

ANNUAL REPORT 2018 -19**Board of Directors**

1. Shri Rajesh kumar Inani	Executive Director
2. Shri Jagdish Rathi	Independent Director
3. Shri Rakesh Sethiya	Independent Director
4. Shri Bhagwati Prasad Sharma	Independent Director
5. Mrs Anita Maheshwari	Non Executive Director
6. Shri Basanti Lal Agal	Non Executive Director

Statutory Auditors

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

Company Secretary

Namita Acharya

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 Phone: 033-22157781 Fax: 033-22155378



NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 33rd Annual General Meeting of the Members of **Systematix Securities Ltd.** will be held on Monday, 30th September, 2019 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 Financial Statements for the financial year ended 31st March, 2019, together with the Reports of the Board Directors and the 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 2019-20 on such remuneration as may be fixed by the Board.

SPECIAL BUSINESS:**3. Appointment of Smt. Anita Maheshwari as a 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 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Smt. Anita Maheshwari (DIN: 08416603), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.”

4. Appointment of Shri Basanti Lal Agal as a 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 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri Basanti Lal Agal (DIN: 08416577), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.”

5. Appointment of Smt. Anita Maheshwari (DIN: 08416603) as an Independent Director:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and applicable provisions of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015,(including any statutory modification(s) or re-enactment thereof for the time being in force) Smt. Anita Maheshwari (DIN: 08416603), Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office up to five consecutive year and whose office shall not be liable to retire by rotation”.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto.”

6. Appointment of Shri Basanti Lal Agal (DIN: 08416577) as an Independent Director:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,(including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Basanti Lal Agal (DIN: 08416577), Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office up to five consecutive year and whose office shall not be liable to retire by rotation”.

“**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions if any, consent of the members be and is hereby accorded for continuing the directorship of Shri Basanti Lal Agal (DIN: 08416577) as Independent Director after attain age of seventy five year during the second term of five consecutive years.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto.”

7. Shifting of registered office of the Company

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

“**RESOLVED THAT** pursuant to the provision of Section 13 read with Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) thereof or re-enactment thereof for the time being in force) read with Company

(Incorporation) Rules 2014 and subject to the approval/sanction/permission of the, Registrar of Companies, West Bengal Regional Director, Eastern Region or any other appropriate authorities, statutory or otherwise, as are required, consent of the members of the company be and is hereby accorded to shift the registered office of the company from 237, Kamalayan, Centre 156-A Lenin Sarani ,

Kolkata(W.B.)in the State of West Bengal to Plot No. 35,Old Industrial Area, Chittorgarh 312001 in the State of Rajasthan i.e from jurisdiction of ROC-West Bengal to the jurisdiction of ROC-Jaipur and that clause II of the Memorandum of Association be altered accordingly to read as under:

II. The registered office of the company will be situated in the state of Rajasthan.”

RSOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Two Directors and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matter and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

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

“**RESOLVED THAT** pursuant to provisions of section 20 of the Companies Act, 2013 and other applicable provisions, if any of the said Act and relevant rules prescribed thereunder, whereby a document may be served on any member by the company by sending it to him by post or by registered post or by speed post or by courier or by delivery to his office address or by such electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member in advance equivalent to the estimated actual expenses of delivery of the documents pursuant to any request made by the shareholder for delivery of such document to him through a particular mode of service mentioned above provided such request along with the requisite fee had been duly received by the company at least one week advance of the despatch of the document by the company and that no such request shall be entertained by the company to post the despatch of such document by the company to the shareholder.

RSOLVED FURTHER THAT for the purpose of giving effect to this resolution, Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matter and things as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

Place: Chittorgarh
Date: 14th August, 2019

By order of the Board

Sd/-
Rajesh Kumar Inani
Director
DIN: 00410591

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 2018-19 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 Tuesday 24th Day of September, 2019 to Monday 30th Day of September, 2019 (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 2019 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 2019 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:

- (i) The e-voting period begins on Friday, 27th September, 2019 from 10.00 A.M. and ends on Sunday, September, 29th 2019 at 5.00 p.m. During this period shareholders' of the Company, as on the cut-off date (record date) of Monday 23rd September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "SYSTEMATIX SECURITIES LTD." from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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 folio sequence 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 Alok Chandak & Associates, Practicing Company Secretary (Membership No.10250) 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

By order of the Board

Place: Chittorgarh
Date: 14th August, 2019

Sd/-
Rajesh Kumar Inani
Director
DIN: 00410591

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1)
OF THE COMPANIES ACT, 2013**

The following Explanatory Statement sets out all the material facts relating to the Special Business under Item No. 3-6 of the accompanying Notice dated 14th August, 2019.

Item No. 3

Smt. Anita Maheshwari (DIN: 08416603) was appointed as Additional Director of the Company with effect from 22nd April, 2019 pursuant to provisions of Section 161 of the Companies Act, 2013.

Under Section 160 of the Companies Act 2013, a notice in writing has been received from a member signifying his intention to propose Smt. Anita Maheshwari (DIN: 08416603), as a Director of the Company along with a deposit as required under the aforesaid Section. Except Smt. Anita Maheshwari (DIN: 08416603) none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No. 3 of the Notice. Your Directors recommend the resolution for your approval.

Item No. 4

Shri Basanti Lal Agal (DIN: 08416577) was appointed as Additional Director of the Company with effect from 22nd April, 2019 pursuant to provisions of Section 161 of the Companies Act, 2013.

Under Section 160 of the Companies Act 2013, a notice in writing has been received from a member signifying his intention to propose Shri Basanti Lal Agal (DIN: 08416577), as a Director of the Company along with a deposit as required under the aforesaid Section. Except Shri Basanti Lal Agal (DIN: 08416577), none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No. 4 of the Notice Your Directors recommend the resolution for your approval.

Item No. 5

In the opinion of the Board, Smt. Anita Maheshwari (DIN: 08416603) fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Non-Executive Director of the Company and is independent of the management.

On the basis of the report of performance evaluation and on recommendation of Nomination and in terms of the provisions of Section 149, 150, 152 read with schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board of Directors of the Company in their meeting held on 30th May, 2019 has approved the appointment of Smt. Anita Maheshwari (DIN: 08416603), as an Independent Director for a term of five consecutive years, subject to the approval of the shareholders and shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from member(s), proposing their candidature for the office of Directors.

Keeping in view, the Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Smt. Anita Maheshwari (DIN: 08416603) as an Independent Director.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act, and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent & eligibility certificate to continue to act as Director of the Company, if so appointed by the members.

Requisite Notices under Section 160 of the Act proposing the re-appointment of Smt. Anita Maheshwari (DIN: 08416603) have been received by the Company, and consents have been filed by Smt. Anita Maheshwari (DIN: 08416603) pursuant to Section 152 of the Act.

Smt. Anita Maheshwari (DIN: 08416603) is a graduate. He has vast experience in different fields.

The Board recommends the resolution at item no 5 of this notice for approval of the members.

Except Smt. Anita Maheshwari (DIN: 08416603), being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, either financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the Annual General Meeting Smt. Anita Maheshwari (DIN: 08416603) is not related to any Director of the Company.

Item No. 6

In the opinion of the Board, Shri Basanti Lal Agal (DIN: 08416577) fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Non-Executive Director of the Company and is independent of the management.

On the basis of the report of performance evaluation and on recommendation of Nomination and in terms of the provisions of Section 149, 150, 152 read with schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board of Directors of the Company in their meeting held on 30th May, 2019 has approved the appointment of Shri Basanti Lal Agal (DIN: 08416577), as an Independent Director for a term of five consecutive years, subject to the approval of the shareholders and shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from member(s), proposing their candidature for the office of Directors.

As per regulation 17(1A) of SEBI (Listing Obligations and Disclosure requirement) Regulation 2015, provides that a Non-Executive Director, who has attained the age of 75 years, can be appointed as a Non-Executive Director, if approved by the members by passing a special resolution in the general meeting of the Company.

Keeping in view, the Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Basanti Lal Agal (DIN: 08416577) as an Independent Director.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act, and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent & eligibility certificate to continue to act as Director of the Company, if so appointed by the members.

Requisite Notices under Section 160 of the Act proposing the re-appointment of Shri Basanti Lal Agal (DIN: 08416577) have been received by the Company, and consents have been filed by Shri Basanti Lal Agal (DIN: 08416577) pursuant to Section 152 of the Act.

The Board recommends the resolution at item no 10 of this notice for approval of the members.

Except Shri Basanti Lal Agal (DIN: 08416577), being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, either financially or otherwise, in the resolution set out at Item No. 10 of the accompanying Notice of the Annual General Meeting Shri Basanti Lal Agal (DIN: 08416577) is not related to any Director of the Company.

Requisite Notices under Section 160 of the Act proposing the re-appointment of Shri Basanti Lal Agal (DIN:

08416577) have been received by the Company, and consents have been filed by Shri Basanti Lal Agal (DIN: 08416577) pursuant to Section 152 of the Act.

The Board recommends the resolution at item no 6 of this notice for approval of the members.

Except Shri Basanti Lal Agal (DIN: 08416577), being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, either financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of the Annual General Meeting Shri Basanti Lal Agal (DIN: 08416577) is not related to any Director of the Company.

Item No. 7

The registered office of the company is presently situated at 237, Kamalayan, Centre 156-A Lenin Sarani Kolkata (W.B.). Now company wants to shift new office at Plot No. 35, Old Industrial Area, Chittorgarh 312001 and all the operations of the company and administrative activities of the company are carried out at new office because of most of the shareholder situated in Madhya Pradesh and Rajasthan and company most of activities done from Rajasthan.

In order to facilitate effective and efficient management of the day to day affairs of the company, the Board of Directors of the company at their meeting held on 14.08.2019 proposed to shift the registered office of the company from 237, Kamalayan, Centre 156-A Lenin Sarani Kolkata (W.B.) to Plot No. 35, Old Industrial Area, Chittorgarh 312001 State of Rajasthan i.e from jurisdiction of ROC-West Bengal to the jurisdiction of ROC- Rajasthan.

In terms of the provisions of Section 12 of the Companies Act, 2013 and the rules made thereunder, approval of the members is required by passing a Special Resolution and subsequent approval for the approval of the Central Government is also required pursuant to the provisions of Section 13(4) of the Companies Act and the Rules made thereunder.

Accordingly, consent of the members is sought by passing a Special Resolution as set out in Notice for shifting of Registered Office of the company from Kolkata, West Bengal to Chittorgarh, Rajasthan.

None of the Directors or Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned to interested in the proposed resolution as set out in Notice.

The Board recommends the Special Resolution as set out in item no. 7 for approval of the members.

Item No. 8

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or deliver at his office address of by such electronic or other mode as may be prescribed. Further a member may request for delivery of any document through a particular mode, for which he shall pay fees in advance as may be determined in its Annual General Meeting.

None of the Directors or Key managerial Personnel including their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in item no. 8 for approval of the members

By order of the Board

Place: Chittorgarh
Date: 14th August, 2019

Sd/-
Rajesh Kumar Inani
Director
DIN: 00410591

ANNEXURE

Pursuant To Regulation 36 (3) Of The Sebi (listing Obligations And Disclosure Requirements) Regulations, 2015, Information About The Directors Proposed To Be Appointed / Re-appointed Is Furnished Below:

Particular	Smt. Anita Maheshwari	Shri Basanti Lal Agal
DIN	08416603	08416577
No. of Board Meeting attended during financial year 2019-20	2	2
AGE	31 Years	62 Years
Date of Appointment/Reappointment	22/04/2019	22/04/2019
Qualification	Graduate	Graduate
Expertise in specific functional areas	NA	NA
Directorship held in other public companies (excluding foreign companies)	Nil	Nil
Membership/Chairmanship of committees of other Indian public Companies		
Number of share held in the company	Nil	Nil
Relationship with other Directors	N.A.	N.A.

DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in presenting their 33rd Annual Report and the Audited Accounts for the Financial Year ended **31st March 2019**.

Financial Results and Operations:**(Rupees in Lacs)**

Particulars	2018-19	2017-18
Revenue from operations	63.36	37.32
Profit before Interest, Dep. & Taxes	51.00	2.11
Interest	0.03	0.03
Depreciation	-	0.02
Profit Before Tax	50.97	2.06
Provision for Taxation	15.29	0.39
Provision for Deferred Tax	0.00	0.00
Profit After Tax	35.68	1.67
Other Comprehensive Income	0.00	0.00
Total Comprehensive Income	35.68	1.67
Earnings Per Share	0.71	0.03

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. Rajesh Kumar Inani is appointed as whole time director w.e.f. 27.09.2018 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. Sudhir Samdani has resigned from the directorship of the Company w.e.f. 28.09.2018 and Mrs. Swati Chhajed has from the directorship of the Company w.e.f. 07.12.2018

Appointment of Mr. Sumit Kothari And Mrs. Kiran Bhatnagar as a director was withdrawn by the Board of Directors

due to not providing documents as required.

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 2019; 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 AGM to be held in the year 2022.

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 Rajesh Kumar Inani, 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, 2019. 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, 2018, 13th August, 2018, 14th November, 2018, 30th January, 2019 and 11th March, 2019.

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.

For and behalf of the Board

Date: 30.05.2019

Place: Chittorgarh

**Rajesh Kumar Inani
Director
DIN No. 00410591**

**Basanti Lal Agal
Director
DIN No. 08416577**

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31.03.2019 Of
SYSTEMATIX SECURITIES LIMITED**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I.	REGISTRATION & OTHER DETAILS:	
i)	CIN	: L65999WB1986PLC040357
ii)	Registration Date	: 17/03/1986
iii)	Name of the Company	: SYSTEMATIX SECURITIES LIMITED
iv)	Category/Sub-Category of the Company	: Company having Share Capital
v)	Address of the Registered office and contact details	: 237,Kamalaya Centre,156-A Lenin Sarani, Kolkata Tel. No. : 033-22157781-378 E- id: systematixctor@gmail.com Website:www.systematixsecurities.com
vi)	Whether listed company	: Yes (Listed in BSE)
vii)	Name, Address and Contact details of Registrar & Transfer Agent, if any	: Ankit Consultancy Pvt. Ltd Plot No. 60, Electronic complex, Pardesipura , Indore -452010 (M.P.)

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Finance Service	64990	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

S. No.	Name and address of the Company	CIN/GLN	Holding/Subsidiary / Associate	% of sharehold	Applicable Section
1	NA	NA	NA	NA	NA

IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as percentage of Total Equity)

i) Category-wise Share Holding

Category of the year	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	0	392500	392500	7.85	0	392500	392500	7.85	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt. (s)	0	0	0	0	0	0	0	0	0

d) Bodies Corp.	0	133000	133000	2.66	0	133000	133000	2.66	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	0	525500	525500	10.51	0	525500	525500	10.51	0
(2) Foreign	0	0	0	0	0	0	0	0	0
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	0	525500	525500	10.51	0	525500	525500	10.51	0
B. Public Shareholding	0	0	0	0	0	0	0	0	0
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (Specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non- Institutions	0	0	0	0	0	0	0	0	0
a) Bodies Corp.	0	19900	19900	0.40	0	19900	19900	0.40	0
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs.2 lakh	0	732600	732600	14.65	0	732600	732600	14.65	0
ii) Individual shareholders holding nominal share capital in excess of Rs 2lakh	0	3720600	3720600	74.41	0	3720600	3720600	74.41	0
c) Others (NRI &OBC)	0	1400	1400	0.03	0	1400	1400	0.03	0
c) Others (CLEARING MEMBER)	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	0	4474500	4474500	89.49	0	4474500	4474500	89.49	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	4474500	4474500	89.49	0	4474500	4474500	89.49	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	5000000	5000000	100	0	5000000	5000000	100	0

ii. Shareholding of Promoters

	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		No. of Shares	% of total shares of the Company	% of shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of shares Pledged / encumbered to total shares	
1	Neelam Sethiya	377500	7.55	0	377500	7.55	0	0
2	Anand Sethiya	10000	0.20	0	10000	0.20	0	0
3	Rakesh Sethiya	5000	0.10	0	5000	0.10	0	0
4	Manish Vaidhya	0	0	0	0	0	0	0
5	Manoj Gupta	0	0	0	0	0	0	0
6	Basant Sethiya	0	0	0	0	0	0	0
7	Ravi Vaidhya	0	0	0	0	0	0	0
8	SYSTEMATIX LEASING & INVESTMENT LTD	133000 0	2.66 0	0 0	133000 0	2.66 0	0 0	0 0
9	CACTUS SOFTWARE LIMITED							
10	MICROSE FUND MANAGEMENT PVT LTD	0	0	0	0	0	0	0
11	TARNADO INVESTMENT & SALES PVT LTD	0	0	0	0	0	0	0
12	SYSTEMATIX MERCANTILE LTD	0	0	0	0	0	0	0
	Total	525500	10.51	0	525500	10.51	0	0

iii) Change in Promoters' Shareholding (please specify if there is no change)

S. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	NO	NO	NO	NO
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)::	No	No	No	No
	At the End of the year	NO	NO	NO	NO

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	For each of the Top 10 shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of Total shares of the Company	No. of shares	% of Total shares of the Company
1	Dinesh Kumar Inani	119400	2.39	119400	2.39
2	KUSUMA DEVI CHAUHAN	99500	1.99	99500	1.99
3	PRAKASH CHAND JAIN	99500	1.98	99500	1.98
4	PUSHPA BORADE	99000	1.98	99000	1.98
5	TARUN PRAJAPAT	97600	1.95	97600	1.95
6	ANTIMA PAL	97300	1.95	97300	1.95
7	GIRISH VERMA	96990	1.94	96990	1.94
8	VIJAY HIRVE	96800	1.94	96800	1.94
9	JITENDRA KUMAR PADIHAR	96600	1.93	96600	1.93
10	MEGHA RATHORE	94700	1.89	94700	1.89

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of Total shares of the Company	No. of shares	% of Total shares of the Company
1	Rakesh Sethiya	5000	0.10	5000	0.10

V. INDEBTEDNESS

 Indebtedness of the Company including interest outstanding/accrued but not due for payment **(Amt. Rs.)**

Particular	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total(i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
• Addition	-	-	-	-
• Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total(i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/ or Manager:

(Amt. in Lacs)

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		-	-	-
	Gross salary	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	Total (A)	-	-	-
	Ceiling as per the Act	-	-	-

B. Remuneration to other directors:

S. No.	Particulars of Remuneration	Name of Directors			Total Amount
1.	Independent Directors				
	• Fee for attending board committee meetings	-	-	-	-
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	Total (1)				
2.	Other Non-Executive Directors	-	-	-	-
	• Fee for attending board committee meetings	-	-	-	-
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	Total (2)				
	Total (B) = (1+2)				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

S.No.	Particular of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2.08 lacs	-	2.08 lacs
	(b) Value of perquisites u/s17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- Others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total	2.08 lacs	-	2.08 lacs

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment/ Compounding fees imposed	Authority [RD/ NCLT / COURT]	Appeal made, if any (give Details)
A. Company					
Penalty	None	None	None	None	None
Punishment	None	None	None	None	None
Compounding	None	None	None	None	None
B. DIRECTORS					
Penalty	None	None	None	None	None
Punishment	None	None	None	None	None
Compounding	None	None	None	None	None
C. OTHER OFFICERS IN DEFAULT					
Penalty	None	None	None	None	None
Punishment	None	None	None	None	None
Compounding	None	None	None	None	None

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

*[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 (W.B.)

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, 2019** 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, 2019** 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 **except**.

S. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 31 of SEBI (LODR) Regulations, 2015	Late Submission	Company has delayed submitted quarterly shareholding pattern for 30-Sep-2018 to BSE Ltd.

2.	Regulation 31 of SEBI (LODR) Regulations, 2015	Late Submission	Company has delayed submitted quarterly shareholding pattern for 31-Dec-2018 to BSE Ltd.
3.	Regulation 31 (2) of SEBI (LODR) Regulations, 2015	100% promoters holding not in dematerialized form	The Company has not obtained ISIN Number from NSDL/CDSL 4.Regulation 33 of SEBI (LODR) Regulations, 2015Late Submission Company has delayed submitted quarterly/yearly financial results for 31-March-2018 to BSE Ltd.
5.	Regulation 33 of SEBI (LODR) Regulations, 2015	Late Submission	Company has delayed submitted quarterly/yearly financial results for 30-Sept-2018 to BSE Ltd.
6.	Regulation 33 of SEBI (LODR) Regulations, 2015	Late Submission	Company has delayed submitted quarterly/yearly financial results for 31-Dec-2018 to BSE Ltd.
7.	Regulation 34 of SEBI (LODR) Regulations, 2015	Late Submission	Company has delayed submitted annual report for 2017-18 to BSE Ltd.
8.	Regulation 13(3) of SEBI (LODR) Regulations, 2015	Late Submission	Company has delayed submitted statement of investor complaints for 30-Sep-18 to BSE Ltd.
9.	Regulation 13(3) of SEBI (LODR) Regulations, 2015	Late Submission	Company has delayed submitted statement of investor complaints for 31-Dec-2018 to BSE Ltd.
10.	Regulation 16(1) of SEBI (LODR) Regulations, 2015	Not appointed Company Secretary and compliance officer during Oct- Dec., 2018	The Company has Not appointed Company Secretary and compliance officer during Oct- Dec., 2018
11.	Regulation 46 of SEBI (LODR) Regulations, 2015	Website of the company is is not functional and accessible	Website of the company is not functional and accessible at the time of our verification

12.	Provisions of clause 3(b) the SEBI general order No. 1 of 2015 dated July 20, 2015	promoters have transferred shares during suspension of the company from BSE Ltd. during the period Jan- March, 2019	the suspended company and the depositories shall not effect transfer, by way of sale, pledge, etc., of shares of a suspended company held by promoters /promoter group and directors till three months after the date of revocation of suspension by the concerned recognized stock exchange or till securities of such company are delisted in accordance with the applicable delisting requirements, whichever is earlier
13.	Regulation 47 of SEBI (LODR) Regulations, 2015	Not published advertisements in Newspapers	Not published advertisements in Newspapers as per Regulation 47

The Company has suspended by the BSE Ltd during the quarter ended March 2019. The BSE Ltd has imposed penalty of Rs. 16,18,960/- through email dated 02.04.2019 for above delayed compliances. The Company has paid above penalty on 03.05.2019 to BSE Ltd.

The Company has suspended by the BSE Ltd during the quarter ended March 2019 due to penal reasons and freed demat accounts of promoters of the company.

As per management, Appointment of Mr. Sumit Kothari and Mrs. Kiran Bhatnagar as a director was withdrawn by the Board of Directors due to not providing documents as required. No Forms has been filed for appointment and cessation of them.

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. As confirmed by the Management, 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.

We have not received proof of notice and agenda sent to directors and committee members.

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.

For Anil Somani & Associates
Company Secretaries

Place: Bhilwara
Date: 30th May, 2019

Anil Kumar Somani
ACS: 36055
COP: 13379

‘Annexure A’

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

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

Place: Bhilwara
Date: 30th May, 2019

Anil Kumar Somani
ACS: 36055
COP: 13379

ANNEXURE C**Form AOC -2**

(Pursuant to clause (h) of sub section (3) of section 134 of the Act and Rule 8(2)
of the Companies (Accounts) Rules,2014)

Form for Disclosure section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso is given below:

Details of contracts or arrangements or transactions not at Arm's length basis:

S. No.	Particulars	Details
1	Name(s) of the related party &nature of relationship	Nil
2	Nature of contracts/arrangements/transaction	Nil
3	Duration of the contracts/arrangements/transaction	Nil
4	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
5	Justification for entering into such contracts or arrangements or transactions	Nil
6	Date of approval by the board	Nil
7	Amount paid as advances, if any	Nil
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Nil

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 (2018-19)

Financial Year 2018-19 has been advantageous for the Global economy with a notable rebound in global trade. The global economy grew at an average of 3.7% (2018) as compared to 3.2% (2017), and is expected to accelerate to 3.9% in 2019 and 2020 (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 FY18, 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.

REPORT ON CORPORATE GOVERNANCE

A report of the financial year ended 31st March, 2019 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 recognizes 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

I) 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 27th September 2018.

Name of Director	Category	No. of Board Meeting Attended	Other Directorship		Committee Position other than Company		Whether attended last AGM held on 27.09.2018
			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	2	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 2018-19 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:

30.05.2018	13.08.2018	14.11.2018	30.01.2019	11.03.2019
------------	------------	------------	------------	------------

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 11th March 2019 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 31.3.2019 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
Vandana Balmukund Gattani (DIN 07585207)	Nil
Mukesh Logad (DIN 07820252)	Ni

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. All the members of the committee are financially literate.

I) Meeting and Composition

The Composition of Audit Committee as on 31.3.2019 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 Rakesh Sethiya	Non executive Independent Director	Chairman	4	4
Shri Bhagwati Prasad Sharma	Non executive Independent Director	Member	4	2
Shri Rajesh Kumar Inani	Executive Director	Member	4	3

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

30.05.2018	13.08.2018	14.11.2018	30.01.2019	11.03.2019
------------	------------	------------	------------	------------

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 31.3.2019 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 Rakesh Sethiya	Non executive Independent Director	Chairman	4	4
Shri Bhagwati Prasad Sharma	Non executive Independent Director	Member	4	2
Shri Basanti Lal Agal	Non-Executive, Non-Independent Director	Member	4	4

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

30.05.2018	13.08.2018	14.11.2018	30.01.2019	11.03.2019
------------	------------	------------	------------	------------

- A. During the year under review one complaints was received from shareholders, there was no complaint pending unresolved as at the end of the year.
- B. 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:-
Mrs. Namita Acharya, Company Secretary
New Shyam ki Sabji Mandi
23/73, Session Court ke Pass, Gurjar Mohalla, Bhilwara, 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 Basanti Lal Agal, Shri Rakesh Sethiya and Shri Bhagwati Prasad Sharma, all the members of the committee are Non-Executive & Independent Directors. Shri Rakesh Sethiya is Chairman of the committee. During the financial year 2018-19 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
32nd Annual General Meeting 2017-2018	27th September 2018	10.30 A.M.	At Regd. Office at 237, Kamalaya centre, 156-A Lenin Sarani Road, Kolkata
31st Annual General Meeting 2016-2017	25th September 2017	10.30 A.M.	At Regd. Office at 237, Kamalaya centre, 156-A Lenin Sarani Road, Kolkata
30th Annual General Meeting 2015-2016	26th September 2016	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: Monday, 30th September, 2019 at 10.30 A.M.

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

Last date for receipt of proxy forms: 28th September, 2019

Financial Calendar:	1st April to 31st March
Annual General Meeting	27th September, 2019
Results for the quarter ended	
1st Quarter ending 30th June, 2019 (First quarter)	Before 14th Aug. 2019
2nd Quarter ending 30th Sept, 2019 (Second quarter)	Before 14th Nov. 2019
3rd Quarter ending 31st Dec, 2019 (Third quarter)	Before 14th Feb. 2020
4th Quarter ending 31st March, 2020 (Fourth quarter and Annual)	Before 30th May 2020

C. Book Closure:

The book closure period is from Tuesday 24th September, 2019 to Monday 30th September, 2019 (both days inclusive).

D. Dividend Payment:

No Dividend was recommended by the board of the Directors for financial year 31st March, 2019.

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 2019-20.

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, 2018 to March, 2019 at BSE

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

I. SHAREHOLDING PATTERN AS AT 31ST MARCH 2019 [SHAREHOLDING PATTERN]

	Category of Shareholder	No. of Shares held	%
A	Promoters Holding		
1.	Promoters		
	Indian Promoters:	525500	10.51%
	Foreign Promoters:		
2.	Persons acting in concert		
	Sub Total	525500	10.51%
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.	FIs	-	-
5.	Sub-Total	-	-
6.	Others	-	-
	Private Corporate Bodies	19900	0.40%

7.	Individuals	-	-
	Holding up to Rs. 2.00 lacs	732600	14.65%
	Holding excess Rs. 2.00 lacs	3720600	74.41%
8.	NRIs/OCBs	1400	0.03%
9.	Any other [Clearing member]	-	-
	Sub-Total	4474500	89.49%
	Grand Total	5000000	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 dematerialisation 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 2018-2019. 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 2018-2019.

Place: Chittorgarh

Date: 30.05.2019

Rajesh Kumar Inani

Director

DIN No. 00410591

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 31/03/2019 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.

FOR SYSTEMATIX SECURITIES LTD.

Rajesh Kumar Inani

Director

DIN No. 00410591

Place: Chittorgarh

Date: 30.05.2019

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, 2019, 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, 2019, the Registrars of the Company have certified that as at 31st March, 2019, 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.

**For B K Dad & Associates
Chartered Accountants
(FRN. 018840C)**

**CA Bal Krishan Dad
(Proprietor)
M.No. 424791**

**Place: Chittorgarh
Date: 30/05/2019**

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 (2018-19)

Financial Year 2018-19 has been advantageous for the Global economy with a notable rebound in global trade. The global economy grew at an average of 3.7% (2018) as compared to 3.2% (2017), and is expected to accelerate to 3.9% in 2019 and 2020 (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 FY18, 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 AUDITOR'S REPORT

To
The Members of
M/s Systematix Securities Limited

Report on the Financial Statements**Opinion**

We have audited the accompanying standalone financial statements of **Systematix Securities Limited** (“the Company”), which comprise the Balance Sheet as at March 31, 2019 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.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, 2019, the **profit** and changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Based on the facts and our professional judgment during the audit of financial statements of the current period, We have determined that there are no key audit matters to communicate in our report.

Information other than the Financial Statements and Auditor’s Report thereon

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexure to Board’s Report, Business Responsibility Report, Corporate Governance and Shareholder’s Information, but does not include the financial statements and our auditor’s report thereon.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information. We are required to report the fact. We have nothing to report in this regard.

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.

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 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 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, 2019 on its financial position in its financial statements.
 - ii. The Company has made provision, as at March 31 2019 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, 2019.

For B K Dad & Associates
Chartered Accountants
(FRN. 018840C)

CA Bal Krishan Dad
(Proprietor)
M.No. 424791

Place: Chittorgarh
Date: 30/05/2019

ANNEXURE “A” TO THE INDEPENDENT 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, 2019

- (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 2019 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
(FRN. 018840C)

CA Bal Krishan Dad
(Proprietor)
M.No. 424791

Place: Chittorgarh
Date: 30/05/2019

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, 2019. 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 2019 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 w.r.t. Ind AS Financial Statements were operating effectively as at 31 March 2019, based on the internal controls with reference to Ind AS Financial Statements 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
(FRN. 018840C)

CA Bal Krishan Dad
(Proprietor)
M.No. 424791

Place: Chittorgarh
Date: 30/05/2019

AUDITED BALANCE SHEET AS ON 31. 03.2019

Amount in Rs.

PARTICULARS		Note No.	As at 31st March, 2019	As at 1st April, 2018
A	ASSETS			
1	Non-current Assets:			
	Property, plant and equipment	2	60,808	60,808
	Capital work-in-progress			-
	- Intangible Assets			-
	- Financial Assets			
	i) Investments	3	14,251,875	18,486,075
	ii) Others		-	-
	Sub Total		14,312,683	18,546,883
2	Current Assets:			
	Inventories		-	-
	Financial Assets			
	i) Trade Receivables	4	74,033	74,033
	ii) Cash and Cash Equivalents	5	1,035,887	111,557
	iii) Short Term Loans & Advances	6	66,567,303	60,830,156
	iv) Others	7	5,436,774	1,904,533
	Sub Total		73,113,997	62,920,279
	TOTAL ASSETS		87,426,680	81,467,162
B	EQUITY AND LIABILITIES			
1	Equity			
	Equity Share Capital	8	50,000,000	50,000,000
	Other Equity	9	34,646,788	29,549,468
	Sub Total		84,646,788	79,549,468
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	2,589,892	1,636,373
	Provisions	11	190,000	281,321
	Sub Total		2,779,892	1,917,694
	TOTAL EQUITIES AND LIABILITIES		87,426,680	81,467,162
Significant Accounting Policies and Notes forming part of the Financial Statement		(1 to 15)		

As per our report of evendate attached
 For B.K.Dad & Associates
 Chartered Accountants
 (Registration No. 018840C)

For & on behalf of the Board of Directors

B.K.Dad
 Proprietor
 M.No. 424791
 Place : Chittorgarh
 Date : 30.05.2019

Rajesh Kumar Inani
 (Director)

Namita Acharya
 (Company Secretary)

Basanti Lal Agal
 (Director)

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31.03.2019

Amount in Rs.

Particulars	Note No.	For the year ended 31 March, 2019	For the year ended 31 March, 2018
1 Income			
(a) Revenue from Operations	12	6,336,660	3,732,187
(b) Other Income	-	544,536	
Total Revenue		6,336,660	4,276,723
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	840,000	2,015,000
(f) Finance Cost	14	3,267	3,124
(g) Depreciation and amortisation expenses		-	1,841
(h) Other Expenses	15	396,073	2,050,141
Total Expenditure		1,239,340	4,070,106
3 Profit/(Loss) from ordinary activities			
before exceptional items and tax (1-2)		5,097,320	206,617
4 Exceptional items		-	-
5 Profit/(Loss) before tax (3-4)		5,097,320	206,617
6 Tax Expense			
(a) Current Tax		1,529,196	9,371
(b) Deferred Tax		-	-
Total Tax Expense		1,529,196	39,371
7 Profit/(Loss) after tax (9-10)		3,568,124	167,246
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		0.71	0.03

Significant Accounting Policies and Notes forming part of the Financial Statement (1 to15)

As per our report of evendate attached
For B.K.Dad & Associates
Chartered Accountants
(Registration No. 018840C)

For & on behalf of the Board of Directors

B.K.Dad
Proprietor
M.No. 424791
Place : Chittorgarh
Date : 30.05.2019

Rajesh Kumar Inani
(Director)

Basanti Lal Agal
(Director)

Namita Acharya
(Company Secretary)

STATEMENT OF CHANGES IN EQUITY AS AT 31st MARCH, 2019
A. EQUITY SHARE CAPITAL

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 year Ended March 31,2018	-	-	-	-	-
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

STATEMENT OF CHANGES IN EQUITY

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	9,076,970	-	79,549,468
Changes in Equity for the year Ended March 31,2018	-	-	-	-	-
Proposed Dividend	-	-	-	-	-
Profit for the year	-	-	5,097,320	-	5,097,320
Balance as at March 31,2018	50,000,000	20,472,498	14,174,290	-	84,646,788

As per our report of evendate attached
For B.K.Dad & Associates
Chartered Accountants
(Registration No. 018840C)

For & on behalf of the Board of Directors

B.K.Dad
Proprietor
M.No. 424791
Place : Chittorgarh
Date : 30.05.2019

Rajesh Kumar Inani
(Director)

Basanti Lal Agal
(Director)

Namita Acharya
(Company Secretary)

**CASH FLOW STATEMENT
FOR THE YEAR ENDED 31st MARCH 2019**

Amount in Rs.

Particulars		For the year ended 31 March, 2019	For the year ended 31 March, 2018
(A) CASH FLOW FROM OPERATING ACTIVITIES		5097320	206617
Net Profit before tax and extra ordinary items			
Adjustments for : -		-	1841
Depreciation		-	-
Foreign Exchange/Dep. Investments		-	-
Investments Extraordinary items (Net Investments Loss)		-	-
Excess Income Tax provision written back		-	-
Lease Equilisation		(6336660)	(3760827)
Interest/Dividend Received		-	-
Loss (Profit) on Sale of Shares		(1239340)	(3552369)
Operating profit before working capital changes			
Adjustments for : -		(9270000)	(1097301)
Trade and other receivables			
Inventories		861000	158870
Trade Payable Net of Lease Terminal Adj. A/c		(9648340)	(4490800)
Cash Generated from operation		0	0
Interest Paid		0	(209054)
Direct Taxed paid		(9648340)	(4699854)
Cash Flow Before extraordinary items			
Extraordinary items		(9648340)	(4699854)
(B) CASH FLOW FROM INVESTING ACTIVITIES		-	-
Purchase of fixed assets		-	-
Sale of Fixed Assets		-	-
Acquisitions of Companies		-	-
Purchase of Investments and increase in share application money			
Sale of Investments and decrease in share application money		4236000	507469
Interest received		6305056	3732187
Dividend Received		31604	28640
Preliminary Exp. Incurred		10572660	4268296
Net Cash from/ (Used) in investing activities			
(C) CASH FLOW FROM FINANCIANG 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 financiing activities		924320	(431558)
Net increase in Cash and Cash equivalents		111558	543116
Cash and Cash equivalents as (Opening Balance)		1035887	111558
Cash and Cash equivalents as (Closing Balance)			

Significant Accounting Policies and Notes forming part of the Financial Statement (1 to15)

As per our report of evendate attached
For B.K.Dad & Associates
Chartered Accountants
(Registration No. 018840C)

For & on behalf of the Board of Directors

B.K.Dad
Proprietor
M.No. 424791
Place : Chittorgarh
Date : 30.05.2019

Rajesh Kumar Inani
(Director)

Basanti Lal Agal
(Director)

Namita Acharya
(Company Secretary)

02. FIXED ASSETS

TANGIBLE ASSETS

Particulars	Gross Carrying Amount		Depreciation / Amortisation			Net Carrying Amount				
	As at April 1, 2017	Additions Deductions	Total	Opening Balance	For the year	Reversal of dep	Total	W.D.V. 31.03.2019	W.D.V. 31.03.2018	W.D.V. 01.04.2017
Computer	192725	-	192725	183089	-	-	183089	9636	9636	11477
Vehicle	1023443	-	1023443	972271	-	-	972271	51172	51172	51172
Total	1216168	-	1216168	1155360	0	-	1155360	60808	60808	62649
Previous Year	1216168	0	1216168	1153519	1841	0	1153360	60808	62649	74517

03 NON CURRENT INVESTMENTS (AT COST)

(Amount in Rs.)

Particulars	As at	As at
	31 March, 2019	31 March, 2018
Quoted -		
Inani Marbles & 40682 (47732) Equity Shares of Rs. 10/- each fully paid	0	1403289
Bilpower Ltd.	0	18402
798 Equity Shares of of Rs. 10/- each fully paid		
State Bank of India 3200(4900) Equity Shares of Rs. 10/- each fully paid	0	421814
ECL Finance (Debenture)	0	800000
800 (1054) 11.60 % Secured Redeemable Non-Convertible Debenture @1000 each		
Liquid Benchmark Liquid BEES	0	1000
1(30) Liquid Bees Rs 1000/- each fully paid		
Agrawal Industrial Corporation Ltd.	0	1305340
9894 (9894) Equity Shares of Rs. 10/- each fully paid		

SYSTEMATIX SECURITIES LTD.

(Amount in Rs.)

Note No.	Particulars	As at 31 March, 2019	As at 31 March, 2018
	Aksh Optifibre Ltd 500 (500) Equity Shares of Rs. 10/- each fully paid	0	8461
	Andhra Bank Ltd 1506 (2506) Equity Shares of Rs. 10/- each fully paid	0	131251
	Presha Metal 5 Equity Shares of Rs. 10/- each fully paid	0	401
	Shares of Edelwiss Capital Ltd 10 Equity Shares of Rs. 10/- each fully paid	0	294
	Archies Limited 500 Equity Shares of Rs. 2/- each fully paid	0	15125
	Integra Engineering India Ltd. 500 Equity Shares of Rs. 10/- each fully paid	0	18050
	Nectar Lifesciences Ltd 100 Equity Shares of Re. 1/- each fully paid	0	4136
	Om Metal Infraprojects Ltd. 200 Equity Shares of Re. 1/- each fully paid	0	10846
	Orchid Pharma Ltd. 159 Equity Shares of Rs. 10/- each fully paid	0	10174

SYSTEMATIX SECURITIES LTD.

(Amount in Rs.)

Note No.	Particulars	As at 31 March, 2019	As at 31 March, 2018
	Sri kpr Industries Ltd. 200 Equity Shares of Rs. 10/- each fully paid	0	5940
	Indian Acrylics Ltd. 1000 Equity Shares of Rs. 10/- each fully paid	0	8220
	Time Technoplast Ltd. 100 Equity Shares of Re. 1/- each fully paid	0	6068
	Ujaas Energy Ltd. 500 Equity Shares of Re. 1/- each fully paid	0	8250
	Value Industries Ltd. 10 Equity Shares of Rs. 10/- each fully paid	0	149
	Zee Media Corporation Ltd. 200 Equity Shares of Re. 1/- each fully paid	0	4964
	Goliamint 300 Equity Shares of Re. 10/- each fully paid	0	22586
	NHCFOODS 1000 Equity Shares of Re. 10/- each fully paid	0	23635
	Unitech Ltd. 1000 Equity Shares of Rs. 2/- each fully paid	0	7280
	Bhageria Industries Ltd. (0) 350 Equity Shares of Rs. 10/- each fully paid	0	0

SYSTEMATIX SECURITIES LTD.

(Amount in Rs.)

Note No.	Particulars	As at 31 March, 2019	As at 31 March, 2018
	Unquoted -		
	Inani Securities & Investments Ltd. 200000 Equity Shares of Rs. 10/- each fully paid	2000000	2000000
	Arawali Associates Pvt. Ltd. 2050 Equity Shares of Rs. 100/- each fully paid	1025000	1025000
	Inani Marbles Pvt. Ltd. 3850 Equity Shares of Rs. 100/- each fully paid	1925000	1925000
	Inani Marmo & Granite Pvt. Ltd. 25000 Equity Shares of Rs. 10/- each fully paid	1500000	1500000

SYSTEMATIX SECURITIES LTD.
(Amount in Rs.)

Note No.	Particulars	As at 31 March, 2019	As at 31 March, 2018
	Inani Tiles Pvt. Ltd. 5380 Equity Shares of Rs. 100/- each fully paid	2690000	2690000
	Chirag Tiles Pvt. Ltd. 50000 Equity Shares of Rs. 10/- each fully paid	500000	500000
	Nathani Marble Pvt. Ltd. 15000 Equity Shares of Rs. 10/- each fully paid	150000	150000
	Action Marble & Granite Pvt. Ltd. 60000 Equity Shares of Rs. 10/- each fully paid	1725000	1725000
	Vijaydeep Silk Mill Pvt. Ltd. 1295400 Equity Shares of Rs. 10/- each fully paid	1295400	1295400
	Inani Infraprojects Pvt. Ltd. 4800 Equity Shares of Rs. 10/- each fully paid	1440000	1440000
		14251875	18486075
	Aggregate cost of quoted investments	0	4235675
	Aggregate market value of quoted investments	0	10302992
	Aggregate cost of unquoted investments	14250400	14250400

04 TRADE RECEIVABLES
(Amount in Rs.)

Particulars	As at	As at
	31 March, 2019	31 March, 2018
(Unsecured, Considered Good)		
Debts outstanding for a period more than six months	74033	74033
Others	-	-
	74033	74033

05 CASH & CASH EQUIVALENTS
(Amount in Rs.)

Particulars	As at	As at
	31 March, 2019	31 March, 2018
Cash in Hand	904028	4029
Balances with Scheduled Bank	131859	107529
	1035887	111558

06 SHORT TERM LOANS & ADVANCES
(Amount in Rs.)

Particulars	As at	As at
	31 March, 2019	31 March, 2018
(Unsecured, Considered good)		
Loans/Advances recoverable in cash or in kind or for value to be received	66567303	60830156
	66567303	60830156

07 OTHER CURRENT ASSETS

(Amount in Rs.)

Particulars	As at	As at
	31 March, 2019	31 March, 2018
Tax Deducted at Sources	2025250	1858794
Fringe Benefit Rundable	18767	18767
Advance Income Tax	-50720	17620
Deposit with Income Tax Deptt.	9352	9352
	3434125	-
	5436774	1904533

08 SHARE CAPITAL

(Amount in Rs.)

Particulars	As at	As at
	31 March, 2019	31 March, 2018
AUTHORISED		
7000000 Equity Shares of Rs. 10/- each	70000000	70000000
ISSUED SUBSCRIBED & PAID UP		
5000000 Equity Shares of Rs. 10/- each fully paid	50000000	50000000

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

Particulars	Op. Balance	Issue Shares	Clo. Balance
Equity Shares with voting rights			
Year ended 31st March 2019			
Number of Shares	5000000	-	5000000
Amount (Rs.)	50000000	-	50000000
Year ended 31st March 2018			
Number of Shares	5000000	-	5000000
Amount (Rs.)	50000000	-	50000000
As at 01 April 2017			
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

Particulars	As at 31.03.19		As at 31.03.18		As at 01.04.17	
	Nos of shares	% held	Nos of shares	% held	Nos of shares	% held
Systematix Corporate Services Ltd.		0.00	569000	11.38	569000	11.38
Madhu Khandelwal		0.00	377500	7.55	377500	7.55
Neelam Sethiya	377500	7.55	377500	7.55	377500	7.55
Cactus Software Ltd.		0.00	300000	6.00	300000	6.00

09 RESERVES & SURPLUS
(Amount in Rs.)

Particulars	As at	As at
	31 March, 2019	31 March, 2018
Share Premium Reserves	20472498	20472498
Profit & Loss Account		
Opening Balance	9076970	8909725
Add : Profit for the year	5097320	167245
Add : Deprecation reversal	-	-
	14174290	9076970
	34646788	29549468

10 OTHER CURRENT LIABILITIES
(Amount in Rs.)

Particulars	As at	As at
	31 March, 2019	31 March, 2018
Creditors for Expenses	719800	834150
Other Creditors	1753771	802223
	2473571	1636373

11 SHORT TERM PROVISIONS
(Amount in Rs.)

Particulars	As at	As at
	31 March, 2019	31 March, 2018
Audit Fees Payable	40000	20000
Bonus Payable	170000	152000
Income Tax	39371	209054
T.D.S Payable	56950	5405
	306321	386459

12 INCOME FROM OPERATION
(Amount in Rs.)

Particulars	As at	As at
	31 March, 2019	31 March, 2018
Interest Income	6336660	3732187
	6336660	3732187

13 EMPLOYEE BENEFITS EXPESNES
(Amount in Rs.)

Particulars	As at	As at
	31 March, 2019	31 March, 2018
Salaries	840000	1845000
Bonus	0	170000
	840000	2015000

14 FINANCE COST
(Amount in Rs.)

Particulars	As at	As at
	31 March, 2019	31 March, 2018
Bank Charges	767	2879
Interest on Income Tax/TDS	2500	245
	3267	3124

15 OTHER EXPENSES
(Amount in Rs.)

Particulars	As at	As at
	31 March, 2019	31 March, 2018
OPERATIONAL		
Auditors Remuneration	20000	20000
Stationery & Printing	0	14500
Conveyance & Travelling	0	147650
Telephone & Trunkcall	0	28660
Advertisement	38673	53857
Office Expenses	0	54588
Newspaper	0	6844
Vehicle Running & Maintenance	0	110825
Vehicle Running & Maintenance - Motor Byke	0	21310
Secretarial Charges	0	55145
Listing Fees	295000	287500
D Mat Charges	0	31889
Loss on Derivatives	0	923343
	353673	1756111
ADMINISTRATION		
Postage & Telegram	0	48540
Rent	0	86640
Books & Periodicals	0	1550
Legal & Professional Charges	42400	157300
	42400	294030

**FORM MGT- 11
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : **L65999WB1986PLC040357**
Name of company : **SYSTEMATIX SECURITIES LTD**
Registered office : **237, Kamalaya centre,
156-A Lenin Sarani Road, Kolkata**
Name of the member (s) :
Registered address :
E-mail Id :
Folio No/ Client Id :
DPID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :
 Address :
 E-mail Id :
 Signature :, or failing him

2. Name :
 Address :
 E-mail Id :
 Signature :, or failing him

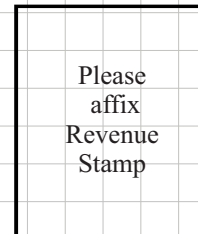
3. Name :
 Address :
 E-mail Id :
 Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held on the Monday 30th September, 2019 at Systematix Securities Ltd 237, Kamalaya centre, 156-A Lenin Sarani Road, Kolkata at 10.30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Resolution	
1.	Receive, Consider and adopt Audited Financial Statement, reports of the Board of Directors and Auditor as at 31st March 2019.
2.	To rectifies appointment of Statutory Auditor and fixing their remuneration.
3.	Appointment of Smt. Anita Maheshwari as a Director of the Company
4.	Appointment of Shri Basanti Lal Agal as a Director of the Company
5.	Appointment of Smt. Anita Maheshwari as an Independent Director:
6.	Appointment of Shri Basanti Lal Agal as an Independent Director:

Signed this..... day of..... 2019

Signature of shareholder



Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP
ANNUAL GENERAL MEETING ON 30th DAY SEPTEMBER, 2019

R.F. No./DPID _____

Mr./Mrs./Miss _____ (Shareholders' name in block letters)

I/We certify that I/We am/are registered shareholder / proxy for the registered shareholder of the company.

I/We hereby record my/our presence at the Annual General meeting of the company on Monday 30th September, 2019 at Systematix Securities Ltd 237, Kamalaya centre, 156-A Lenin Sarani Road, Kolkata at 10.30 A.M.

(If signed by proxy, his name should be
Written in block letters)

(Shareholders/proxy's Signature)

Note:

1. Shareholders / proxy holders are requested to bring the attendance Slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.