

# **SYSTEMATIX SECURITIES LIMITED**

ANNUAL REPORT

2010 – 2011

**Board of Directors.**

Shri S.K.Samdani (Managing Director)

Shri J.C.Rathi (Director)

Shri Rakesh Sethiya (Director)

Shri Bhagwati Prasad Sharma (Director)

**Bankers ,**

Bank of Rajasthan Ltd.Fort  
Indian Bank, Kolkatta  
Rajastan Bank, Indore  
Axis Bank Ltd.  
State Bank of India  
The Lakshmi Vilas Bank Ltd.  
The Bank of Rajasthan Ltd. ,

**Auditors;**

Sethiya Khandelwal & Co.,  
Chartered Accountants  
209, Manas Bhavan Ext.  
11,R.N.T. Marg, Indore M.P.

**Registered Office.**

237, Kamlalaya Center,  
156-A Lenin Sarani,  
Kolkata –W.B.

**Share Transfer Agent.**

Ankit Consultancy Private Ltd.  
60- Pardeshipura,  
Electronic Complex,  
Indore-452010 (M.P.)  
Phone: 0731-3198601-602  
Fax: 0731-4065798  
Email ID: [ankit\\_4321@yahoo.com](mailto:ankit_4321@yahoo.com)

# SYSTEMATIX SECURITIES LIMITED

Regd. Office: 237. Kamalaya Center, 156-A Lenin Sarani Kolkata (WB)

Admn. Office: 106 Manas Bhavan , 11 R.N. T. Marg, Indore M.P.

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 25<sup>th</sup> Annual General Meeting of the members of **SYSTEMATIX SECURITIES LIMITED** will be held on Thursday, 29<sup>th</sup> September, 2011 At 10.00 A.M. at the Registered Office of the Company at 237, Kamalaya Center, 156-A, Lenin Sarani, Kolkata-700013 (W.B.) to transact the following business:

### **ORDINARY BUSINESSES:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2011 and the profit & Loss Account for the year ended on same date and the Reports of Board of Directors & Auditors thereon.
2. To appoint director in place of Shri J.C.Rathi, who retires by rotation and being eligible offer himself for reappointment.
3. To appoint Auditors of the Company and to fix their remuneration. “

Place :Kolkata  
Date : 10/08/2011

By Order of the Board.  
For **Systematix Securities Limited**

S.K.Samdani  
(Managing Director)

**NOTES:**

- ❖ **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO VALID MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAT 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- ❖ Register of the members and share transfer books of the company will be remain closed from Saturday, the 24<sup>st</sup> September, 2011 to Thursday, 29<sup>th</sup> September, 2011 (both days inclusive) in terms of section 154 of the Companies Act, 1956.
- ❖ Pursuant to the recommendation of SEBI Committee on Corporate Governance for reappointment of the Directors and retiring directors, a statement detail of the concerned directors is attached hereto.
- ❖ Members are requested to send their queries, if any at least 10 days in advance so that the information can be made available at the meeting and to bring their copies of the Annual Report at the time of attending the Annual General Meeting.
- ❖ The Company has designated an exclusive email ID [jcrchittor@yahoo.co.in](mailto:jcrchittor@yahoo.co.in), 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.
- ❖ 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 -452010 M.P.
- ❖ SEBI have made it mandatory for every participant in the securities/ capital market to furnish the detail of Income Tax Permanent Account Number (PAN). Accordingly, all shareholders holding shares in the physical form are requested to submit details of PAN along with a photocopy of both the sides of the PAN Card, duly attested, to the Registrar and Share Transfer Agent.
- ❖ Pursuant to Section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them in physical form Shareholders desirous of making nominations are requested to fill and send form 2B (Copy of which will be made available on request).

❖ **ADDITIONAL INFORMATION FOR RE-APPOINTMENT OF DIRECTORS.**

Pursuant to clause 49 of listing Agreement with the Stock Exchanges, following information is furnished about the Director proposed to be appointed/re-appointed.

Mr. J.C.Rathi a Director retiring by rotation has offered himself for re-appointment at the ensuing Annual General Meeting. Mr J.C.Rathi 49 years old, and he is qualified Chartered Account and is currently non-executive independent director of the company. He has over 23 years of experience in finance and taxation matter, and he is associated with the Company since 31<sup>st</sup> Day of August 1996. Further he is member of Investor Grievance Committee, Audit Committee, and Remuneration Committee. He is not director in other company and does not hold any shares in the company.

Place ; Kolkata  
Date : 10/08/2011

By Order of the Board.  
For **Systematix Securities Limited**

S.K.Samdani  
(Managing Director)

# SYSTEMATIX SECURITIES LIMITED

Regd. Office: 237. Kamlalaya Center, 156-A Lenin Sarani Kolkata (WB)

Admn. Office: 106 Manas Bhavan , 11 R.N. T. Marg, Indore M.P.

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## **DIRECTOR'S REPORT**

Dear Members,

Your Directors hereby present the Twenty Fifth Annual Report of the Company together with the Audited Accounts for the year ended 31<sup>st</sup> March, 2011.

### **Financial Results:**

	<b>Rs. In Lacs</b>	
	<b>Year ended 31/3/2011</b>	<b>Year ended 31/3/2010</b>
Total Income	29.76	27.15
Total Expenditure	22.26	20.84
Profit before depreciation	7.50	6.31
Depreciation	0.97	0.97
Profit/Loss before tax	6.53	5.34
Provision for taxation		
Income Tax (MAT)	1.98	1.28
Fringe benefit tax	0.00	0.00
Profit/Loss after tax	4.55	4.06
Paid up Equity Share Capital	500.00	500.00

## **DIVIDEND**

To conserve the resources of profit, Your Directors regret their inability to recommend any dividend for the year under review.

## **PUBLIC DEPOSIT**

During the year the company did not invite public deposits within the meaning of section 58A of the companies Act, 1956 and rules made there under.

## **DIRECTORS**

In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company Shri J.C. Rathi, retires by rotation at the forthcoming Annual General Meeting, and being eligible, offer himself for re-appointment.

### **DIRECTOR'S RESPONSIBILITIES STATEMENT.**

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Director's Responsibility statement, it is hereby confirmed:

- i) That in the preparation of the annual accounts for financial year ended 31<sup>st</sup> March, 2011; the applicable accounting standards have been followed along with proper explanation relating to material departure;
- ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates 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 and review.
- iii) that the Directors have taken proper and sufficient care of the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that the Directors have prepared the annual accounts on a going concern basis.

### **AUDITORS**

M/s Sethiya Khandelwal & Company, Chartered Accountants, Indore, retires and being eligible, offers them selves for re-appointment in forthcoming Annual General Meeting.

### **AUDITORS REPORT**

The Report of Auditors of the Company for the year under reference is self-explanatory and do not call for any comments from the Directors.

### **DISCLOSURE OF SPECIAL PARTICULARS**

As company does not have any manufacturing facilities, hence particulars relating to conservation of energy and technology absorption stipulated in the Companies (Disclosure of particulars in the report of the Board of Directors) Rules, 1988 are not applicable. And further there was neither inflow nor outflow of foreign exchange during the year.

### **PARTICULARS OF THE EMPLOYEE**

There was no employee during the year drawing remuneration attracting provisions of section 217 (2A) of the companies Act, read with the companies (particulars of Employees) Rules 1975.

## **CORPORATE GOVERNANCE**

A Report on the corporate Governance code along with a certificate from the Auditors of the Company regarding the compliance of conditions of Corporate Governance as stipulated under clause 49 of the Listing Agreement as also the Management Discussion and Analysis Report are annexed to this report.

## **AUDIT COMMITTEE**

Under the provisions of Companies Act, 1956 and Listing Agreement with the Stock Exchanges a Audit Committee Comprises of Shri J.C. Rathi, Shri Rakesh Sethiya and Shri Bhagwati Prasad Sharma.

## **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.

## **LISTING OF THE SHARES**

Equity shares of the company are listed on Bombay Stock Exchange Ltd., Mumbai.

## **ACKNOWLEDGEMENTS**

The Board of Directors wish to place on record its appreciation for the extended co-operation and assistance rendered to the Company and acknowledge with gratitude the continued support and cooperation extended by the investors, clients, business associates and bankers. The regulatory authorities have also put Indian Capital market on par with other international Markets. Your Directors also acknowledge the full fledged cooperation and dedicated efforts put in by the employees across all levels in the organization and place on record its appreciation for the services rendered.

**Place: Kolkata**  
**Dated: 30.05.2011**

**for and on behalf of the Board**

<b>S.K. Samdani</b>	<b>Jagdish Rathi</b>
<b>Managing Director</b>	<b>Director</b>

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT.**

### **INDUSTRY AND BUSINESS OUTLOOK**

The financial year 2010-11 was marked by a fairly tough financial environment due to slowdown in some of the major economies of the world. The economic activities in many developed countries remained sluggish due to sovereign debt turmoil in some of the European Countries. The lingering uncertainties around global growth hampered long term investment prospects. The Indian Economy continued on its high growth trajectory, by registering GDP growth at 8.6 per cent in the 2010-11, on the back of spurt in economic activities and robust expansion in agriculture and allied sectors.

The growth of the company depends upon the gains from its investments in the capital market which depends upon the portfolio taken by the company, stability of government, policies of the Government and also steps taken by government and other regulatory agencies to boost the capital market. On the other hand Capital market gets affected with imposition of any special tax on the day-traders or brokers or speculators and arbitrageurs which in turn results in low share prices. Further, major sell out by Institutions also affects the investors interests adversely.

### **RISK AND CONCERNS**

Investment in the capital market is always risky. Any change of policy or bad news like fall of a government etc. may result in major fall in sensex and in turn can turn profitable investment into losses. Capital market is volatile and the opportunities of right investment do come up and your management take suitable steps for making investments in good shares in the capital market. The Company faces normal business challenges of market competition in its business and needs to continuously seek attractive growth opportunities.

### **INTERNAL CONTROL SYSTEM**

The Company has a proper and adequate internal control system commensurate with its size and nature of business to meet the following objectives:-

- Providing assurance regarding the effectiveness and efficiency of operations;
- Efficient use and safeguarding of resources;
- Compliance with policies, procedures and applicable laws and regulations; and
- These systems are IT enabled which facilitate effective checks and tight monitoring of all parameters and control on continuous basis.

Your company has adopted proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from

unauthorized use or disposition, and that transactions are authorized, recorded and reported correctly.

#### **FINANCIAL AND OPERATIONS PERFORMANCE**

The same has been disclosed in the Directors' Report.

#### **MATERIAL DEVELOPMENT IN HUMAN RESOURCES/INDUSTRIAL RELATION FRONT.**

The Company has a group of able and experienced employees. The Company believes that the quality of its employees is the key to its success in the long run. The Company continues to have cordial relations with its employees and provides personal development opportunities for all round exposure to them.

#### **CAUTIONARY STATEMENT**

Some of the statements in this management discussion and analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include a downtrend in industry, significant changes in political and economic environment in India, tax laws, import duties, litigation.