



Systematix Securities Limited

13th Annual Report -1998-99

Board of Directors

S. K. Samdani
Director

J.C. Rathi
Director

Rakesh Sethiya
Director

Auditors

S.N. Gadiya & Company
Chartered Accountants
INDORE (M.P.)

Bankers

The Bank of Rajasthan Limited

Regd. Office :

55, Ezra Street, Calcutta-12

Admn. Office :

111, Manas Bhawan Ext.,
11, R.N.T. Marg, INDORE - 452 001

Registrars & Share Transfer Agent :

Ankit Consultancy Pvt. Ltd.
2nd Floor, Alankar Point,
A.B. Road, INDORE - 452 001



NOTICE

NOTICE is hereby given that the 13th Annual General Meeting of the Members of **Systematix Securities Ltd.** will be held on Thursday the 30th September, 1999 at 5.00 PM. at the Registered office of the Company situated at 55, Ezra Street, Calcutta, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31.03.99 and the Profit & Loss Account for the Year ended on the same date together with the reports of the Directors' and the Auditors' thereon.
2. To elect a Director in place of Shri S.K. Samdani who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS

4. DEMATERIALISATION OF SECURITIES

To consider and if thought fit to pass the resolution as Special Resolution.

"RESOLVED that pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, including the statutory modifications and reenactment thereof for the time being in force and subject to all other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities, the Articles of Association of the Company be altered as follows:

Insert the following Article 172 after Article 171 with the marginal notes thereon:

Definition :

21A (i) For the purpose of this Article:

'Beneficiary Owner' means a person or persons whose name is recorded as such with a depository;

'SEBI' means the Securities and Exchange Board of India;

'Depository' means a company formed and registered under the Companies Act, 1956, and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992; and

'Security' means such security as may be specified by the SEBI Board from time to time.

Dematerialisation of Securities

- (ii) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996.

Options for Investors

- (iii) Every person subscribing to securities offered by the Company shall have the option to receive security certificate or to hold the securities with a depository. Such a person who is the beneficial owner of the Securities can at any time opt out of a depository, if permitted by the law, in respect of any security in the manner provided by the Depositories Act, and the Company shall, in the manner and within the time prescribed issue to the beneficial owner the required Certificate of Securities.

If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

Securities in Depositories to be in fungible form

- (iv) All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 113, 153A, 153B, 187A, 187B, 187C and 372 of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.



Rights of the depositories and Beneficial Owners

- (v) (a) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of security on behalf of the beneficial owner.
- (b) Save and otherwise provided in (a) above, the depository as the registered owner of the Securities shall not have any voting rights or any other rights in respect of the securities held by it.
- (c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

Service of Documents

- (vi) Notwithstanding anything in the act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

Transfer of Securities

- (vii) Nothing contained in Section 108 of the Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

Allotment of Securities dealt with in a Depository

- (viii) Notwithstanding anything in the Act or these Articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities. Distinctive numbers of securities held in a Depository
- (ix) Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.

Register and Index of beneficial owners

- (x) The Register and Index of beneficial owners maintained by a depository under the Depositories act, 1996, shall be deemed to be the Register and Index of Members and Security holders for the purpose for these Articles."

5. APPOINTMENT OF DIRECTOR

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

"RESOLVED THAT Shri Rakesh Sethiya, who was appointed as Additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956, to hold office until this Annual General Meeting be and is hereby appointed as Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

6. CHANGE IN SITUATION OF THE REGISTERED OFFICE OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of section 17 and other applicable-provisions, if any, of the Companies Act, 1956 and subject to the confirmation of the Company Law Board and other appropriate authorities, if any, approval of the Company be and is hereby accorded to shifting the Registered office of the Company from the State of West Bengal to State of Maharashtra."

"RESOLVED FURTHER THAT consequent to the shifting of the Registered Office from West Bengal to Maharashtra Clause II of the Memorandum of Association of the Company be altered accordingly and substituted by the following.

- II. The registered office of the Company will be situated in the State of Maharashtra."

"FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all the necessary acts as are required to give effect to the aforesaid resolution including obtaining necessary / requisite permission from the Company Law Board and other concerned authorities, if any."



ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 4

With the passing of Depositories Act, 1996 and the introduction of the Depository System, some of the provisions of the Companies Act, 1956 relating to the issue, holding, transfer, transmission of shares and other securities have been amended to facilitate the implementation of the new system. The Depository System of holding securities in an electronic form is a far safer and more convenient method for holding and trading in the securities of a Company. Your company proposes to join the Depository System to enable its Members to dematerialise their security and it is, therefore, proposed that the Company's Articles of Association be suitably altered as set out in the Resolution at Item No. 2 to reflect the provisions introduced by the Depositories Act, 1996 and to spell out the rights of the beneficial owners of the Securities in such a system.

The Articles of Association of the Company together with the proposed alteration is available for inspection by the Members of the Company at its Registered Office between 11.00 AM and 1.00 PM on any working day prior to the date of the Meeting.

None of the Directors of the Company is concerned or interested in the resolution.

ITEM NO. 5

The Board of Directors appointed Shri Rakesh Sethiya as Additional Director of the Company. In accordance with Article 103 of the Articles of Association of the Company and Section 260 of the Companies Act, 1956, the director hold office upto the date of the ensuing Annual General Meeting. The Company has received notices from members of the Company under section 257 proposing his candidature for the office of the director.

None of the directors are concerned or interested in the above said resolution.

ITEM NO. 6

The company wants to consolidate and centralise its activities in the state of Maharashtra being Mumbai is the financial capital of the country and more well known in the corporate sector.

The Director of the company who is looking after and handling the day to day Finance business of the company has shifted his residence to Mumbai. His expert guidance cannot be made regularly available to the company unless the business is centralised in Mumbai.

Calcutta being in the state of West Bengal do not have much scope and prospects in financial services activities. As the prime business of the company is financial services the company intends to centralise its activities in and around Mumbai, Maharashtra.

As required under section 17 of the Companies Act, 1956 a Special resolution is required to be passed.

None of the directors are interested in the above said resolution.

For and on behalf of the Board

Sd/-

J.C. Rathi
(Director)

Place : Indore

Date : 23/07/99

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER. THE PROXY REPRESENTATION MUST BE REGISTERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS OF THE COMPANY WILL REMAIN CLOSE FROM WEDNESDAY, 29TH SEPTEMBER 1999 TO THURSDAY, 30TH SEPTEMBER 1999 (BOTH DAYS INCLUSIVE) IN TERMS OF SECTION 154 OF THE COMPANIES ACT, 1956.

For and on behalf of the Board

Sd/-

J.C. Rathi
(Director)

Place : Indore

Date : 23/07/99