

**35<sup>TH</sup>**  
**ANNUAL REPORT**  
**2020 – 2021**

**SYSTEMATIX SECURITIES LTD.**

**CIN: L65999RJ1986PLC070811**

**Registered Office: 35, Old Industrial RIICO Area,  
Chittorgarh, Rajasthan, India 312001**

**Web: [www.systematixsecurities.in](http://www.systematixsecurities.in)**

# SYSTEMATIX SECURITIES LIMITED

## ANNUAL REPORT

### 2020 – 2021

<b>EXECUTIVE DIRECTOR</b>	: Mr. Rajesh Kumar Inani (DIN: 00410591)
<b>NON EXECUTIVE DIRECTOR</b>	: Mrs. Anita Maheshwari (DIN: 08416603) : Mr. Basanti Lal Agal (DIN: 08416577) : Mr. Madhav Inani (DIN: 03370896)
<b>INDEPENDENT DIRECTORS</b>	: Mrs. Anita Maheshwari (DIN: 08416603) : Mr. Basanti Lal Agal (DIN: 08416577) : Mr. Madhav Inani (DIN: 03370896)
<b>CHIEF FINANCIAL OFFICER</b>	: Mr. Ajit Singh Kumpawat (PAN-AOEPK6450J)
<b>COMPANY SECRETARY</b>	: Mrs. Pratibha Ranka (PAN-BMGPK7987R)
<b>BANKERS</b>	: Axis Bank
<b>AUDITORS</b>	: BK Dad & Associates Chartered Accountants (FRN 018840C)
<b>LISTED AT</b>	: Bombay Stock Exchange : Kolkata Stock Exchange Association
<b>REGISTRAR &amp; SHARE TRANSFER AGENT</b>	: Ankit Consultancy Private Limited 60 Electronic Complex Pardeshipura, Indore (M.P.) 452010 IN Tel No-0731-2551745-46, Email- <a href="mailto:ankit_4321@yahoo.com">ankit_4321@yahoo.com</a>
<b>REGISTERED OFFICE AND ADMINISTRATIVE OFFICE</b>	: Plot No. 35, Old Industrial RIICO Area Chittorgarh, Rajasthan Pin code - 312001 IN Web: - <a href="http://www.systematixsecurities.in">www.systematixsecurities.in</a> Email: <a href="mailto:systematixctor@gmail.com">systematixctor@gmail.com</a> Mobile No: +91 94141 11117 CIN: L65999RJ1986PLC070811

## **NOTICE TO THE SHAREHOLDERS**

Notice is hereby given that the 35<sup>th</sup> (Thirty Fifth) Annual General Meeting of the Members of **Systematix Securities Limited** will be held on Thursday, 30<sup>th</sup> September, 2021 at 02:00 P.M. (IST) **through Video Conferencing(VC) / Other Audio Visual Means(OAVM)** for which purposes the registered office of the company situated at Plot No. 35, Old Industrial RIICO Area Chittorgarh Rajasthan 312001 IN shall be deemed as the venue for the meeting and the proceedings of the Annual General Meeting shall be deemed to be made there to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended March 31, 2021 and the reports of Board of Directors and Auditors thereon and in this regard to consider and if though fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

“**RESOLVED THAT** the audited financial statement of the company for the financial year ended March 31, 2021 and the reports of Board of Directors and Auditors thereon, as circulated to members be and are hereby considered and approved.”

2. To reappoint Mr. Madhav Inani (DIN- 03370896), who is liable to retire by rotation and being eligible has offered himself for reappointment and in this regard to consider and if though fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

“**RESOLVED THAT** in accordance with the provision of section 152 and other applicable provisions of the Companies Act, 2013 Mr. Madhav Inani (DIN- 03370896), who retires by rotation and being eligible be and is hereby re-appointed as a Director of the company.”

### **SPECIAL BUSINESS:**

3. To increase remuneration of Mr. Rajesh Kumar Inani (DIN:- 00410591) , Whole Time 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 Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) in terms of Articles of Association of the Company on recommendation of the Nomination and Remuneration Committee, approval of the Company be and is hereby accorded for increase of remuneration to Rajesh Kumar Inani (DIN:- 00410591), Whole Time Director of the Company upto a maximum limit 1,20,000 p.a.;

**RESOLVED FURTHER THAT** Board of Directors and the Director(s) or the person authorized by the Board be and is jointly and/ or severally authorized to do as they may think fit and for that purpose to execute such documents, papers, deeds, and writings containing such conditions and covenants as the Board may think fit and to take all such steps as may be necessary or desirable to give effect to this Resolution..”

#### **4. WRONGLY TRANSFER OF SHARES WHICH IS HELD BY SYSTEMATIX SECURITIES LIMITED WITHOUT ANY CONSIDERATION AMOUNT BY MR. JAGDISH RATHI.**

The internal committee of Systematix Securities Limited was incorporated on 14<sup>th</sup> August, 2019 and the following person are the members of such committee :- Mr. Ajit Singh Kumpawat (CFO) , Mr. Madhav Inani ( Director) , Rajesh Kumar Inani , Himanshu Mangal and the Mr. B.K. Dad is a statutory auditor of a company but not a member of such committee. During the year 2019 it was observed by the members of such committee that a malpractice was done by Mr. Jagdish rathi in respect of transfer of securities for their personal interest and loss has been occurred by company due to such transfer of securities. It was observed that the shares are held by Systematix Securities Ltd of other companies in their Demat account but the same was transfer a malafide intention by Mr. Jagdish rathi dated 26.03.19 to 28.03.2019.

**“RESOLVED THAT** the member of internal committee be and are hereby approve that such transfer of securities was wrongly transfer of securities as per the provisions of Companies Act, 2013 and SEBI (LODR), 2015 which is held by Systematix Securities Limited of other companies in their Demat account without any consideration amount by Mr. Jagdish rathi and due to such transfer of shares loss has been occurred by company;

**“RESOLVED FURTHER THAT** Mr. Madhav Inani , Director of the company be and is hereby authorized that to take necessary action against such wrong transfer of securities and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution;

**“RESOLVED FURTHER THAT** the members of such committee be and are hereby give consent for dissolve of internal committee;

**“RESOLVED FURTHER THAT** the shareholders of the company be and are hereby approve that such transfer of securities was wrongly transfer of shares which was earlier approve by the members of the internal committee which is held by Systematix

Securities Limited without any consideration amount by Mr. Jagdish rathi and due to such transfer of shares loss has been occurred by company.”

By order of the Board

Place: Chittorgarh  
Date: 13<sup>th</sup> August, 2021

Sd/-  
**RAJESH KUMAR INANI**  
**WHOLE TIME DIRECTOR**  
**DIN: 00410591**

**Notes:-**

1. 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.
2. Corporate Members are requested to forward a Certified Copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
3. Members may also note that Notice of this Annual General Meeting and the Annual Report for financial year 2020-21 will also be available for the Company's website i.e <http://www.systematixsecurities.in>
4. The Register of Members and share transfer book of the Company will remain closed during the period from Friday 24<sup>th</sup> Day of September, 2021 to Thursday 30<sup>th</sup> Day of September, 2021 (both days inclusive) for the purpose of Annual General Meeting.
5. 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.
6. 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.
7. 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.
8. 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 Electronic Complex , Pardeshipura, Indore 452010 M.P. IN
9. The Company has designated an exclusive email ID [systematixctor@gmail.com](mailto: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.

10. 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.
11. 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.
12. Electronic copy of the Annual Report for 2020-21 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 2020-21 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.
13. 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, Electronic Complex, Pardeshipura Indore M.P. 452010 IN for sending the document in electronic form.
14. In view of the ongoing COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Ministry of Corporate Affairs (MCA) Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 followed by Circular No. 20/2020 dated 5<sup>th</sup> May, 2020,(collectively refer to as 'MCA Circulars') permitted the holding of AGM through VC/OAVM, without physical presence of members at common venue, and Annual General Meeting (AGM) held through Video Conferencing (VC) or Other Audio Visual Means (OAVM) stands perfectly valid. Hence, Members can attend and participate in the ensuing AGMt hrough VC/OAVM only and no physical presence at the meeting is required. In continuation of this Ministry's [General Circular No. 20/2020](#), dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 and as per MCA circular no. 02/2021 dated January 13,2021.

15. Since this AGM is being scheduled to be held through VC/OAVM, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxy by the members is not available for the AGM and hence the proxy form, attendance slip and route map are not annexed to this notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
16. The Members can join the AGM in the VC/OAVM mode 15 minutes before or after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
17. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
18. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the MCA dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for Video Conference/ OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.
19. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
20. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company [www.systematixsecurities.in](http://www.systematixsecurities.in) as soon as possible after the Meeting is over.
21. In compliance with the aforesaid MCA Circulars dated 5<sup>th</sup> May, 2020 and SEBI Circular dated May 12, 2020, Notice of the 35<sup>th</sup> AGM along with the Annual Report for the Financial Year 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may



note that the Notice and Annual Report 2020- 21 will also be available on the Company's website - [www.systematixsecurities.com](http://www.systematixsecurities.com), websites of the Stock Exchanges i.e. BSE Limited at <https://www.bseindia.com> and on the website of CDSL <https://www.evotingindia.com>.

22. However, if any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company but subject to time taken by the courier and Postal Department looking to the prevailing Covid-19 situation.
23. 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 Monday, 27<sup>th</sup> September, 2021 from 09.00 A.M. and ends on Wednesday, 29<sup>th</sup> September 2021 at 5.00 p.m. During this period shareholders' of the Company, as on the cut-off date (record date) of Thursday 23<sup>rd</sup> September, 2021, 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](http://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](http://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:



	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>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 <b>folio sequence</b> number in the PAN Field.</li> <li>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.</li> </ul>
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"> <li>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).</li> </ul>

- (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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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