Equity Shares of Rs. 2/- each fully paid	7280	7280	7280
	Bhageria Industries Ltd. (0) 350 Equity Shares of Rs. 10/- each fully paid	0	-	50267



SYSTEMATEX SECURITIES LTD.

Note No.	Particulars	(Amount in Rs.)		
		As at 31.03.18	As at 31.03.17	As at 01.04.16
	Unquoted -			
	Inani Securities & Investments Ltd.			
	200000 Equity Shares of Rs. 10/- each fully paid	2000000	2000000	2000000
	Arawalli Associates Pvt. Ltd.			
	2050 Equity Shares of Rs. 100/- each fully paid	1025000	1025000	1025000
	Inani Marbles Pvt. Ltd.			
	3850 Equity Shares of Rs. 100/- each fully paid	1925000	1925000	1925000
	Inani Marmo & Granite Pvt. Ltd.			
	25000 Equity Shares of Rs. 10/- each fully paid	1500000	1500000	1500000
	Inani Tiles Pvt. Ltd.			
	5380 Equity Shares of Rs. 100/- each fully paid	2690000	2690000	2690000
	Chirag Tiles Pvt. Ltd.			
	50000 Equity Shares of Rs. 10/- each fully paid	500000	500000	500000
	Nathani Marble Pvt. Ltd.			
	15000 Equity Shares of Rs. 10/- each fully paid	150000	150000	150000
	Action Marble & Granite Pvt. Ltd.			
	60000 Equity Shares of Rs. 10/- each fully paid	1725000	1725000	1725000
	Vijaydeep Silk Mill Pvt. Ltd.			
	1295400 Equity Shares of Rs. 10/- each fully paid	1295400	1295400	1295400
	Inani Infraprojects Pvt. Ltd.			
	4800 Equity Shares of Rs. 10/- each fully paid	1440000	1440000	1440000
		<u>18486075</u>	<u>18993544</u>	<u>18635207</u>
	Aggregate cost of quoted investments	4235675	4743144	4384807
	Aggregate market value of quoted investments	10302992	10585992	12670654
	Aggregate cost of unquoted investments	14250400	14250400	14250400
04	TRADE RECEIVABLES (Unsecured, Considered Good)			
	Debts outstanding for a period more than six months	74033	-	-
	Others	-	-	-
		<u>74033</u>	<u>-</u>	<u>-</u>
05	CASH & CASH EQUIVALENTS			
	Cash In Hand	4029	408485	225411
	Balances with Scheduled Bank	107529	134631	196962
		<u>111557</u>	<u>543116</u>	<u>422373</u>



Note No.	Particulars	As at 31.03.18	As at 31.03.17	As at
06	SHORT TERM LOANS & ADVANCES (Unsecured, Considered good)			
	Loans/Advances recoverable in cash or in kind or for value to be received	60830156	59790113	57961741
		<u>60830156</u>	<u>59790113</u>	<u>57961741</u>
07	OTHER CURRENT ASSETS			
	Tax Deducted at Sources	1858794	1875569	2098440
	Fringe Benefit Fundable	18767	18767	18767
	Advance Income Tax	17620	17620	17620
	Deposit with Income Tax Deptt.	9352	9352	9352
		<u>1904533</u>	<u>1921308</u>	<u>2144179</u>

08 SHARE CAPITAL**AUTHORISED**

7000000 Equity Shares of Rs. 10/- each

70000000 70000000 70000000

ISSUED SUBSCRIBED & PAID UP

5000000 Equity Shares of Rs. 10/- each fully paid

50000000 50000000 50000000

a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period.

Particular	Op. Balance	Issue Shares	Clo. Balance
Equity Shares with voting rights			
Year ended 31st March 2018			
Number of Shares	5000000	-	5000000
Amount (Rs.)	50000000	-	50000000
Year ended 31st March 2017			
Number of Shares	5000000	-	5000000
Amount (Rs.)	50000000	-	50000000
As at 01st April 2016			
Number of Shares	5000000	-	5000000
Amount (Rs.)	50000000	-	50000000

b) The company has only one class of shares having a par value of Rs.10/- per share. Each holder of equity share is entitled to one vote per share.

c) The details of shareholders more than 5% shares

	As at 31.03.18		As at 31.03.17		As at 01.04.16	
	Hos of shares	% held	Hos of shares	% held	Hos of shares	% held
Systematix Corporate Services Ltd.	569000	11.38	569000	11.38	569000	11.38
Madhu Khandelwal	377500	7.55	377500	7.55	377500	7.55
Neelam Sethiya	377500	7.55	377500	7.55	377500	7.55
Cactus Software Ltd.	300000	6.00	300000	6.00	300000	6.00

09 RESERVES & SURPLUS

Share Premium Reserves

20472498 20472498 20472498

Profit & Loss Account

Opening Balance

8909725 7940689 6803199

Add : Profit for the year

167245 969036 1137490

Add : Depreciation reversal

- - -

9076970 8909725 794068929549468 29382223 28413187

SYSTEMATIX SECURITIES LTD.

(Amount in Rs.)

Note No.	Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
10	OTHER CURRENT LIABILITIES			
	Creditors for Expenses	834150	520457	244562
	Other Creditors	802223	1021590	-
		<u>1636373</u>	<u>1542048</u>	<u>244562</u>
11	SHORT TERM PROVISIONS			
	Audit Fees Payable	40000	20000	30000
	Bonus Payable	170000	152000	152000
	Income Tax	39371	209034	407268
	T.D.S Payable	31950	5405	1000
		<u>281321</u>	<u>386459</u>	<u>580268</u>
12	INCOME FROM OPERATION			
	Interest Income	3732187	3866389	
		<u>3732187</u>	<u>3866389</u>	
13	EMPLOYEE BENEFITS EXPENSES			
	Salaries	1845000	1680000	
	Bonus	170000	152000	
		<u>2015000</u>	<u>1832000</u>	
14	FINANCE COST			
	Bank Charges	2879	2136	
	Interest on Income Tax/TDS	245	-	
		<u>3124</u>	<u>2136</u>	
15	OTHER EXPENSES			
	<u>OPERATIONAL</u>			
	Auditors Remuneration	20000	20000	
	Stationery & Printing	14500	14050	
	Conveyance & Travelling	147650	245560	
	Telephone & Trunkcall	28660	30265	
	Advertisement	53857	68486	
	Office Expenses	54588	52214	
	Insurance Charges	0	9314	
	Newspaper	6844	6912	
	Vehicle Running & Maintenance	110825	214390	
	Vehicle Running & Maintenance - Motor Byke	21310	24560	
	Secretarial Charges	55145	54050	
	Listing Fees	287500	200000	
	D Mat Charges	31889	0	
	Service tax	0	29000	
	Loss on Derivatives	923343	0	
		<u>1756111</u>	<u>968801</u>	
	<u>ADMINISTRATION</u>			
	Postage & Telegram	48540	71050	
	Rent	86640	206640	
	Books & Periodicals	1550	1546	
	Legal & Professional Charges	157300	95273	
		<u>294030</u>	<u>374509</u>	



SYSTEMATIX SECURITIES LTD.

Loans & Advances

	31.03.18	31.03.17
Action Marble & Granite Pvt. Ltd.	16033198	15160507
Action Marbles & Granite, Katni	1003221	937590
Arawall Associates Pvt. Ltd.	-	-
B.S.Nagori	0	222160
Kushal Khabya	0	106620
Deep Shree Jewelers	1083610	1028093
Govind Sarada HUF	192394	192394
Inani Brothers	207419	190293
Harish Inani	1767514	1767514
Inani Bhanwarlal & Sons	500359	462867
Inani Education	200000	200000
Inani Marbles & Industries Ltd.	330.75	-
Inani Marbles Pvt. Ltd.	6905685	6514797
Inani Marmo & Granite Pvt Ltd	0	200000
Inani Sec. & Investments Ltd.	2756364	2593007
Inani Towers	200000	200000
Khyalilal Bhanwarlal	2732181	2506588
Rajesh Inani	2127531	1988347
Charbhuj Securities	132700	132700
Pavati Inani	12103210	11310949
Ganesh Enterprises	1875841	1692997
Inani Infraprojects Ltd.	7843739	8343739
Madhu Inani	0	522082
Naresh Kumar Inani	0	500000
Satyanarayan	436829	436829
Savita Chetani	522082	522082
Prisha Enterprises	903822	815870
Baharun Khan	363563	333544
Usman Khan	363563	333544
	60255156	59215113
Share Application Money	-	-
Micro Marble	-	-
Inani Marbles Pvt.Ltd.	575000	575000
	575000	575000
Creditors for Expenses		
Salary Payable	422500	240000
Creditors for Expenses	0	352
Professional Charges	118350	20000
Ankit Consultancy Pvt. Ltd.	139090	88645
Telephone Expenses Payable	0	11250
Travelling Exp Payable	0	6000
Listing Fees	154210	154210
Monarch	-	-
	834150	520457
Bank Account		
Bank of Rajasthan Ltd. Fort	-	-
Indian Bank, Kolkatta	20292	20892
Rajasthan Bank, Indore	-	-
Axis Bank Ltd.	41125	45070
State Bank of India	32934	33534
State Bank of India	13178	35135
The Bank of Rajasthan Ltd. , Chittorgarh	-	-
	107529	134631

