

Date: 3rd October, 2017

To,
BSE Limited
Corporate Relation Department
P.J. Towers, Dalal Street
Fort, Mumbai 400 001

Scrip Code : 526506

Sub: Submission of Annual Report for the financial year 2016-2017 under regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

Pursuant to the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the Annual Report of Systematix Corporate Services Limited for the financial year 2016-17, duly approved and adopted by the members of the Company as per the provisions of the Companies Act, 2013 at the 32nd Annual General Meeting held on Friday, 29th September, 2017 at 11.00 am at 206-207, Bansi Trade Centre, 581/5, M.G. Road, Indore-452001, Madhya Pradesh.

We hereby request you to kindly take the same on record.

Thanking You,

Yours faithfully,
For Systematix Corporate Services Limited

V.J. Dhanesha

Vrunda Dhanesha
Company Secretary & Compliance Officer



Encl: As Above



SYSTEMATIX CORPORATE SERVICES LIMITED

32nd Annual Report

2016-2017

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AGM DETAILS**ANNUAL GENERAL MEETING****Date : September 29th, 2017****Day : Friday****Time : 11.00 a.m.****Venue : 206-207, Bansi Trade Centre,
581/5, M.G. Road, Indore - 452001 (M.P.)**

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Chandra Prakash Khandelwal	-	Executive Chairman & Managing Director
Mrs. Anju Khandelwal	-	Non- Executive Director
Mr. Shriram Khandelwal	-	Independent Non-Executive Director
Mr. Mahesh Solanki	-	Independent Non-Executive Director
Mr. Sanjay Khandelwal	-	Independent Non-Executive Director

CHIEF FINANCIAL OFFICER

Mr. Shree Prakash Mundhra

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Vrunda Dhanesha

PRACTISING COMPANY SECRETARY

M/s. Kothari H. & Associates
Company Secretaries
208, 11th Floor, BSE Building,
Dalal Street, Fort, Mumbai - 400 001.

AUDITORS

M/s. Maharaj N R Suresh & Co.
Chartered Accountants
New No. 9, 2nd Lane, 2nd Main Road,
Trustpuram, Kodambakkam, Chennai – 24 (TN)

BANKERS

Axis Bank Ltd
Bank of India

REGISTRAR & TRANSFER AGENTS

CAMEO CORPORATE SERVICES LIMITED
Subramanian Building, No.1, Club House Road,
Chennai – 600002. Tamilnadu
Tel No.: 044 - 22846039 , Fax No.: 044 – 28460129
e-mail: cameo@cameoindia.com, Web: www.cameoindia.com

REGISTERED OFFICE

206-207, Bansi Trade Centre, 581/5, M.G.Road,
Indore – 452001, Madhya Pradesh.
Tel.: 0731-3018111 , Fax: 0731-4068253
e-mail: secretarial@systematixgroup.in
Web: www.systematixgroup.in

CORPORATE OFFICE

“The Capital”, A’ Wing, 6th Floor, No. 603 - 606,
Plot No. C-70, ‘G’ Block,
Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051

CORPORATE IDENTITY NUMBER

L91990MP1985PLC002969

KEY MANAGERIAL PERSONNELS' BIOGRAPHY

CHANDRA PRAKASH KHANDELWAL : MANAGING DIRECTOR

Mr. Chandra Prakash Khandelwal, an avant-grade visionary is the founder and Chairman of Systematix group. He is a qualified Chartered Accountant with career spanning of more than two decades. He is well known figure in the industry specially for consummating mega deals that involve some of the largest conglomerates in India. His foresight and business acumen are complimented by strong moral values, which make it easy for corporates to rely on him and the group. As an effective leader and motivator, he has taken the group to greater heights. His excellent reputation and industry wide contact base have been one of the most vital sources of growth for the group.

ANJU KHANDELWAL : DIRECTOR

Mrs. Anju Khandelwal, is a Master of Engineering in Power & Electronic. She is also Bachelor of Engineering in Electronic and Electricals. She has experience of more than 11 years as Asst. professor in GSITS, One of the oldest and leading engineering college in Central India. Mrs. Anju Khandelwal is Director of Systematix Shares and Stocks (India) Limited and in other group Companies. She is actively involved in brokerage business of securities as well as commodities. She is also involved in setting up as sound risk management & surveillance systems.

SHRIRAM KHANDELWAL : NON - EXECUTIVE & INDEPENDENT DIRECTOR

Mr. Shriram S Khandelwal, is a fellow member of Institute of Chartered Accountant of India and having more than 30 years of experience in field of Audit, Accounts, Financial and Taxation. He is proprietor of M/s SS Khandelwal & Company and he is also partner in M/s KARM & Co. Chartered Accountancy Firm. He is associated with approx. 25 companies/concerns for Statutory Audit and Taxation assignments. He also actively participates in social work and Member of various Societies and trust.

MAHESH SOLANKI : NON- EXECUTIVE & INDEPENDENT DIRECTOR

Mr. Mahesh Solanki is a fellow member of Institute of Chartered Accountants of India. Over the years, he has gained vast knowledge in capital markets, project finance, taxation, legal and accounting matters. He is partner in M/s. Mahesh C. Solanki & Co – Chartered Accountancy Firm, M/s. Mahesh C. Solanki & Co started in 1989 and is in the field of Chartered Accountancy and Corporate Advisory Services providing customized solutions for the clients.

SANJAY KHANDELWAL : NON- EXECUTIVE & INDEPENDENT DIRECTOR

Mr. Sanjay Khandelwal is a BE in Electronics and Over the years, he has gained vast knowledge in capital markets, project finance. He is director of Kamal Automation Systems Private Limited since 2007. He also actively participates in social work and Member of various Societies and trust.

SHREE PRAKASH MUNDHRA : CFO

Mr. Shree Prakash Mundhra is a qualified Chartered Accountant with a rich experience of more than 20 years in the field of finance, accounts and taxation. He is associated with Systematix Group since 2007.

VRUNDA DHANESHA : CS

Ms. Vrunda Dhanesha is associate member of Institute of Company Secretaries of India and has gained experience of more than 4 years in Secretarial Department. She is associated with Systematix Group since 2015.

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the Members of **Systematix Corporate Services Limited** will be held on **Friday, 29th September, 2017 at 11.00 a.m.** at the registered office of the Company situated at 206-207, Bansi Trade Centre, 581/5, M.G. Road, Indore- 452001, Madhya Pradesh to transact the following business:-

ORDINARY BUSINESS:

1. To consider and approve the standalone and consolidated audited financial statements comprising balance sheet as at 31st March, 2017, statement of profit and loss alongwith the schedules and cash flow statement of the company for the year ended 31st March, 2017 together with the reports of Directors and Auditors thereon:
2. To appoint a director in place of **Mrs. Anju Khandelwal (DIN: 00474604)** who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 (the “Act”) read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactment thereof, for the time being in force), consent of the company be and is hereby accorded to appoint M/s. S Jawahar & Associates, Chartered Accountants (Firm Registration No. 006232S) as the Statutory Auditors of the Company in place of M/s. Maharaj N R Suresh & Co., retiring auditors to hold the office from the conclusion of this Annual General Meeting till the conclusion of the 37th Annual General Meeting of the Company subject to the ratification by the members in every Annual General Meeting on such remuneration as may be mutually agreed between the Board of Directors of the company and the Auditors.”

SPECIAL BUSINESS:

4. **Re-appointment of Mr. Chandra Prakash Khandelwal as a Managing Director and fixing of remuneration 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 pursuant to Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modifications or re-enactment(s) thereof, for the time being in force), subject to approval of the Central Government and such other consents and permission as may be necessary, if any, consent of members of the company be and is hereby accorded for the re-appointment of Mr. Chandra Prakash Khandelwal as a managing director of the company for the period of 5 years commencing from 1st April, 2017 to 31st March, 2022, at a remuneration upon such terms and conditions as set out in the explanatory statement as annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT Mr. Chandra Prakash Khandelwal shall be paid the minimum remuneration of Rs. 18,00,000/- p.a. for a period of three years of his tenure and the remuneration shall be within the ceiling as prescribed under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to schedule V to the Companies Act, 2013, the Board of Directors be and are hereby authorized to vary and alter the terms of re-appointment including salary, commission, perquisites, allowances etc. payable to Mr. Chandra Prakash Khandelwal within such prescribed limit or ceiling and as agreed by and between the Company and Mr. Chandra Prakash Khandelwal

without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do all such acts, deeds and thing as may be necessary, desirable or expedient to give effect to this resolution.”

By Order of the Board
SD/-
Chandra Prakash Khandelwal
Managing Director
DIN: 00016373

Date: 10.08.2017

Place: Mumbai

Registered Office:

206-207, Bansi Trade Centre,
581/5 M.G. Road,
Indore – 452001
Madhya Pradesh

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER.
2. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the meeting.
3. A person can act as proxy on behalf of Members not exceeding fifty in number and holding in aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. In case of a Member holding more than ten per cent of the total share capital of the Company carrying voting rights, such a Member may appoint a single person as proxy, who however shall not act as proxy for any other person or shareholder.
4. Members / Proxies should bring the Attendance Slip duly filled in and signed for attending the meeting. Corporate Members intending to send their authorised representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting on their behalf.
5. 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.
6. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Businesses under item nos. 4 to be transacted at the Meeting is annexed hereto
7. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2017 to 29th September, 2017 (both days inclusive).
8. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days during business hours of the Company, except Saturdays and Sundays up to the date of the Meeting.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
10. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
11. Members are requested to send all communications concerning shares, change of address etc. to the Company's Registrar, Cameo Corporate Services Ltd. quoting their folio and reference no. Members are also requested to send their email address to the company's Registrar.
12. As stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a profile and brief resume of the directors seeking reappointment, their memberships/ chairmanship in various Board Committees and names of other Companies in which they hold directorships, is given in the Corporate Governance Report which forms part of the Annual Report.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
14. Non- Resident Indian Members are requested to inform Registrars and Transfer Agents, immediately of:
 - (i) Change in their residential status on return to India for permanent settlement.
 - (ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
15. Shareholders who are still holding physical share certificate(s) are advised to dematerialize their shareholding to avail the benefits of dematerialization.
16. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company's Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
17. Members may also note that the Notice of the 32nd Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website www.systematixgroup.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Corporate Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication,

members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: secretarial@systematixgroup.in

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, the Company is offering remote e-voting facility to its members to exercise their right to vote by electronic means. The Members / list of Beneficial Owners as on cut-off date as on Friday, 22nd September, 2017, i.e. the date prior to commencement of book closure are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the "cut-off" date can exercise their right to vote by electronic means. The remote e-voting period will commence from 9.00 a.m. on Tuesday, 26th September, 2017 and will end at 5.00 p.m. on Thursday, 28th September, 2017.

19. Investor Grievance Redressal :

The Company has designated an exclusive e-mail id secretarial@systematixgroup.in to enable Investors to register their complaints, if any.

20. **Remote E- Voting:**

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, the Company is offering remote e-voting facility to its members in respect of the businesses to be transacted at the 32nd Annual General Meeting scheduled to be held on 29th September, 2017 at 11.00 a.m.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Authorised Agency to provide the remote e-voting facilities.

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	From 9.00 a.m. on Tuesday 26th September, 2017
End of remote e-voting	Up to 5.00 p.m. on Thursday 28th September, 2017

The cut-off date (i.e. the record date) for the purpose of remote e-voting is 22nd September, 2017

Instructions and other information relating to remote e-voting are as under:

1. Log on to the e-voting website www.evotingindia.com
2. Click on "Shareholders" tab.
3. 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.
4. Next enter the Image Verification as displayed and Click on Login.
5. 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.
6. 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> <p>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 sequence number in the PAN field.</p> <p>In case the sequence 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.</p>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login:</p> <p>If both 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 3.</p>

7. After entering these details appropriately, click on "SUBMIT" tab.
8. 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 remote 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.
9. For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for SYSTEMATIX CORPORATE SERVICES LIMITED on which you choose to vote.
11. 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.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. 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.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
16. 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.
17. 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. iPhone 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.
18. Note for Non – Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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 emailed 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Other Instructions

- (i) The remote e-voting period begins from 9.00 a.m., on Tuesday, 26th September, 2017 and ends at 5.00 p.m. on Thursday, 28th September, 2017.
During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date i.e 22nd September, 2017.
- (ii) In case you have any queries or issues regarding remote 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 or secretarial@systematixgroup.in
- (iii) The results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date, subject to receipt of the requisite number of votes in favour of the Resolution.

- (iv) M/s. Kothari H. & Associates, practicing Company Secretaries has been appointed as the Scrutinizer for conducting the scrutiny of the votes cast and the remote e-voting process in a fair and transparent manner.
- (v) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizers' Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
- (vi) Members who are unable to exercise their voting rights through remote e-voting may exercise their voting rights at a poll provided at the Annual General Meeting.
- (vii) The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (viii) The results shall be declared on or after the Annual General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.systematixgroup.in within 48 hours of conclusion of 32nd AGM of the Company and communicated to BSE Limited, where the shares of the Company are listed. The same shall also be placed on the website of CDSL.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF SEPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 4

Mr. Chandra Prakash Khandelwal is one of the promoter and founder of the Company and has been a significant contributor to the growth of the Company ever since its incorporation. He holds degree of Chartered Accountant from ICAI and has 30 years of experience in the field of finance and capital marketing.

Mr. Chandra Prakash Khandelwal was appointed as Managing director of the company for the period of 3 years w.e.f. 01st April, 2014 to 31st March, 2017 and upon expiration of his tenure, the Board of directors in their meeting held on 14th February, 2017 subject to the approval of the shareholders, approved his re-appointment as a Managing director for the period of 5 years commencing from 1st April, 2017 to 31st March, 2022, at a remuneration of Rs. 18,00,000/- p.a., (for a period of three years of his tenure of re-appointment) in addition he shall be entitled to such commission as may be decided by the Board from time to time and upon such terms and conditions as set out by the Board of Directors and Mr. Chandra Prakash Khandelwal.

The appointment of Mr. Chandra Prakash Khandelwal as the Managing Director of the Company would be governed by Sections 196, 197, 203 read with Part II, Section II of Schedule V and any other applicable provisions of the Companies Act, 2013.

The Remuneration payable to the Managing Director has been recommended by the Nomination & Remuneration Committee of the Directors.

This statement may also be treated as a Memorandum issued pursuant to Section 190 of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Chandra

Prakash Khandelwal are in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 4 of the Notice.

The information required to be given along with the Notice of Annual General Meeting as per Section II (B) of Part II of Schedule V of the Companies Act, 2013 is given as attachment to the Notice and this Explanatory Statement.

By Order of the Board

Sd/-
Chandra Prakash Khandelwal
Managing Director
DIN: 00016373

Date: 10.08.2017

Place: Mumbai

Details of Directors seeking appointment / re-appointment at the ensuing Annual General Meeting (as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) and as per clause 1.2.5 of Secretarial Standard on General Meetings (SS-2)

Sr. No.	Name of the Director	Mr. Chandra Prakash Khandelwal	Mrs. Anju Khandelwal
1	Date of Birth	14/02/1959	11/08/1966
2	Age	58 years	51 years
3	Date of Appointment	30/03/1995	20/01/2003
4	Permanent Account Number (PAN)	ACVPK1997R	ABDPA0470E
5	Director Identification Number (DIN)	00016373	00474604
6	Expertise in specific functional areas	30 years	More than 10 years
7	No. of Equity shares held in the Company (as on March 31, 2017)	138215	50803
8	Qualifications	FCA	B.E.
9	List of other directorships (excluding Foreign Company)	As per Annexure -I	As per Annexure -II
10	Membership/ Chairmanship of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Audit Committee: Chairman Systematix Fincorp India Limited Systematix Finvest Private Limited	Nil
11	Relationships, if any, between Directors, Manager and KMP interse	Spouse of Mrs. Anju Khandelwal	Spouse of Mr.Chandra Prakash Khandelwal
12	Terms & Conditions of re-appointment	Re-appointed for next 5 years	Non-Executive Director liable to retire by rotation
13	Remuneration last drawn	18 Lakh p.a.	Nil
14	Remuneration sought to be paid	18 Lakh p.a.	Nil
15	Shareholding	138215 shares	50803 shares
16	No. of Board Meetings attended during the year	6 (Six)	6 (Six)

ANNEXURE - I

Sr. No.	Names of the Companies / Bodies Corporate / Association of Individuals	Nature of interest or concern / Change in interest or Concern	Date on which interest or concern arose / changed
1	Systematix Shares and Stocks (India) Limited	Managing Director	01-02-2000
2	Shiv Shakti Real Estate Private Limited	Director	01-02-2000
3	Systematix Capital Services Private Limited	Director	06-06-2003
4	Thirdwave Mercantile Company Private Limited	Director	12-03-2004
5	Superstar Exports Private Limited	Director	12-03-2004
6	Goldflag Exports Private Limited	Director	22-12-2004
7	Systematix Commodities Services Private Limited	Director	16-09-2005
8	Systematix Fincorp India Limited	Whole-Time Director	25-05-2007
9	Siena Infotainment Private Limited	Director	25-02-2008
10	Systematix Assets Management Company Private Limited	Director	01-07-2010
11	Systematix Finvest Private Limited	Director	01-12-2010
12	Unicorn Infra Projects And Estates Private Limited	Nominee Director	11-09-2012
13	DDPL Global Infrastructure Private Limited	Nominee Director	11-09-2012
14	Perspire Builders & Developers Private Limited	Director	20-09-2012
15	Wonderdream Realtors Private Limited	Director	02-07-2013
16	Urban Affordable Housing Private Limited	Additional Director	12-01-2017
17	Sant Sundardas Foundation	Director	01-04-2014
18	KPA Welfare Foundation	Director	08-07-2015

ANNEXURE - II

Sr. No.	Names of the Companies / Bodies Corporate / Association of Individuals	Nature of interest or concern / Change in interest or Concern	Date on which interest or concern arose / changed
1	Systematix Commodities Services Private Limited	Director	16-09-2005
2	Shiv Shakti Real Estate Private Limited	Director	30-05-2003
3	Thirdwave Mercantile Company Private Limited	Director	12-03-2004
4	Goldflag Exports Private Limited	Director	22-12-2004
5	Topcity Trading Company Private Limited	Director	04-01-2005
6	Magiclone Trading Company Private Limited	Director	04-01-2005
7	Riteplaza Trading Company Private Limited	Director	15-05-2005
8	Goldlife Trading Company Private Limited	Director	01-06-2005
9	Systematix Shares and Stocks (India) Limited	Director	13-05-2000
10	Systematix Fincorp India Limited	Director	12-07-2007
11	Nikunj Mercantile Private Limited	Director	09-08-2007
12	Systematix Capital Services Private Limited	Director	28-08-2008
13	LimitedSystematix Finvest Private Limited	Director	01-12-2010
14	Systematix Distributions Services Private Limited	Director	29-12-2011
15	First Lady Housing Private Limited	Additional Director	12-01-2017

THE INFORMATION AS PER SECTION II (B) OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013.

GENERAL INFORMATION:

- i. Nature of Industry - Financial Service
 ii. Year of commencement of commercial production - 1985
 iii. Financial performance based on the Audited Accounts for the year ended 31.03.2017

(₹ in Lakh)

Turnover	252.06
Other Income	2.39
Total Expenditure	188.83
Net Profit after tax	68.47

- iv. Foreign investment and collaboration, if any - N.A.

II. INFORMATION ABOUT THE APPOINTEE:

1. Background Details:

Mr. Chandra Prakash Khandelwal is a fellow member of Institute of Chartered Accountant of India and having 30 years of experience in field of Capital Market, Financial Services and Taxation. The Systematix Group has strategically branched into diversified areas of business unit offering holistic finance & investment services to medium and large organizations in the domestic and international markets. The group under his able guidance & leadership, is positioned as a one stop finance and investment consulting firm with a range of services from Merchant banking to NBFC to broking on BSE (Capital and Futures & Options), NSE (Capital and Futures & Options and Currency Derivative), Depository services (CSDL), PMS and MCX/NCDEX/NSEL.

2. Past Remuneration:

The past remuneration paid to Mr. Chandra Prakash Khandelwal was ₹ 18,00,000/- (Rupees Eighteen Lakh Only) per annum in the Company.

3. Recognition or awards: No.

4. Job profile and his suitability:

Mr. Chandra Prakash Khandelwal has 30 years of experience in field of Capital Market, Financial Services and Taxation.

He started his own financial Consultancy Services in the year 1987. As a Corporate Financial advisor. He advised his clients on capital / financial restructuring, Valuations, Business Models and Project Financing. He soon established himself in this field with his ability to quickly gauge the viability of various business projects and provide pragmatic solutions in a dynamic environment.

5. Remuneration Proposed:

Particulars	Remuneration
Salary	₹ 18,00,000/- per annum (Basic Salary and annual increase therein to be decided by the Board of Directors within the above ceiling for a period of three years of his tenure of re-appointment.)
Special Allowance	As may be decided by the Board from time to time which shall not include Provident Fund, Gratuity, Superannuation Fund etc.
Provident Fund, Superannuation Fund, Gratuity, Earned Leave	As per the Rules and Regulations of the Company
Leave Travel Concession	For Self & Family, subject to maximum of once in a year, in India.
Reimbursement of Expenses	He shall also be entitled to reimbursement of all actual expenses or charges, including travel, entertainment and other out-of-pocket expenses incurred by him for and on behalf of the Company, in furtherance of its business and objects.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The remuneration proposed is comparatively lower than what is being paid to the persons holding similar positions in the companies in the Merchant Banking Industry operating in India taking into consideration the experience of Mr. Chandra Prakash Khandelwal and as the Company is a mid-size Company, the proposed remuneration is well deserving by Mr. Chandra Prakash Khandelwal being the Managing Director of the Company who is so pro-actively involved in the business and operations of the Company and the aforesaid salary goes hand to hand with the current state of the financial service industry and its current scenario.

7. Pecuniary relationship directly and indirectly with the Company, or relationship with the managerial personal, if any:

Mr. Chandra Prakash Khandelwal holds 1.06% of the Paid up equity Capital of the Company.

III. OTHER INFORMATION1. Reasons of inadequate profits:

The Company operates in providing financial Services which is highly influenced and dependent upon the changing stock market conditions. It also is very much dependant on the changing political, economical and social factors which are continuous in the Industry. And the recent economic slowdown has also impacted the Industry and in turn has affected the Company's business.

2. Steps taken or proposed to be taken for improvement:

The Company is in the process of expanding its business in India and abroad as well for which it has certain projects and plans under pipeline thereby enhancing the scope for the Company's business.

3. Expected increase in productivity and profits in measurable terms:

As expressed above, the Company already has certain projects and plans under pipeline regarding the business expansion in India and abroad widening the scope of its business on an International Level.

IV. DISCLOSURES

All the relevant information pertaining to remuneration of the Managing Director and other Directors required to be disclosed in the Directors' Report under the heading "Corporate Governance", are attached to the Annual Report.

Your Directors recommend the resolutions as set out in Item No. 4 of the Notice for your approval.

ROUTE MAP TO THE VENUE



DIRECTORS' REPORT

To,
The Members of
SYSTEMATIX CORPORATE SERVICES LIMITED

Your Directors have pleasure in presenting the 32nd Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2017.

1. FINANCIAL SUMMARY OF THE COMPANY :

(₹ in lakh)

Particulars	Year ended 31 st March, 2017		Year ended 31 st March, 2016	
	Standalone	Consolidated	Standalone	Consolidated
Total Income	254.45	4396.03	31.90	3501.37
Total Expenditure	188.83	3814.93	187.51	3557.78
Profit before Exceptional & Extraordinary Items and Tax	65.62	581.10	(155.61)	(56.41)
Exceptional Items	-	-	-	1.24
Extraordinary Items	-	18.14	-	-
Profit/(Loss) before Tax	65.62	562.96	(155.61)	(57.65)
Provision for Taxation	0.77	164.30	-	42.82
Deferred Tax	(3.51)	6.26	(3.24)	(12.69)
Income Tax related to Earlier Years	(0.11)	(2.89)	0.16	2.04
Profit/(Loss) after Tax	68.47	395.29	(152.53)	(89.82)
Paid up Share Capital	3998.03	3998.03	4005.14	4005.14
Reserves & Surplus	2213.68	4310.85	2145.21	3915.56
Proposed Dividend / Transfer to Reserve	-	-	-	-
Surplus / Deficit Transfer to Balance sheet	-	-	-	-
EPS (Basic)	0.52	3.03	(1.17)	(0.68)
EPS (Diluted)	0.52	3.03	(1.17)	(0.68)

2. TRANSFER TO RESERVES :

No amount is proposed to be transferred to the reserves for the financial year ended 31st March, 2017.

3. DIVIDEND :

In order to conserve the resources for increasing business operations, no dividend is recommended for the financial year ended 31st March, 2017.

4. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR / STATE OF COMPANY'S AFFAIR :

As is evident from the above financial review, during the year, the company has earned Standalone Income of ₹ 254.45 Lakh as compared to Standalone Income of ₹ 31.90 Lakh of the previous year which registered an increase by 697.65 % as compared to last year Standalone Income, and Consolidated Income of ₹ 4396.03 Lakh as compared to Consolidated Income of ₹ 3501.37 Lakh of the previous year which also registered an increase by 25.55 % as compared to last year Consolidated Income.

The Company has incurred Standalone Profit after Tax during the year of ₹ 68.47 Lakh as compared to the Standalone Loss after Tax of the previous year of ₹ 152.53 Lakh, and Consolidated profit after Tax during the

year of ₹ 395.29 Lakh as compared to the Consolidated Loss after Tax of the previous year of ₹ 89.82 Lakh.

5. 5.1 DETAILS OF WHOLLY OWNED SUBSIDIARIES :

The Company as on **31st March, 2017** had four Wholly Owned Subsidiaries viz:

- (i) Systematix Shares and Stocks (India) Limited
- (ii) Systematix Fincorp India Limited
- (iii) Systematix Finvest Private Limited
- (iv) Systematix Commodities Services Private Limited

5.2 REPORT ON PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARIES :

During the year, the Board of Directors ('the Board') reviewed the affairs of the subsidiaries. In accordance with Section 129(3) of the Companies Act, 2013, we have prepared consolidated financial statements of the Company and all its subsidiaries, which form part of the Annual Report. Further, a statement containing the salient features of the financial statement of our subsidiaries in the prescribed format AOC-1 is appended as **Annexure I** to the Board's Report. The statement also provides the details of performance, financial positions of each of the subsidiaries. In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of each of its subsidiaries will be available for inspection during business hours at the registered office of the Company.

5.3 DETAILS OF COMPANIES WHICH HAVE BECOME OR CEASED AS SUBSIDIARY, ASSOCIATES AND JOINT VENTURES. DURING THE YEAR UNDER REVIEW, ARE AS UNDER :

There is no such company becoming or ceasing as a subsidiary, associates and joint ventures, during the year under review.

6. NATURE OF BUSINESS :

The Company is a SEBI registered 'Category I' Merchant Banker.

There was no change in the nature of business of the Company for the year under review.

7. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT :

There are no material changes and commitments, if any affecting the financial positions of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

8. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE :

There are no significant material orders passed by the Regulators / Courts or Tribunals which would impact the going concern status of the Company and its future operations.

9. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS :

The Company has adequate systems of internal control, to ensure that all assets are safeguarded and protected against loss from unauthorized use and procedures commensurate with the size and nature of business. The Company continuously upgrades its systems in line with the best availability practices. These systems are supported by periodical reviews by the management and standard policies and guidelines to ensure that financial and other records are prepared accurately.

10. DEPOSITS :

During the year under review, your Company did not accept any deposits in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014, no amounts were

outstanding which were classified as 'Deposits' under the applicable provisions of Companies Act, 2013 as on the date of Balance Sheet.

11. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 :

The particulars of loans, guarantees and investments given/made during the financial year under review and governed by the provisions of Section 186 of the Companies Act, 2013 forms part of financial statements.

12. 12.1 PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES :

All the transactions/ contracts/ arrangements entered by the Company during the year under review with related party (/ies) are in the ordinary course of business and on arms' length basis. As the transactions entered do not fall under Section 188(1) of the Companies Act, 2013. Hence disclosure in Form ACO-2 is not required to be furnished. Related Party transaction policy is posted on the website of the company and is available at www.systematixgroup.in

12.2 MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS DURING THE PERIOD UNDER REVIEW :

The Company had not entered into any material transaction with any of its related parties. None of the transactions with any of related parties were in conflict with the Company's interest. All related party transactions are in the ordinary course of business and on arms' length basis. Hence Form AOC-2 is not required to be furnished. Transactions with related party are disclosed in Note 24 in 'Notes forming a part of financial statement' annexed to the financial statements for the year.

The company has formulated a policy on dealing with Related Party Transactions which can be accessed on the Company's website www.systematixgroup.in.

13. AUDITORS AND THEIR REPORTS :

The matters related to Auditors and their Reports are as under:

13.1 OBSERVATIONS OF STATUTORY AUDITORS ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2017 :

The auditor's report does not contain any qualification, reservation or adverse remark or Disclaimer.

13.2 SECRETARIAL AUDIT REPORT FOR THE YEAR ENDED 31ST MARCH, 2017 :

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the report in respect of the Secretarial Audit carried out by M/s. Kothari H. & Associates, Company Secretaries in Form MR-3 for the FY 2016-17 is annexed herewith as '**Annexure II**'. The said report does not contain any adverse observation or qualification requiring explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

13.3 STATUTORY AUDITORS :

In terms of the provisions of Section 139 of Companies Act, 2013 (the "Act"), no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. The Act further prescribes that the Company has to comply with these provisions within three years from the commencement of the Act.

M/s. Maharaj N R Suresh & Co. Chartered Accountants, Chennai (Firm Registration No. 001931S), were the Statutory Auditors of the Company since F.Y. 2007-08. It is mandated as per the Companies Act, 2013 to appoint a new Auditor if the current auditor holds office more than a continuous period of ten years. Hence, the Board proposed the name of M/s. S Jawahar & Associates, Chartered Accountants (Firm Registration No. 006232S) to be appointed as Statutory Auditor of the company for a period of five years pursuant to the provisions of Section 139 of the Companies Act, 2013.

M/s. S Jawahar & Associates, Chartered Accountants (Firm Registration No. 006232S) have expressed their willingness to get appointed as the Statutory Auditors of the company and has furnished a certificate of their eligibility and consent under Section 141 of the Companies Act, 2013, and the rules framed there

under. In terms of the SEBI (LODR) Regulations, 2015, the Auditors have confirmed that they hold a valid certificate issued by the Peer Review Board of the ICAI.

14. SHARE CAPITAL :

The Company has forfeited its 1,42,300 partly paid-up equity shares of the Company on 31st March, 2017 due to non-payment of call money by the shareholders of the Company. As a result of which the current Paid up Share Capital of the Company is ₹ 39,98,02,580/- during the year under review.

The Company has not issued any equity shares with differential rights / sweat equity shares/ employee stock options or not made any provision of its own shares by employees or by trustees for the benefit of employees during the financial year 2016-2017.

The Company has not made any purchase or provision of its own shares by employees or by trustees for the benefit of employees during the financial year 2016-2017.

15. OTHER DISCLOSURES :

Other disclosures as per provisions of Section 134 of the Act read with Companies (Accounts) Rules, 2014 are furnished as under:

15.1 EXTRACT OF ANNUAL RETURN :

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended 31st March, 2017 made under the provisions of Section 92(3) of the Act is attached as 'Annexure III' which forms part of this Report.

15.2 CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO :

A) ENERGY CONSERVATION & TECHNOLOGY ABSORPTION :

Your Company is not engaged in any manufacturing activity and thus its operations are not energy intensive. However adequate measures are always taken to ensure optimum utilization and maximum possible saving of energy. The Company has installed energy conservative equipment's like LED (Light Emitting Diode) lights instead of CFL (Compact Fluorescent Lamp).

The Company has maintained a technology friendly environment for its employees to work in. Your Company uses latest technology and equipments. However since the Company is not engaged in any manufacturing, the information in connection with technology absorption is NIL.

B) FOREIGN EXCHANGE EARNINGS AND OUTGO :

The foreign exchange earnings and outgo as required under section 134(3)(m) of the Companies Act, 2013 read with rule 8(2) of the Companies (Accounts) Rules, 2014, are provided as follows:

a.	Total foreign exchange earned	510,771
b.	Total foreign exchange outgo	NIL

16. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL :

A) CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL :

In accordance with the provisions of the Companies Act, 2013 and in terms of the Articles of Association of the Company, Mrs. Anju Khandelwal who is liable to retire by rotation and is eligible for re-appointment, has offered herself for re- appointment.

During the year under review Mr. Pradeep Gotecha has resigned as a Director and Chief Financial Officer of the Company with effect from 07th February, 2017 and Mr. Shree Prakash Mundhra has been appointed as Chief Financial Officer of the Company with effect from 14th February, 2017.

Mr. Chandra Prakash Khandelwal was re-appointed as Managing Director with effect from 1st April, 2017 at the Board Meeting of the Company held on 14th February, 2017 for the tenure of 5 years, subject to approval of shareholder at the ensuing annual general meeting.

B) DECLARATION BY AN INDEPENDENT DIRECTOR(S) AND RE-APPOINTMENT, IF ANY :

Pursuant to the provisions of sub-section (7) of Section 149 of the Companies Act, 2013, the Company has received individual declarations from all the Independent Directors confirming that they fulfill the criteria of independence as specified in Section 149(6) of the Companies Act, 2013.

C) FORMAL ANNUAL EVALUATION OF DIRECTORS, COMMITTEES & BOARD :

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit and Nomination & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

D) FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT DIRECTORS:

In compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has put in place a Familiarization Programme for Independent Directors to familiarize them with the working of the Company, their roles, rights and responsibilities vis-à-vis the Company, the industry in which the Company operates business model etc. Details of the Familiarization Programme are explained in the Corporate Governance Report and are also available on the Company's website at www.systematixgroup.in

17. DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES :

17.1 BOARD MEETINGS :

The Board of Directors met 6 times during the financial year ended 31st March, 2017 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. Kindly refer section on Corporate Governance, under the head "BOARD OF DIRECTORS (BOARD)." Additionally, during the financial year ended 31st March, 2017 the Independent Directors held a separate meeting in compliance with the requirements of Schedule IV of the Companies Act, 2013 and Clause 25 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

17.2 AUDIT COMMITTEE :

An Audit Committee is in existence in accordance with the provisions of Section 177 of the Companies Act, 2013. Kindly refer section on Corporate Governance, under the head, 'AUDIT COMMITTEE' for matters relating to constitution, meetings, functions & responsibilities of the Committee.

17.3 DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES :

In compliance with the provisions of Section 177(9), the Board of Directors of the Company has framed the "Whistle Blower Policy" as the vigil mechanism for Directors and employees of the Company. The Whistle Blower Policy is disclosed on the website of the Company at www.systematixgroup.in

17.4 NOMINATION AND REMUNERATION COMMITTEE :

A Nomination and Remuneration Committee is in existence in accordance with the provisions of sub

section (3) of Section 178. Kindly refer section on Corporate Governance, under the head, 'NOMINATION AND REMUNERATION COMMITTEE' for matters relating to constitution, meetings, functions of the Committee and the nomination and remuneration policy formulated by this Committee. The Company's Nomination and Remuneration Policy framed under section 178(3) of the Companies Act, 2013 and Chapter IV of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 is attached as "Annexure IV" to this report.

17.5 PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE :

During the year, the Company has not received any complaint of sexual harassment.

17.6 RISK MANAGEMENT :

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. Your Company periodically assesses risks in the internal and external environment, along with the cost of treating risks and incorporates risk treatment plans in strategy, business and operational plans. Some of the risks which may pose challenges are set out in Management Discussions and Analysis Report which forms part of this report.

18. MANAGERIAL REMUNERATION :

The information as required under the provisions of Section 197(12) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is attached as 'ANNEXURE V' to this Report. As per the provisions of section 197(14) of the Companies Act, 2013, the Managing Director is not in receipt of any commission from the Company or its subsidiaries.

19. CORPORATE GOVERNANCE CERTIFICATE :

The Compliance certificate from M/s. Maharaj N. R. Suresh & Co., Chartered Accountants Chennai (Firm Registration No. 001931S) regarding compliance of conditions of corporate governance as stipulated in Schedule V of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, is annexed with the report.

20. CORPORATE SOCIAL RESPONSIBILITY :

The provisions of section 135 of the Companies Act, 2013 regarding Corporate Social Responsibility are not applicable.

21. INTERNAL CONTROLS OVER FINANCIAL REPORTING (ICFR):

The Company has in place adequate internal financial controls commensurate with the size, scale and complexity of its operations. During the year such controls were tested and no reportable material weakness in the design or operations were observed. The Company has policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to 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.

22. INDIAN ACCOUNTING STANDARDS (IND AS) – IFRS CONVERGED STANDARDS:

Pursuant to the notification, issued by The Ministry of Corporate Affairs dated 16th February, 2015 relating to the Companies (Indian Accounting Standard) Rules, 2015, the Company will adopt "IND AS" with effect from 01st April, 2019, with the comparatives for the periods ending 31st March, 2018.

23. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed;

- a) That in the preparation of the annual financial statements for year ended 31st March, 2017, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) That the directors had 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 as at 31st March, 2017 and of the profit of the company for the year ended on that date;
- c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) That the annual financial statements have been prepared on a going concern basis;
- e) That the proper internal financial controls were in place and that such internal financial controls were adequate and were operating effectively;
- f) That systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and were operating effectively.

24. INTIMATION OF UNCERTAIN EVENT :

The Company has intimated to BSE vide letter dated 02nd December, 2016 regarding the catastrophic event of fire that took place at the office of Company/ Subsidiaries being situated at "2nd floor, J. K. Somani Bldg, British Hotel Lane, Fort, Mumbai – 400001". Further the intimation of the updated status pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular dated September 09, 2015 regarding "Continuous Disclosure Requirements (major fire at our office at FORT, Mumbai) were submitted to BSE.

25. ACKNOWLEDGEMENTS:

Your Directors gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

For and on behalf of the Board of Directors

Sd/-
Chandra Prakash Khandelwal
Chairman & Managing Director
DIN: 00016373

Date: 10.08.2017

Place: Mumbai

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of
subsidiaries/associate companies/joint ventures**

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹ In lakh)

Sr. No.	1.	2.	3.	4.
Name of the subsidiary	Systematix Shares and Stocks (India) Limited	Systematix Fincorp India Limited	Systematix Finvest Private Limited	Systematix Commodities Services Private Limited
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.	N.A.	N.A.	N.A.
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A.	N.A.	N.A.	N.A.
Share Capital	416.35	167.58	187.82	30.00
Reserves & surplus	3813.91	2134.23	1023.19	226.56
Total assets	7171.03	10542.75	3880.71	577.71
Total Liabilities	7171.03	10542.75	3880.71	577.71
Investments	200.00	-	-	-
Turnover	1692.93	1347.68	702.68	115.97
Profit before taxation	208.48	274.06	22.10	(7.29)
Provision for taxation	65.56	94.77	9.19	0.10
Profit after taxation	142.92	179.29	12.90	(8.29)
Proposed Dividend	-	-	-	-
% of shareholding	100%	100%	100%	100%

Notes:The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations – N.A.
- Names of subsidiaries which have been liquidated or sold during the year - N.A.

ANNEXURE II

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2017

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

To,
The Members,
Systematix Corporate Services Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Systematix Corporate Services Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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 March 31, 2017 ('Audit period') complied with the statutory provisions listed hereunder 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:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by Systematix Corporate Services Limited for the financial year ended on March 31, 2017 according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the rules made thereunder;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
 - 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, 2015;

- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (**Not applicable to the company during the Audit Period**)
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation 2014; (**Not applicable to the company during the Audit Period**)
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not applicable to the company during the Audit Period**)
- 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; (**Not applicable to the company during the Audit Period**) and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (**Not applicable to the company during the Audit Period**)

2. We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations applicable to the company.

I Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992

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. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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.

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, and Labour Law Compliances have been subject to review by statutory financial audit and other designated professionals.

We further report that during the audit period the Company has not passed any resolution for:

- I Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- ii. Redemption / buy-back of securities.
- iii. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- iv. Merger / amalgamation / reconstruction, etc.
- v. Foreign technical collaborations.

For **KOTHARI H. & ASSOCIATES**
Company Secretaries

SD/-

Hitesh Kothari

Membership No. 6038

Certificate of Practice No. 5502

Place: Mumbai

Date: 10.08.2017

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

Annexure- A

To,
The Members
Systematix Corporate Services Limited

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. Wherever 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 is 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 the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **KOTHARI H. & ASSOCIATES**
Company Secretaries

SD/-
Hitesh Kothari
Membership No. 6038
Certificate of Practice No. 5502

ANNEXURE-III

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2017

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

I.REGISTRATION AND OTHER DETAILS:	
CIN	L91990MP1985PLC002969
Registration Date	21 st August, 1985
Name of the Company	Systematix Corporate Services Limited
Category / Sub-Category of the Company	Company having Share Capital
Address of the Registered Office and contact details	206-207, Bansi Trade Centre, 581/5 M.G Road, Indore- 452 001, Madhya Pradesh
Whether listed company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	<u>Cameo Corporate Services Limited</u> "Subramanian Building", V Floor, Building no.1, Club House Road, Chennai-600002.

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:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service [NIC Code-2008]	% to total turnover of the company
1.	Financial Advisory Services	K7	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

Sr. No.	NAME AND ADDRESS OF THE COMPANY	CIN / GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
1.	Systematix Shares & Stocks (India) Limited 2 nd Floor, J. K. Somani Building, British Hotel Lane, Fort, Mumbai – 400001	U65993MH1995PLC268414	Subsidiary	100	2(87)
2.	Systematix Fincorp India Limited 126, 1 st Floor, 126, Shopping Centre, Kota - 324007, Rajasthan	U67120RJ1995PLC010601	Subsidiary	100	2(87)
3.	Systematix Finvest Private Limited J. K. Somani Building, 2 nd Floor, British Hotel Lane, Fort, Mumbai – 400001.	U65990MH1995PTC088488	Subsidiary	100	2(87)
4.	Systematix Commodities Services Private Limited 2 nd Floor, J. K. Somani Building, British Hotel Lane, Fort, Mumbai – 400001.	U01119MH1994PTC266348	Subsidiary	100	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**i) Category-wise Share Holding**

Category of Shareholders	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	537951	-	537951	4.0994	537951	-	537951	4.1443	0.0449
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	4903804	-	4903804	37.3693	5483862	-	5483862	42.2477	4.8784
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1):	5441755	-	5441755	41.4687	6021813	-	6021813	46.3920	4.9234
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2):	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoters (A) = (A)(1)+(A)(2)	5441755	-	5441755	41.4687	6021813	-	6021813	46.3920	4.9234
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify) Foreign Portfolio Investor (Corporate) Category II	1061621	-	1061621	8.0900	1061621	-	1061621	8.1787	0.0886
Sub-Total (B)(1):	1061621	-	1061621	8.0900	1061621	-	1061621	8.1787	0.0886

(2) Non-Institutions									
a) Bodies Corporate	4759054	13400	4772454	36.3683	4646344	13400	4659744	35.8987	-0.4696
i) Indian									
ii) Overseas									
b) Individuals	423922	634510	1058432	8.0657	451661	490510	942171	7.2584	-0.8072
i) Individual Shareholders holding nominal share capital upto ₹ 1 lakh									
ii) Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	124868	70000	194868	1.4849	130068	70000	200068	1.5413	0.0563
c) Others (specify)									
i) NRI / OCBs	1600	-	1600	0.0121	1600	-	1600	0.0123	0.0001
ii) Clearing Members / Clearing House	499383	-	499383	3.8055	-	-	-	-	-3.8055
iii) Hindu Undivided Families	92445	-	92445	0.7044	93241	-	93241	0.7183	0.0138
Sub-Total (B)(2):	5901272	717910	6619182	50.4412	5322914	573910	5896824	45.4291	-5.0121
Total Public Shareholding (B)=(B)(1)+ (B)(2)	6962893	717910	7680803	58.5313	6384535	573910	6958445	53.6079	-4.9234
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	12404648	717910	13122558	100.00	12406348	573910	12980258	100.00	0.0000

(ii) Shareholding of Promoters :

Sr No	Shareholder's 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	Superstar Exports Pvt. Ltd	4903804	37.3693	-	5483862	42.2477	-	4.8784
2	Radhey Shyam Khandelwal	322437	2.4571	-	322437	2.4840	-	-
3	Chandra Prakash Khandelwal	138215	1.0532	-	138215	1.0648	-	-
4	Anju Khandelwal	50803	0.3871	-	50803	0.3913	-	-
5	Nikhil Khandelwal	20000	0.1524	-	20000	0.1540	-	-
6	Chandra Prakash Khandelwal HUF	6496	0.0495	-	6496	0.0500	-	-
	Total	5441755	41.4686	-	6021813	46.3918	-	4.8784

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

	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
a. Superstar Exports Private Limited				
At the beginning of the year	4903804	37.3693	4903804	37.3693
Purchased on 07.10.2016	580058	4.8784	5483862	42.2477
At the end of the year	5483862	42.2477	5483862	42.2477

There is no change in the shareholding of the other promoters except Superstar Exports Private Limited

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

Sr. No	Name of Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the company
1	Satyamitra Stock Consultants Pvt. Ltd.	1345116	10.2504	1345116	10.3627
		9508	0.0724	9508	0.0732
		No changes during the year		1345116	10.3627
				9508	0.0732
2	Chiraayush Stock Consultants Pvt. Ltd.	1138186	8.6735	1138186	8.7685
		5783	0.0440	5783	0.0445
		No changes during the year		1345116	10.3627
				9508	0.0732
3	Shri Ram Stockmart Pvt. Ltd.	985000	7.5061	985000	7.5884
		672	0.0051	672	0.0051
		No changes during the year		985000	7.5884
				672	0.0051
4	Systematix Shares and Stocks (India) Limited (held on behalf of client)	499378	3.8055	499378	3.8055
	Sale on 08.04.2016	-499378	3.8055	0	0
	Shareholding at the end	0	0	0	0
5	APMS Investment Fund Ltd	593621	4.5236	593621	4.5732
		No changes during the year		593621	4.5732
6	Kanishkdeep Stock Consultants Pvt. Ltd.	580058	4.4203	580058	4.4203
	Sale on 07.10.2016	580058	4.4203	0	0
	Shareholding at the end	0	0	0	0
7	Findeal Investments Pvt. Ltd.	470585	3.5860	470585	3.6253
		No changes during the year		470585	3.6253
8	Lotus Global Investments Ltd	468000	3.5663	468000	3.6054
		No changes during the year		468000	3.6054
9	Bay Capital Advisors Private Limited	134980	1.0286	134980	1.0398
		No changes during the year		134980	1.0398
10	Govind Agrawal	58200	0.4435	58200	0.4483
		No changes during the year		58200	0.4483

11	Excel Money Management Services Pvt Ltd	0	0	0	0
	Purchase 08.04.2016	499378	3.8472	499378	3.8472
	Shareholding at the end	499378	3.8472	499378	3.8472
12	Kamlesh I Jain Kamleshji	40000	0.3048	40000	0.3048
	Purchase 17.03.2017	5200	0.0400	45200	0.3482
	Shareholding at the end	45200	0.3482	45200	0.3482

v) Shareholding of Directors and Key Managerial Personnel :

	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. Mr. Chandra Prakash Khandelwal				
At the beginning of the year	138215	1.0532	138215	1.0532
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	No Change during the Year		No Change during the Year	
At the End of the year	138215	1.0532	138215	1.0648
2. Mrs. Anju Khandelwal				
At the beginning of the year	50803	0.3871	50803	0.3871
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	No Change during the Year		No Change during the Year	
At the End of the year	50803	0.3871	50803	0.3913
3. Mr. Mahesh Solanki				
At the beginning of the year	Nil	Nil	Nil	Nil
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	No Change during the Year		No Change during the Year	
At the End of the year	Nil	Nil	Nil	Nil
4. Mr. Shriram Surajmal Khandelwal				
At the beginning of the year	Nil	Nil	Nil	Nil
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	No Change during the Year		No Change during the Year	
At the End of the year	Nil	Nil	Nil	Nil
5. Mr. Sanjay Khandelwal				
At the beginning of the year	Nil	Nil	Nil	Nil
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	No Change during the Year		No Change during the Year	
At the End of the year	Nil	Nil	Nil	Nil
6. Mr. Pradeep Gotecha (CFO & Director till 07.02.2017)				
At the beginning of the year	Nil	Nil	Nil	Nil
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	No Change during the Year		No Change during the Year	
At the End of the year	Nil	Nil	Nil	Nil

7. Mr. Shree Prakash Mundhra (CFO – w.e.f. 14.02.2017)			
At the beginning of the year	Nil	Nil	Nil
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	No Change during the Year		No Change during the Year
At the End of the year	Nil	Nil	Nil
8. Ms. Vrunda Dhanesha (CS)			
At the beginning of the year	Nil	Nil	Nil
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	No Change during the Year		No Change during the Year
At the End of the year	Nil	Nil	Nil

V. INDEBTEDNESS :

Indebtedness of the Company including interest Outstanding/accrued but not due for payment

(₹ in Lakh)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	222.44	-	222.44
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	222.44	-	222.44
Change in Indebtedness during the financial year				
Addition	-	106.40	-	106.40
Reduction	-	202.50	-	202.50
Net Change	-	(96.10)	-	(96.10)
Indebtedness at the end of the financial year				
i) Principal Amount	-	126.34	-	126.34
ii) Interest due but not paid	-	10.89	-	10.89
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	137.23	-	137.23

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :**A Remuneration to Managing Director, Whole-time Directors and/or Manager :**

(₹ in Lakh)

Sl. No.	Particulars of Remuneration	Mr. Chandra Prakash Khandelwal (MD)	Total Amount
	Gross Salary		
1	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	18.00	18.00
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-
2	Stock Options	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- others, specify....	-	-
5	Others, please specify	-	-
	Total (A)	18.00	18.00
	Ceiling as per the Act	60.00	

B. Remuneration to other directors:

1. Independent Director

Sl. No	Particulars of Remuneration	Mr. Mahesh Solanki	Mr. Shriram Surajmal Khandelwal	Mr. Sanjay Khandelwal	Total Amount
1	Fee for attending board / committee meetings	0.85	1.28	1.20	3.33
2	Commission	-	-	-	-
3	- Others, please Specify	-	-	-	-
	Total (B)(1)	0.85	1.28	1.20	3.33
	Ceiling as per the Act	₹ 1.00 Lakh per meeting			

2. Other Non-Executive Director

Sl. No	Particulars of Remuneration	Mrs. Anju Khandelwal	Total Amount
1	Fee for attending board / committee meetings	0.67	0.67
2	Commission	-	-
3	- Others, please Specify	-	-
	Total (B)(2)	0.67	0.67
	Ceiling as per the Act	₹ 1.00 lakh per meeting	
	Total (B)= (B)(1)+ (B)(2)		4.00

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1.	Gross Salary	4.71	9.87	14.58
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	-	-	-
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Options	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify....	-	-	-
5	Others, please specify	-	-	-
	Total (C)	4.71	9.87	14.58

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		
Punishment					
Compounding					
B. Directors					
Penalty			NONE		
Punishment					
Compounding					
C. Other Officers In Default					
Penalty			NONE		
Punishment					
Compounding					

NOMINATION AND REMUNERATION POLICY (u/s 178)**Introduction :**

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the listing regulations as amended from time to time, this policy on nomination and remuneration of Directors, Key Managerial Personnel and other employees has been formulated by the Committee and approved by the Board of Directors.

The objective and purpose of this policy are :

To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Key Managerial positions and to determine their remuneration.

To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the finance industry.

To carry out evaluation of the performance of Directors, as well as Key Managerial and others Personnel.

To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.

To retain, motivate and promote talent and also to ensure long term sustainability of talented managerial persons to create competitive advantage.

Note: The Nomination & Remuneration Policy is displayed on the website of the Company at www.systematixgroup.in

Annexure-V

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2016-17, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2016-17 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No	Name of Director/ KMP and Designation	Remuneration of Director/ KMP for financial year 2016-17 (₹ in Lakh)	% increase in Remuneration in the Financial Year 2016-17	Ratio of remuneration of each Director/ to median remuneration of employees
1	Mr. Chandra Prakash Khandelwal, Chairman & Managing Director	18	NIL	9.52
2	Mr. Pradeep Gotecha CFO & Director	7.73	*	N.A.
3	Mr. Shree Prakash Mundhra, CFO	2.14	**	N.A.
4	Ms. Vrunda Dhanesha Company Secretary	4.71	***	N.A.

* Details not given as Mr. Pradeep Gotecha was Chief Financial Officer only for the part of financial year 2016-17

**Details not given as Mr. Shree Prakash Mundhra was appointed as Chief Financial Officer w.e.f. 14.02.2017.

*** Details are not given as Ms. Vrunda Dhanesha was Company Secretary for the part of financial year 2015-16.

Note: No Director other than Managing Director received any remuneration other than sitting fees for the financial year 2016-2017.

- (ii) The median remuneration of employees of the company during the financial year was ₹ 1.89 Lakh.
- (iii) In the financial year 2016-2017, there was a decrease of 86.96% in the median remuneration of employees.
- (iv) There were 3 permanent employees on the roll of the Company as on March 31, 2017.

(v) The average percentage increase in managerial remuneration was NIL.

(vi) affirmation that the remuneration is as per the remuneration policy of the company:

It is hereby affirmed that the remuneration paid is as per the remuneration policy of the Company.

MD & CFO Certification

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Systematix Corporate Services Limited ("the Company") to the best of our knowledge and belief certify that:

- a. We have reviewed financial statements and the cash flow statement for the financial year ended 31st March, 2017 and that to the best of our knowledge and belief, we state that:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
 - ii. 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.
- b. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c. We hereby declare that all the members of the Board of Directors and Senior Management and Executive Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
- d. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- e. We have indicated, based in our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:
 - i. significant changes, if any, in internal control over financial reporting during the year;
 - ii. significant changes, if any, in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over the financial reporting.

**For and on behalf of the Board of Directors
Systematix Corporate Services Limited**

Sd/-
Chandra Prakash Khandelwal
Managing Director
DIN: 00016373

sd/-
Shree Prakash Mundhra
CFO

Place: Mumbai
Date: 10.08.2017

CORPORATE GOVERNANCE REPORT

The Directors present the Corporate Governance report of the company for the year ended 31st March, 2017.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance broadly refers to a set of rules and practices designed to govern the behavior of corporate enterprises. The Company's philosophy on Corporate Governance envisages integrity, accountability, responsibility and transparency in the conduct of the Company's business and its affairs vis-à-vis its employees, shareholders, bankers, lenders, government, suppliers, clients etc. and accordingly lays great emphasis on regulatory compliances. The Company firmly believes that Corporate Governance is a powerful tool to sub serve the long term growth of the Company and continues to give high priority to the principles and practices of good Corporate Governance and has accordingly benchmarked its practices with the existing guidelines of corporate governance as laid down in chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the listing agreement entered by the Company with BSE.

Governance Structure:

Systematix Corporate Services Limited, the company's Governance structure broadly comprises the Board of Directors and the Committees of the Board at the apex level and the Management structure at the operational level. This layered structure brings about a harmonious blend in governance as the Board sets the overall corporate objectives and gives direction and freedom to the Management to achieve these corporate objectives within a given framework, thereby bringing about an enabling environment for value creation through sustainable profitable growth.

The Company ensures timely disclosures and sharing of accurate information about financials and performance as well as leadership and governance of the Company.

The Corporate Governance philosophy of the Company rests on five basic tenets viz., Board's accountability, value creation, strategic guidance, transparency and equitable treatment to all stakeholders.

2. BOARD OF DIRECTORS (BOARD):

(a) Composition:

The Company has an optimum combination of Executive, Non-Executive and Independent Directors, in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to maintain the independence of the Board and to separate the Board functions of governance and management.

As on 31st March, 2017, the Board consists of 5 (Five) Directors, 3 (Three) of whom are Non-Executive Independent Directors. All members of the Board are persons with considerable experience and expertise in the Industry.

The Executive Director provides leadership to the Board and to the Management in strategizing and realizing business objectives and is supported by Independent Directors. The Independent Directors contribute by giving their valuable guidance and inputs with their independent judgment on the overall business strategies and performance.

None of the Directors on the Board is a Member of more than ten (10) Committees and Chairman of more than five (5) Committees (as specified in Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015), across all the companies in which he/she is a Director. The necessary disclosures regarding committee positions have been made by all the Directors.

The Composition and the category of Directors on the Board of the Company as at 31st March, 2017 were as under:

Category	Name of Directors
Executive Chairman and Managing Director	Mr. Chandra Prakash Khandelwal
Non-Executive Director	Mrs. Anju Khandelwal
Independent Non-Executive Directors	Mr. Mahesh Solanki Mr. Shriram Surajmal Khandelwal Mr. Sanjay Khandelwal

(b) Number of Board Meetings:

The Board meets at least once in each quarter, inter-alia to review the quarterly results and other matters. In addition, the Board also meets whenever necessary. The Board periodically reviews compliance reports of all laws applicable to the Company. Steps are taken by the Company to rectify instances of non-compliances, if any.

Independent Directors held a separate meeting in compliance with the requirements of Schedule IV of the Companies Act, 2013 and Clause 25 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Board Meeting held during the year.

Board Meetings held during the Year	Total Strength of the Board	No. of Directors Present
30 th May, 2016	6	6
11 th August, 2016	6	6
09 th September, 2016	6	4
11 th November, 2016	6	5
14 th February, 2017	5	5
31 st March, 2017	5	3

(c) Changes in Board Composition:

During the financial year, Mr. Pradeep Gotecha has resigned from the post of Directorship and Chief Financial Officer with effect from 07th February, 2017 and Mr. Shree Prakash Mundhra has been appointed as a Chief Financial Officer of the company with effect from 14th February, 2017.

(d) Director's Attendance Record and Directorships:

Details of Directors attended the Board Meetings during financial year 2016-17 along with their directorships in other Companies are as follows:

Name of Director	Category of Directorship	No. of Board meetings attended	Attended the last AGM	Number of directorships in other Companies	No. of Committee positions held in other Public Limited Companies	
					Chairman	Member
Mr. Chandra Prakash Khandelwal	Executive Chairman & Managing Director	6	Yes	18	2	0

Mrs. Anju Khandelwal	Non-Executive Director	6	Yes	15	0	0
Mr. Mahesh Solanki	Non-Executive Independent Director	3	Yes	0	0	0
Mr. Shriram Surajmal Khandelwal	Non-Executive Independent Director	6	No	5	0	0
Mr. Sanjay Khandelwal	Non-Executive Independent Director	4	No	4	0	2
*Mr. Pradeep Gotecha	Executive Director	4	No	1	0	0

* Mr. Pradeep Gotecha resigned on 07th February, 2017

The number of directorships and the positions held on Board Committees by the directors are in conformity with the limits on the number of Directorships and Board Committee positions as laid down in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on 31st March, 2017.

Certificates have also been obtained from Independent Directors confirming their position as Independent Directors on the Board of the Company in accordance with Section 149 of the Companies Act, 2013, read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(e) Independent Directors:

All the Independent Directors of the Company have been appointed as per the provisions of the Companies Act, 2013 and the Rules made thereunder and meet the requirement of Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms and conditions of their appointment and the familiarization programme for Independent Directors are disclosed on the Company's website at www.systematixgroup.in

(f) Familiarization Programme for Independent Directors:

The Board members are also provided with the Memorandum and Articles of Association, Annual Reports, policies adopted and displayed at the website of the Company alongwith Code of Conduct.

Independent Directors have the freedom to interact with the Company's management. They are given all the documents sought by them for enabling a good understanding of the Company, its various operations and the industry segments of which it is a part.

The Company has periodically conducted the familiarization programmes for all its directors including independent Directors and the same is being displayed on the website of the company at www.systematixgroup.in

(g) Board Diversity:

Your Company has over the years been fortunate to have eminent persons from diverse fields as Directors on its Board. Pursuant to SEBI Regulations, the Nomination & Remuneration Committee has formalized a policy on Board Diversity to ensure diversity of experience, knowledge, perspective, background, gender, age and culture. The policy is posted on the

Company's website of the Company i.e. www.systematixgroup.in

(h) **Code of Conduct:**

The Company has adopted Code of Conduct for the Board Members and Senior Management of the Company which is applicable to the Board of Directors including Independent Directors and Senior Management Personnel as defined in the Code. The Code requires Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the website of the Company at www.systematixgroup.in

All Board members and senior management have confirmed compliance with the Code for the year ended 31st March, 2017.

Code of Conduct for Insider Trading:

The Company has adopted a Code of Conduct for Prevention of Insider Trading, 2015 in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time.

The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations. The Code is displayed on the website of the Company at www.systematixgroup.in

(i) **Remuneration of Directors:**

All Executive Director(s) receive salary, allowances and perquisites while Non-Executive Independent Directors receive sitting fees for attending Board and Committee meetings. Payment of remuneration to the Executive Director is governed by a resolution approved by the shareholders of the Company.

The Remuneration (including perquisites and benefits) paid to the Executive & Non – Executive Director during the period ended 31st March, 2017, is as follows:

(₹ in Lakh)

Name of Directors	Sitting Fees (in ₹)	Salaries & Perquisites (in ₹)	Total (in ₹)
Mr. Chandra Prakash Khandelwal	-	18.00	18.00
Mrs. Anju Khandelwal	0.67	-	0.67
Mr. Mahesh Solanki	0.85	-	0.85
Mr. Shriram Surajmal Khandelwal	1.28	-	1.28
Mr. Sanjay Khandelwal	1.20	-	1.20
*Mr. Pradeep Gotecha	-	7.73	7.73

* Mr. Pradeep Gotecha resigned on 07th February, 2017

Relationships, if any, between Directors interse:

Mrs. Anju Khandelwal, director of the company is a spouse of Mr. Chandra Prakash Khandelwal.

Number of Shares and convertible securities held by non- executive Directors:

Mrs. Anju Khandelwal, Non-Executive Non-independent Director of the Company is holding 50,803 equity shares in the amounting to 0.3871%.

3. BOARD COMMITTEES:

In compliance with the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable laws, the Board constituted the following committees:

(a) Audit Committee (b) Stakeholders Relationship Committee (c) Nomination & Remuneration Committee.

The Board determines the constitution of the committees and the terms of reference for committee members, including their roles and responsibilities.

(a) Audit Committee

The Audit Committee comprises of three (3) Directors Comprising of all Non-Executive Independent Directors as members.

All the members are financially literate and have accounting / related financial management expertise.

The Audit Committee functions according to the roles and responsibilities as mentioned under Companies Act, 2013 and as the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that defines its composition, authority, responsibilities and reporting functions. The terms of reference of the Audit Committee, inter alia, includes the following function:

Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
 Recommendation for appointment, re-appointment, terms of appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
 Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
 Reviewing with the management, the annual financial statements and Auditor's Report thereon before submission to the Board of Directors for approval, with particular reference to:

- Matters required to be included in the director's responsibility statement to be included in the Board of Directors' report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
- Changes, if any, in accounting policies and practices and reasons for the same;
- Major accounting entries involving estimates based on the exercise of judgment by management;
- Significant adjustments made in the financial statements arising out of audit findings;
- Compliance with listing and other legal requirements relating to financial statements;
- Disclosure of any related party transactions;
- Modified opinion(s) in the draft audit report;

Reviewing with the management the quarterly financial statements before submission to the Board of Directors for approval;

Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;

- Approval or any subsequent modification of transactions of the listed entity with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board of Directors;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as have post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in payments to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the whistle blowing mechanism;
- Approval of appointment of the chief financial officer after assessing, the qualifications, experience and background, etc of the candidate;
- To review the financial statements, in particular the investment made by unlisted subsidiary company;
- Carrying out other functions as may be specifically referred to the Committee by the Board of Directors;
- To review the following;
- Management discussion and analysis of financial condition and results of operations
 - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management
 - Management letters / letters of internal control weaknesses issued by the statutory auditors
 - Internal audit reports relating to internal control weaknesses and
 - The appointment, removal and terms of remuneration of the Internal auditors
 - Statement of deviations:
 - (a) Quarterly statements of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1)
 - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus / notice in terms of regulation 32(7).

The Audit Committee also advises the Management on the areas where internal control system can be improved.

Meetings of the Committee:

4 (four) meetings of the Audit Committee were held during the Financial year, i.e. on 30th May, 2016, 11th August, 2016, 11th November, 2016 and 14th February, 2017. Necessary quorum was present at all the meetings.

The details of committee meetings attended by the committee members are given below:

Sr. No.	Name of Committee Members	Category	No. of Committee Meetings attended
1	Mr. Mahesh Solanki	Non- Executive Independent Director	3
2	Mr. Shriram Surajmal Khandelwal	Non- Executive Independent Director	4
3	Mr. Sanjay Khandelwal	Non- Executive Independent Director	4

Note: Mr. Mahesh Solanki, Chairman of the Audit Committee, was present at the previous Annual General Meeting held on 30th September, 2016.

The meetings of the Audit Committee are usually attended by the Chief Financial Officer, the Company Secretary and Statutory Auditors. The Business Operation Heads are invited to the Meetings, as and when required. The Company Secretary acts as the secretary to the Committee.

(b) Stakeholders Relationship Committee

The Stakeholders Relationship Committee (SRC) comprises of three (3) Directors Comprising of one (1) Non-Executive Non-Independent Director and Two (2) Non-Executive Independent Director, The SRC's composition and terms of reference meet with the requirements of Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of the Companies Act, 2013.

Terms of reference

The terms of reference / powers of the Stakeholders Relationship Committee are as under:

To look into the redressal of grievances of shareholders and other security holders, including complaints related to transfer of shares, non-receipt of annual report, non-receipt of declared dividends;

To oversee the performance of the Registrars & Transfer Agents of the Company;

To monitor the implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading in pursuance of the SEBI (Prohibition of Insider Trading) Regulations, 2015;

To carry out such other functions as may be directed by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable; and

To perform such other functions as may be necessary or appropriate for the performance of its duties.

Meetings of the Committee:

4 (four) meetings of the Stakeholders Relationship Committee were held during the year ended 31st March, 2017, i.e. on 30th May, 2016, 11th August, 2016, 11th November, 2016 and 14th February, 2017. Necessary quorum was present at all the meetings.

The details of committee meetings attended by the committee members are given below:

Sr. No.	Name of Committee Members	Category	No. of Committee Meetings attended
1	Mrs. Anju Khandelwal	Non- Executive Independent Director	4
2	Mr. Mahesh Solanki	Non- Executive Independent Director	3
3	Mr. Sanjay Khandelwal	Non- Executive Independent Director	4

Note: Mrs. Anju Khandelwal, Chairperson of the Stakeholders Relationship Committee, was present at the previous Annual General Meeting held on 30th September, 2016.

No queries/ complaints were received by the Company from shareholders. There were no pending letters/ complaints. The status of Shareholders' complaints received upto 31st March, 2017 is as stated below:

No. of Complaints received during the period ended 31 st March, 2017	-
No. of Complaints resolved as on 31 st March, 2017	-
No of Complaints pending as on 31 st March, 2017	-
No. of Pending share transfers as on 31 st March, 2017	-

Name, Designation and Address of the Compliance Officer:

Ms. Vrunda Dhanesha

Company Secretary & Compliance Officer

Systematix Corporate Services Limited

"The Capital", A' Wing, 6th Floor, No. 603-606,

Plot No. C-70, 'G' Block, Bandra-Kurla Complex,
Bandra (East), Mumbai – 400 051

Tel No.: +91-22-3029 8000/ 66198000; Fax No.: +91-22-3029 8029/ 6619 8029

E-mail: secretarial@systematixgroup.in

Web: www.systematixgroup.in

(c) Nomination & Remuneration Committee:

Nomination and Remuneration Committee comprises of Three (3) Non-Executive Independent Directors as members.

The Committee's composition and terms of reference are in compliance with the provisions of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The roles and responsibilities of the Nomination and Remuneration Committee, inter alia, includes the following function:

Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.

Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

Formulation of criteria for evaluation of Independent Directors, the Board and every director's performance.

Evaluation of the performance of every director whether to extend or continue the term of appointment of independent director on the basis of the report of performance evaluation of independent directors.

Devising a policy on Board diversity.

1 (One) meeting of the Nomination and Remuneration Committee was held during the year ended 31stMarch, 2017, i.e. on 14th February, 2017. Necessary quorum was present at the meeting.

The details of committee meetings attended by the committee members are given below:

Sr. No.	Name of Committee Members	Category	No. of Committee Meetings attended
1	Mr. Mahesh Solanki	Non-Executive Independent Director	1
2	Mr. Shriram Surajmal Khandelwal	Non- Executive Independent Director	1
3	Mr. Sanjay Khandelwal	Non- Executive Independent Director	1

Remuneration policy:

The Committee has formulated a policy on Nomination and Remuneration of Director, Key Managerial Personnel and Senior Management which is attached as Annexure IV to the Directors Report and has been published on the website of the Company at www.systematixgroup.in

Remuneration to non-executive directors:

The Non-Executive Directors are paid remuneration by way of sitting fees of Rs. 25,000/- for each meeting attended by them. The Non-Executive Independent Directors do not have any material pecuniary relationship or transaction with the Company. There is no fixed component and performance linked incentives to any of Directors and the Company has not entered into service contracts.

The remuneration of the Managing Director and Executive Directors are decided by the Nomination and Remuneration Committee based on the Company's performance vis-à-vis the industry performance/track record of the Managing Director and Executive Directors and same is reported to the Board of Directors. The Company pays remuneration by way of salary to its Managing Director. Increment(s) are decided by the Nomination and Remuneration Committee within the overall limits approved by the Members.

Performance Evaluation Criteria of Independent Directors:

- Understanding of nature and role of independent directors' position;
- Active engagement with the Management and attentiveness to progress of decisions taken;
- Driving any function or identified initiative based on domain knowledge and experience;
- Proactive, strategic and lateral thinking.

Declaration

I hereby confirm that the Company has obtained from all the members of the Board and senior management personnel, affirmation that they have complied with the Code of Conduct for directors and senior managerial personnel in respect of the financial year ended 31st March, 2017.

Sd/-
Chandra Prakash Khandelwal
 Chairman & Managing Director
 DIN: 00016373

Date: 30.05.2017
 Place: Mumbai

4. DISCLOSURES :

4.1 Related Party Transaction :

The Register of Contracts containing the transactions in which Directors are interested is placed before the Board regularly for its approval. There are no materially significant related party transactions which have potential conflict with the interest of the Company at large. Declarations have been received from the senior management personnel to this effect.

The Policy for Related Party Transactions is displayed on the website of the Company at www.systematixgroup.in

4.2 Statutory Compliance, Penalties and Strictures :

There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years and no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority, on any matter related to capital markets, during the last three years.

4.3 Disclosure of Accounting Treatment :

The financial statements are prepared on accrual basis of accounting and in accordance with the Indian GAAP, provisions of the Companies Act, 2013, and comply in material aspects with the Accounting Standards notified under the Act read with rules prescribed there under red with rules.

4.4 Whistle Blower Policy :

The Whistle Blower Policy encourages Directors and employees to bring to the Company's attention, instances of unethical behavior, actual or suspected incidents of fraud or violation of the Code of Conduct that could adversely impact the Company's operations, business performance and / or reputation. The Company investigates such incidents, when reported, in an impartial manner and takes appropriate action to ensure that the requisite standards of professional and ethical conduct are always upheld. It is the Company's Policy to ensure that no employee is victimized or harassed for bringing such incidents to the attention of the Company. The practice of the Whistle Blower Policy is overseen by the Audit Committee of the Board.

4.5 CEO / CFO Certification :

The Chairman and Managing Director and Chief Financial Officer of the Company gives annual certification on financial reporting and internal controls to the Board in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Chairman and Managing Director and Chief Financial Officer also gives quarterly certification on financial results while placing the financial results before the Board in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and listing Agreement with BSE Limited.

4.6 Details of Material Subsidiary

The Policy for Determining 'Material' Subsidiaries is displayed on the website of the Company at www.systematixgroup.in

5. INSIDER TRADING POLICY

The Company has implemented an Insider Trading Policy to comply with the relevant Insider Trading Regulations. In accordance with the policy, the Company has well explained the applicability of the code and important concepts.

An insider shall formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

The Company is strictly monitoring its Insider Trading Policy.

6. COMPLIANCE WITH OTHER MANDATORY REQUIREMENTS

6.1 Management Discussion and Analysis Report

A Management Discussion and Analysis Report forms part of the Annual Report and includes discussions on various matters specified under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

7. COMPLIANCE WITH NON-MANDATORY REQUIREMENTS:

7.1 Means of Communication

Quarterly results

The quarterly financial results of the Company are published in the newspapers, namely Free Press Journal and Choutha Sansar. At the same time, the results are also displayed on the website of the Company at www.systematixgroup.in

The Company has created an exclusive e-mail id secretarial@systematixgroup.in for the investors. The investors can directly send their grievances to the Compliance Officer.

Website

The Company's website www.systematixgroup.in contains dedicated section INVESTOR RELATIONS where shareholders' information is available. The Annual Report of the Company is also available on the website in a user friendly and downloadable form.

Annual Report

Annual Report containing, inter alia, Audited Annual Accounts, Consolidated Financial Statements, Directors' Report and Auditor's Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MDA) Report forms part of the Annual Report and is displayed on the Company's website www.systematixgroup.in

BSE Corporate Compliance & Listing Centre (the 'Listing Centre')

BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed electronically on the Listing Centre.

SEBI Complaints Redress System (SCORES)

The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

Designated Exclusive email-id

The Company has designated the following email-ids exclusively for investor servicing.

- For queries on Annual Report – secretarial@systematixgroup.in
- For queries in respect of equity shares of the Company: secretarial@systematixgroup.in

7.2 Auditor's Certificate on Corporate Governance

In terms of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Statutory Auditors' Certificate that the Company has complied with the conditions of Corporate Governance is annexed to the Report of the Directors & Management Discussion and Analysis. This Certificate will be forwarded to the Stock Exchanges alongwith the Annual Report of the Company.

7.3 Review of Governance practices

We have in this report attempted to present the governance practices and principles being followed at Systematix Corporate Services Limited as evolved over the years, and as best suited to the needs of our business and stakeholders.

Our disclosures and governance practices are continually revisited, reviewed and revised to respond to the dynamic needs of our business and ensure that our standards are at par with the globally recognized practices of governance so as to meet the expectations of our stakeholders.

8. DETAILS ON GENERAL BODY MEETINGS

8.1 Date, Time and Venue for the last three Annual General Meetings held

Financial years	Dates	Time	Venues
2015-2016	30.09.2016	11.00 A.M	206-207, Bansi Trade Centre, 581/5, M. G. Road, Indore – 452001, Madhya Pradesh.
2014-2015	30.09.2015	11.00 A.M	206-207, Bansi Trade Centre, 581/5, M. G. Road, Indore – 452001, Madhya Pradesh.
2013-2014	30.09.2014	11.00 A.M	206-207, Bansi Trade Centre, 581/5, M. G. Road, Indore – 452001, Madhya Pradesh.

8.2 Details of the Special Resolutions passed in the previous three AGM

(a) At the AGM held on 30th September, 2016: NIL

(b) the AGM held on 30th September, 2015: NIL

(c) At the AGM held on 30th September, 2014

The following special resolution(s) were passed in the previous annual general meetings:

- Pursuant to Section 180(1) (c) of the Companies Act, 2013 to increase in the borrowing powers.
- To Create Charge on the Assets of the Company pursuant to Section 180(1) (a) of the Companies Act, 2013.
- For Re-appointment of Mr. Chandra Prakash Khandelwal, (DIN 00016373) Managing

- Director for the period of three years.
- iv. For Adoption of New set of Articles pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (statutory modification (s) or re-enactment thereof), for the time being in force.

9. GENERAL SHAREHOLDERS INFORMATION

Company Registration Details

The Company is registered in the State of Madhya Pradesh, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L91990MP1985PLC002969

Annual General Meeting Day, Date, Time & Venue	Friday, 29.09.2017 at 11.00 a.m. at the registered office of the Company at 206-207, Bansi Trade Centre, 581/5, M. G. Road, Indore – 452001, Madhya Pradesh.
Financial year	April 1 to March 31
Book Closure Date	23.09.2017 to 29.09.2017 (both days inclusive) for the purpose of Annual General Meeting.
Dividend Payment	NA
Listed on Stock Exchanges	BSE Limited (BSE) P.J. Tower, Dalal Street, Fort, Mumbai – 400 001.
Stock Code / Symbol	BSE: 526506 / SYSTMTXC
Payment of Listing Fee	The annual Listing Fees for the year 2016-2017 has been paid to the concerned Stock Exchanges.
In case securities are suspended from trading, the directors report shall explain the reason thereof	NA

Financial Calendar 2017-18 (Tentative):

Financial Reporting for the quarter ending June 30,2017	2 nd Week of August, 2017
Financial Reporting for the quarter ending September 30,2017	2 nd Week of November, 2017
Financial Reporting for the quarter ending December 31,2017	2 nd Week of February, 2018
Financial Reporting for the quarter ending March 31, 2018	4 th Week of May, 2018

Share Transfer Agents and Share Transfer System

Systematix Corporate Services Limited has appointed **Cameo Corporate Services Limited** as Registrars and Transfer Agents (RTA) to handle the physical Share Transfer related work and for Electronic connectivity as per the directives of SEBI. The Company's equity shares are traded on the BSE Ltd compulsorily in Demat mode. The Share Holders & Investors Grievances Committee meets periodically for dealing with matters concerning securities of the Company.

For transfer of shares in physical form, the Company has introduced transfer cum Demat facility to avoid unnecessary mailing of Certificates. Certificates duly transferred are returned to those, who opt to receive certificates in physical form.

There are no legal proceedings against the Company on any share transfer matter.

Stock Market Price Data:

Month	Company's Share price on BSE			BSE Sensex	
	High Price	Low Price	Volume	High	Low
April 2016	17.20	17.20	481	26,100.54	24,523.20
May 2016	17.00	16.15	8,823	26,837.20	25,057.93
June 2016	-	-	-	27,105.41	25,911.33
July 2016	16.15	16.15	16	28,240.20	27,034.14
August 2016	16.15	12.60	26,319	28,532.25	27,627.97
September 2016	13.00	9.28	1,14,767	29,077.28	27,716.78
October 2016	10.93	9.00	52,33,212	28,477.65	27,488.30
November 2016	14.20	11.47	111,394	28,029.80	25,717.93
December 2016	-	-	-	26,803.76	25,753.74
January 2017	16.50	12.31	44,080	27,980.39	26,447.06
February 2017	19.80	14.23	267,211	29,065.31	27,590.10
March 2017	18.00	12.70	2,46,148	29,824.62	28,716.21

Distribution of Shareholding as on 31st March, 2017

Shareholding of Nominal Value (₹)	No. of shareholders	% of Total	Share Amount (in ₹)	% of Total
10- 5,000	1,657	80.5933	32,07,190	2.4708
5,001 – 10,000	179	8.7062	14,39,580	1.1090
10,001 – 20,000	95	4.6206	14,41,950	1.1108
20,001 – 30,000	37	1.7996	9,47,880	0.7302
30,001 – 40,000	26	1.2645	9,31,930	0.7179
40,001 – 50,000	16	0.7782	7,48,100	0.5763
50,001 – 1,00,000	23	1.1186	15,85,090	1.2211
1,00,001 & Above	23	1.1186	11,95,00,860	92.0635
Total	2,056	100.0000	12,98,02,580	100.0000

Shareholding Pattern

Table below gives the pattern of shareholding by ownership and Share Class respectively:

a. Pattern of shareholding as on 31st March, 2017

	Category	No. of Shares held	% of Shareholding
A.	Promoters		
(1)	Indian		
a)	Individual / HUF	5,37,951	4.14
b)	Central Govt.	-	-
c)	State Govt.(s)	-	-
d)	Banks / FI	-	-
e)	Any Other		

	Bodies Corporate	54,83,862	42.25
	Sub-Total (A)(1):	60,21,813	46.39
(2)	Foreign		
a)	Individuals (NRI/ Foreign Individuals)	-	-
b)	Government	-	-
c)	Institutions	-	-
d)	Foreign Portfolio Investor	-	-
e)	Any Other	-	-
	Sub-Total (A)(2):	-	-
	Total Shareholding of Promoters (A) = (A)(1)+(A)(2)	60,21,813	46.39
B.	Public Shareholding		
(1)	Institutions		
a)	Mutual Funds / UTI	-	-
b)	Venture Capital Funds	-	-
c)	Alternate Investment Funds	-	-
d)	Foreign Venture Capital Investors	-	-
e)	Foreign Portfolio Investors	10,61,621	8.18
f)	Banks / FI	-	-
g)	Insurance Companies	-	-
h)	Provident Funds/ Pension Funds	-	-
i)	Others (specify)	-	-
	Sub-Total (B)(1):	10,61,621	8.18
(2)	Central Government/ State Government(s)/ President of India	-	-
	Sub-Total (B)(2):	-	-
(3)	Non-Institutions		
a)	Individuals	9,97,897	7.69
i)	Individual Shareholders holding nominal share capital upto ₹ 2 lakhs		
ii)	Individual Shareholders holding nominal share capital in excess of ₹ 2 lakhs	1,44,342	1.11
b)	NBFCs registered with RBI	-	-
c)	Employee Trusts	-	-
d)	Overseas Depositories (holding DRs)	-	-
e)	Others (specify)		
i)	Bodies Corporate	46,59,744	35.90
ii)	Hindu Undivided Families	93,241	0.72
iii)	NRI	1,600	0.01
	Sub-Total (B)(3):	69,58,445	53.61
	Total Public Shareholding (B)=(B)(1)+(B)(2) +(B)(3)	1,29,80,258	100.00

C.	Non Promoter-Non Public Shareholding		
(1)	Custodian/ DR Holder	-	-
(2)	Employee Benefit Trust	-	-
	Grand Total (A+B+C)	1,29,80,258	100.00

Reconciliation of Share Capital Audit :

As stipulated by SEBI, a qualified practicing Company Secretary carries out the Reconciliation of Share Capital to reconcile the total capital held with the National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The report, inter alia, confirms that the total listed and paid-up share capital of the Company is in agreement with the aggregate of the total dematerialised shares and those in physical mode.

b. Dematerialization of Shares as on 31st March, 2017

Particulars	No. of Equity Shares	% to Share Capital
NSDL	14,32,970	11.0396
CDSL	1,09,73,378	84.5390
Physical	5,73,910	4.4214
TOTAL	1,29,80,258	100.0000

Dematerialization

The ISIN of the Scrip is INE356B01016

As on 31st March, 2017, Dematerialized shares accounted for 95.58% of the total equity. The Company has appointed **CAMEO CORPORATE SERVICES LIMITED** as RTA to handle the physical Share Transfer related work and for Electronic connectivity as detailed below:

CAMEO CORPORATE SERVICES LIMITED

Subramanian Building, No.1,
Club House Road, Chennai – 600002.

Tamilnadu

Tel No.: 044 - 22846039

Fax No.: 044 – 28460129

E-mail: cameo@cameoindia.com

Web: www.cameoindia.com

Contact Person: Mr. Murali

Details of Public Funding Obtained in the Last Three Years

No capital has been raised from public in the last three years.

CORRESPONDENCE ADDRESS FOR INVESTOR

Secretarial Department,

Systematix Corporate Services Limited

"The Capital", A' Wing, 6th Floor, No. 603-606,

Plot No. C-70, 'G' Block, Bandra-Kurla Complex,

Bandra (East), Mumbai – 400 051

Tel No.: +91-22-3029 8000/66198000; Fax No.: +91-22-3029 8029/6619 8029

E-mail: secretarial@systematixgroup.in

Contact person: Ms. Vrunda Dhanesha, Company Secretary & Compliance Officer

For and on behalf of the Board of Directors

Sd/-

Chandra Prakash Khandelwal

Chairman & Managing Director

DIN: 00016373

Date: 10.08.2017

Place: Mumbai

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Systematix Corporate Services Limited,

We have examined the compliance of the Corporate Governance by Systematix Corporate Services Ltd. for the year ended 31st March, 2017 as stipulated in Schedule V of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

The compliance of the condition of the Corporate Governance is the responsibility of the management. Our examination has been limited to the review of the procedures and implementations thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement 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 the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

As required by guidance note issued by the Institute of Chartered Accountants of India, the records relating to investor grievances pending against the Company, if any, is maintained by the Registrar and Share Transfer Agent of the Company, who have certified that as at 31st March, 2017, no grievances was unattended / pending for more than 30 days.

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

For Maharaj N. R. Suresh & Co.
FRN NO: 001931S
Chartered Accountants

Place: Mumbai
Date: 10-Aug-2017

Sd/-
K.V. Srinivasan
Partner
M. No. 204368

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Overview of the Global Economy:

The shifting paradigm of global growth in favour of advanced economies is likely to uphold pressure on the emerging economies to either gather momentum or lose their share in the pie. FY17 was an eventful year both economically and politically for the world. On the political side, Brexit fears and US Presidential elections were two big events. Global trade flows rebounded and consumer and business confidence is on the way to recovery, globally. The US economy grew at 1.6% in CY2016. The European economy grew at 1.7% in CY2016 for the first time since the 2008 financial crisis.

Indian Economy:

The FY2017 saw the BJP-led NDA government take the bold step of demonetization, pulling out a large portion of India's currency out of circulation to curb black money and corruption. While the economic growth slowed down temporarily during the December quarter, the overall pace of growth over the last three years continues to remain strong, maintaining the 7% mark. We expect the passing of the Insolvency and Bankruptcy Code and various other reforms initiated to improve the consumption levels at the bottom of the pyramid, while also leveraging on some spill over effects emerging from the recovering growth of the advanced economies. FDI flows continue to remain buoyant at US\$60.1 billion and portfolio flows too have returned to \$7.6 billion in FY17 after an outflow of \$2.5 billion in FY16. On the monetary side, RBI has moved to a neutral stance from accommodative and hence chances of further rate cut remain low. The INR has benefitted from strong FDI flows.

Equity Markets FY2017:

The Nifty 50, rose 18.55% YoY in FY2017 to close at 9174 points, after declining 8.86% YoY in FY2016. The Nifty 500 rose 23.91% for the year to close at 7995 points. This rapid rise in the markets was largely an after effect of demonetisation, given the influx of flows in mutual funds, coupled with drying out of Trump expectations. Following net outflows by FIIs from Indian equities during FY2016, the year FY2017 saw strong net inflows. However, it was still lower than the levels seen during FY2013 and FY2015. DII saw net inflows for the 2nd consecutive year, although this year was subdued as compared to FY2016. The DII flows were largely led by the renewed interest in equity mutual funds by Indian households. The Assets Under Management (AUM) in the Indian mutual fund (MF) industry witnessed an exceptional growth of 42% during the fiscal. The long-term performance of India's market capitalization remains strong with its 10-year old CAGR around 13%.

Outlook for FY2018

On equity markets, believe FY2018 will be a strong year after almost two years of negative returns. Attractive equity valuations relative to bonds, stable currency, policy reforms and stabilizing global growth bodes well for equity returns this year. One may go with a base case estimate of 10-15% returns from Nifty Index in FY2018. Expect corporate earnings growth to improve from the second half of FY2018 as the headwinds of the last few years (lower commodity prices, higher banking system). A pick-up in corporate earnings growth, full transmission of lower interest rates and expanding Return on Equity (ROE) for corporate India will be the medium to long term drivers for equity markets. Though we do not expect private capex to begin in a hurry, Government capital expenditure could turn into tailwinds, while we expect value stocks to outperform growth stocks in 2017. We expect interest rates to a highly debated topic during FY2018, though we expect very little action at this point in time. Slowing economic growth and sagging corporate earnings may warrant the case for a sharp cut, but a lot will depend on impact of the impending impact of the Goods and Services Tax (GST) Act.

SYSTEMATIX OVERVIEW

Systematix Corporate Services Limited (SCSL) has come a long way since its incorporation more than two decades ago. The Company is a SEBI registered 'Category I' Merchant Banker and consists of 4 subsidiaries. Your Company's operations are organized around four broad business lines – Public

Issues/ Right issues, Debt Syndication, Private Placements and SME Listings for its prestigious corporate clients. With a knowledge centric approach and our mission to provide our customers with secure, customized and comprehensive financial solutions and thereby achieve sustained growth we have restructured ourselves through a hub-and-spoke model and have become a one stop service provider of financial services across various assets classes during the year. Through its four subsidiaries, your Company has established its presence in the Wealth Management, Institutional Broking, Commodities and Loan Syndication businesses. Systematix Corporate Services Ltd. through its associates has also set up a SEBI approved Venture Capital Fund through the trust route and Systematix Assets Management Co. Pvt. Ltd. is the advisor to the Fund. Your Company, through its subsidiaries, has facilities at around 580 locations via branches & franchisees, spread across 19 states and around 132 cities, targeting a strong client base across India.

This strategy is complemented by the following strengths:

- Diversified revenue streams with a balanced mix of revenue from various businesses
- Strong and liquid balance sheet
- Cost flexibility
- Risk Management
- People and culture

As a result, Systematix has emerged as a truly diversified Financial Super Mart with a wide selection of products and services spanning multiple asset classes and consumer segments. Now SCSL offers Equity, Commodities, Currency, IRF, SLBs, Depository Service, Online Trading, IPO and Mutual Fund Distribution, PMS, Loan against Shares apart from merchant and investment banking services to various clients. We maintain our focus on building a long term sustainable business structured around the strengths of our scalable technology platform, enhanced customer service and the introduction of applications that enhance customer experience.

SERVICES OFFERED:

Merchant Banking:

During FY2017, although the overall equity raised (including QIP) was slightly higher at ₹ 40984 cr., up by 6% as compared to the ₹ 38642 cr. raised in FY2016, there was a significant increase in equity raised via the primary market, with 106 IPOs garnering ₹ 29105 cr., up 96.5% over FY2016. FY2017 there was a fall of 63% in equity raised via Rights Issues, despite the fact that the number of issues were similar in FY17 and in FY16, at 12 and 13 respectively. The cumulative amount mobilized through the QIP route fell sharply by almost 42%, from ₹ 14588 cr. in FY2016 to ₹ 8464 cr. in FY2017. Total debt raised through public issue rose to ₹ 29328 cr. in FY2017 as against ₹ 34112 cr. in FY2016, decrease of 14%. The overall amount raised through Primary Markets (Equity plus Debt) increased by 6% during FY2017.

Merchant Banking Division comprises of a group of highly experienced professionals with diverse expertise in merchant and investment banking with special skills in assisting medium sized companies going public. We help companies to raise capital during the seed, growth and expansion phases as well as acquisition financing and structuring the deal to maximize value for all its stakeholders. The comprehensive range of services from conception to completion provided under one roof reinforces our commitment on quality assurances through total involvement. The team have more than a decade experience in the capital markets and have handled a variety of deals across several key sectors such as hospitality, automobiles, retail, engineering, media & entertainment, infrastructure, logistics, metals & mining, pharmaceuticals, power, banking & financial services, telecom & IT among others. During the year under review, the division has gone up around 697.64% to ₹ 254.45 Lakh as compared to last year of ₹ 31.90 Lakh. Our offerings are as follows:

Open Offers/ Delisting / Buy-backs
IPOs/ Rights Issues/Follow-on Public Offers
Equity / Debt placements
Valuations
ESOP Advisory
Other Corporate Advisory Services

Financing & Other Activities:

The income from financing & other activities was ₹ 2087.98 Lakh as compared to previous year ₹ 1958.52 Lakh; marginally increase by 6.61% over the preceding year.

The Company's product offerings include activities like financing against shares and margin funding.

Wealth Management:

We have built our Wealth Management offering with a passion for excellence. The Wealth Management team at Systematix works with the objective of providing our clients with a bouquet of smart investment products, each analyzed and evaluated meticulously and thereafter blended together to precisely meet your unique investment needs. We have an enviable research team that spans multiple asset classes bringing insightful research to our team of wealth managers. The proximity and connectivity of our Management with industry enables us to view in closer detail, the companies we study for investing.

Our approach is entirely client-centric, which means that the services and products will be tailored to suit your specific requirements, while we build the wealth management plan around you. We draw from our expertise spanning every aspect of wealth management to create solutions for exclusively for you. What makes us truly different is what we do after you make the investments, we constantly monitoring of your investments, fine tuning them to dynamic external scenario of today.

Distribution and marketing income comprises commission, brokerage and marketing income generated from distribution of third party products such as insurance, mutual funds, IPO and online marketing on the Company's website. A part of the income is contributed by commission and brokerage on Mutual Fund Distribution from the wealth management platform. During the year company's income from distribution and marketing was ₹ 186.31 Lakh as compared to ₹ 162.02 Lakh earnings & increased by 14.99 % from last year.

Systematix Wealth Management has a dual structure where Private Client Group offers personalized advisory services, on the other side Portfolio Management Services offers personalized asset management services.

Portfolio Management Services:

Portfolio Management Service (PMS) is a sophisticated investment vehicle that offers customized investment strategies to capitalize on opportunities in the market. Efficient Investment Management requires time, knowledge, understanding, expertise and constant monitoring of developments in micro and macro economical environment. That is difficult for investors because of involvement in its own business profession and other activities.

For those who need an expert to help to manage their investments, PMS is the right answer. An experienced Fund Manager considers your financial goals and market environment to form a right investment strategy that is best suitable for your portfolio. Given the unpredictable nature of the markets, Our Portfolio Managers work with clients to design an individual investment strategy in accordance with their objectives, risk tolerance, and liquidity needs and draw upon the best suited portfolio. In a nut shell,

based on our holistic investment approach and innovative product capabilities we offer you very active multi asset class portfolio advisory & management services with personalized attention and active participation of Systematix' management. We offer both discretionary and non-discretionary portfolio services.

Commodities & Currency Derivatives:

Commodities market has emerged as a separate asset class offering for market-savvy investors, arbitrageurs and speculators to create wealth. Today, Commodities have evolved as the next best option after stocks and bonds for diversifying the portfolio. On other hand, Currency Derivatives Trading is emerging as an avenue for market-savvy investors (individuals and corporate) in India to diversify their portfolio and manage their foreign exchange risk by hedging against exposure taken on currency loans or for exporters and importers to hedge their currency fluctuation risk or for monetary appreciation or depreciation. Systematix aims to harness the immense potential of the Commodities and Currency Derivatives market by providing you a simple yet effective interface, research and knowledge.

Research:

Research Team offers incisive, timely, objective and in-depth research across multiple asset classes. Driven by an in-depth understanding of investments and a deep sense of professional ethics and integrity, the Systematix Wealth Research team provides unbiased advice to our clients. Being present across the entire spectrum of investment services / products, such as equities, derivatives, fixed income products, currencies, mutual funds and commodities, Systematix Wealth Research subjects each security in its universe to stringent analytical rigor to arrive at the fair value. We take pride in our philosophy of offering advice which is in the best interest of our clients. Our emphasis on building long-term relationship ensures that we work closely with our clients empowering them to gain from market opportunities.

Our Research Process is structured around the objective of enabling our Wealth Management Team to create winning portfolios for our Clients across diverse assets, capable of delivering superior returns to investors as well as to prevent portfolio erosion in bad times.

The Philosophy and Goal of Systematix Wealth Research is to provide investors with a clear analysis that enables them to take a rational decision towards achieving the desired profit objectives.

OPPORTUNITIES AND THREATS

Opportunities

- Long-term economic outlook positive, will lead to opportunity for capital market services
- Growing Financial Services industry's share of wallet for disposable income.
- Regulatory reforms would aid greater participation by all class of investors
- Leveraging technology to enable best practices and processes
- Corporates looking at consolidation / acquisitions / restructuring opens out opportunities for the corporate advisory business

Threats

- Execution risk
- Short term economic slowdown impacting investor sentiments and business activities
- Slowdown in global liquidity flows
- Increased intensity of competition from local and global players
- Market trends making other assets relatively attractive as investment avenues

Strengths

Strong Brand name
 Experienced top management
 Integrated financial services provider
 Independent and insightful research
 State of art infrastructure

FINANCIAL PERFORMANCE HIGHLIGHTS

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and Generally Accepted Accounting Principles (GAAP) in India.

Table 1: Abridged Statement of Profit and Loss (₹ in Lakh) – Standalone

Particulars	FY 2016 - 2017	% of Total Income	FY 2015 - 2016	% of Total Income
Revenue				
Income from Operation	252.06	99.06	31.85	99.84
Other Income	2.39	0.94	0.05	0.16
Total	254.45	100.00	31.90	100.00
Expenditure				
Employees Cost	60.50	23.78	48.20	151.10
Finance Cost	12.10	4.75	14.47	45.36
Depreciation	19.21	7.55	24.75	77.59
Other Expenses	97.02	38.13	100.09	313.76
Total	188.83	74.21	187.51	587.81
Exceptional Items	-	-	-	-
Profit Before Tax	65.62	25.79	(155.61)	(487.81)
Tax - current & deferred	(2.85)	(1.12)	(3.08)	(9.66)
Profit after Tax	68.47	26.91	(152.53)	(478.15)
Earning per Shares (Basic)	0.52	-	(1.17)	-
Earning per Shares (Diluted)	0.52	-	(1.17)	-

The revenues of the Company for the financial year under review are ₹ 254.45 Lakh as compared to ₹31.90 Lakh for the previous year. The Profit for the year under review is ₹ 68.47 Lakh as against the loss of ₹ 152.53 Lakh in the previous year.

Table 2: Abridged Statement of Profit and Loss (₹ in Lakh) – Consolidated**(₹ in Lakh)**

Particulars	FY 2016-2017	% of Total Income	FY 2015-2016	% of Total Income
Revenue	3781.11	86.01	3150.71	89.99
Income from Operation				
Other Income	614.91	13.99	350.66	10.01
Total	4396.03	100.00	3501.37	100.00
Expenditure	955.89	21.74	939.60	26.84
Employees Cost				
Finance Cost	1261.94	28.71	1222.39	34.91
Depreciation	109.32	2.48	125.19	3.58
Other Expenses	1487.78	33.84	1270.60	36.29
Total	3814.93	86.78	3557.78	101.62
Exceptional Items	18.14	0.42	1.24	0.03
Profit Before Tax	562.96	12.81	(57.65)	(1.65)
Tax- current & deferred	167.67	3.82	32.17	0.92
Profit after Tax	395.29	8.99	(89.82)	(2.57)
Earning per Shares (Basic)	3.03	-	(0.68)	-
Earning per Shares (diluted)	3.03	-	(0.68)	-

> Performance of Subsidiaries:**Systematix Shares and Stocks (India) Limited****(₹ in Lakh)**

Particulars	FY 2016-17	FY 2015-16	Growth %
Total Revenues	2020.71	1593.49	26.81
EBIDT	336.40	163.40	105.88
PBT	225.99	36.89	512.61
PAT	142.92	22.83	526.02

Systematix Fincorp India Limited**(₹ in Lakh)**

Particulars	FY 2016-17	FY 2015-16	Growth %
Total Revenues	1371.44	1213.77	12.99
EBIDT	1065.21	873.64	21.93
PBT	274.68	28.06	878.90
PAT	179.29	18.11	890.00

Systematix Finvest Private Limited

(₹ in Lakh)

Particulars	FY 2016-17	FY 2015-16	Growth %
Total Revenues	716.54	744.75	(3.78)
EBIDT	557.97	550.11	1.43
PBT	22.10	31.22	(29.21)
PAT	12.90	21.54	(40.11)

Systematix Commodities Services Private Limited

(₹ in Lakh)

Particulars	FY 2016-17	FY 2015-16	Growth %
Total Revenues	139.38	153.47	9.18
EBIDT	(3.67)	4.87	(175.35)
PBT	(7.29)	1.79	(507.26)
PAT	(8.29)	0.23	(3704.35)

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate systems of internal control, to ensure that all assets are safeguarded and protected against loss from unauthorized use and procedures commensurate with the size and nature of business. The Company continuously upgrades its systems in line with the best availability practices. These systems are supported by periodical reviews by the management and standard policies and guidelines to ensure that financial and other records are prepared accurately.

HUMAN RESOURCES

The Company continues to lay emphasis on developing and facilitating optimum human performance. Performance management was the key word for the Company this year. Recruitment process has been strengthened to ensure higher competence levels.

CAUTIONARY STATEMENT

Certain statements in the Management Discussion and Analysis describing the Company's objectives, predictions may be "forward looking statements" within the meaning of applicable laws and regulations. Actual results may vary significantly from the forward looking statements contained in this document due to various risks and uncertainties. These risks and uncertainties include the effect of economic and political conditions in India, volatility in interest rates, new regulations and government policies that may impact the Company's business as well as its ability to implement the strategy. The Company does not undertake to update these statements.

INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF SYSTEMATIX CORPORATE SERVICES LIMITED****Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of **SYSTEMATIX CORPORATE SERVICES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2017, the Statement of Profit and Loss, and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone 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 and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 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, 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 in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 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 financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its Profit and its cash flows for the year ended on that date.

Emphasis of Matters

We draw attention to the following matters in the Notes to the financial statements. We draw attention to the following matter Note no 22 in the Notes to the financial statements:

“A massive fire broke out in the office of the Company at J K Somani Building, 2nd Floor British Hotel Lane, Fort, Mumbai - 400001 on 30/11/2016 at 21.30 hours in which the fixed assets including IT Systems, books of account maintained in the IT systems, bills, Vouchers, Statutory records like Service Tax Returns, e-TDS Returns, correspondence with SEBI and clients got destroyed. However, the books of accounts have been recovered from the mirror server maintained as a part of disaster recovery system (DRS); copies of bank statements have been obtained. Soft copies of the various statutory returns such as Service Tax returns, e-TDS Returns, and Returns to SEBI have been downloaded from the respective websites Confirmations of balances were sent to all clients subsequently. Thus the accounts have been compiled for the period up to 30/11/2016 and were subject to audit “

In accordance with Standards on auditing we applied other alternate audit procedure so as to obtain sufficient and appropriate audit evidence and found that the financial statements prepared from the books of account and other records retrieved as mentioned above are free from material misstatement enabling us to express opinion on true and fair view of the financial statements.

Report on Other Legal and Regulatory Requirements

1. 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, and the Cash Flow Statement 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 31st March, 2017 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (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 A”.
- (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 no pending litigation impacting the financial position in its financial statements .
 - (ii) the Company did not have any long-term contracts, including derivative contracts; and
 - (iii) There has not been an occasion in case of the Company during the year under report to transfer any sums to the investor Education and protection Fund. Therefore the question

of delay in transferring such sums does not arise.

- (iv) The Company has provided requisite disclosure in the financial statements as to holdings as well as dealings in specified bank Notes during the period from 8th November 2016 to 30th December 2016. Based on the Audit procedure and relying on the management representation we report that the disclosure are in accordance with books of account maintained by the company and as produced to us by the management. (Refer Note 27)

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Sub-section (11) of Section 143 of the Act, we give in the Annexure "B" a statement on the matters specified in the Paragraphs 3 and 4 of the Order, to the extent applicable.

For Maharaj N R Suresh and Co
FRN001931S
Chartered Accountants

Sd/-
K V Srinivasan
Partner
M.No: 204368

Place : Mumbai
Date : 30.05.2017

**ANNEXURE “A” to The Independent Auditor's Report of even date on the Standalone Financial Statements of Systematix Corporate Services Limited.
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 Corporate Services Limited (“the Company”) as of March 31, 2017 in conjunction with our audit of the Standalone 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 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 was 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 Auditor's 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 :

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and Directors of the company; and
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

Annexure “B” to the Independent Auditors’ Report of even date on the Standalone Financial Statements of Systematix Corporate Services Limited

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) These fixed assets have been physically verified by the Management at reasonable intervals which, in our opinion, is reasonable, having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanation received by us, as the company owns no immovable properties, the requirements on reporting whether title deeds of immovable properties held in the name of the Company not applicable.
- (ii) According to the information and explanations given to us, and having regard to the company's business reporting on clause 3(ii) of the Companies (Auditor's report) order 2016 does not arise.
- (iii) The Company has not granted any loans secured or unsecured, to Companies, Firms, LLPs or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) The Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of Investments and Guarantees provided by the company. The company has not granted loans to any company covered under Section 185
- (v) The Company has not accepted any deposits from the public
- (vi) As per the explanation and information given to us, the Company is not required to maintain cost Records pursuant to Sub-section (1) of Section 148 of the Companies Act, 2013. Accordingly the clause 3 (vi) of the order is not applicable to the company.
- (vii) According to the information and explanations given to us in respect of Statutory dues :
 - (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Income Tax, Wealth Tax, Service Tax, and other material statutory dues applicable to it. There were no undisputed amounts payable in respect of Income Tax, Wealth Tax, and Service Tax, were in arrears as at 31st March 2017 for a period of more than six months from the date they became payable.

- (b) According to the information and explanation given to us, there are no dues of Sales Tax, Income Tax, Customs Duty, Wealth Tax, Excise Duty, Service Tax and cess, which have not been deposited on account of any dispute :
- (viii) The Company has not defaulted in repayment of dues to financial institutions, banks, Government or to debenture holders.
- (ix) In our opinion and according to the information and explanations given to us, the company has not raised any money by way of initial public offer or further public offer term loans (including debt instruments) during the year.
- (x) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.
- (xi) The managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197, read with Schedule V to the Companies Act.
- (xii) The Company is not a Nidhi Company and hence clause (xii) of Paragraph 3 is not applicable to the Company.
- (xiii) All Transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013, where applicable and the details have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) The company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For Maharaj N R Suresh and Co
FRN001931S
Chartered Accountants

Sd/-
K V Srinivasan
Partner
M.No: 204368

Place : Mumbai
Date : 30.05.2017

**SYSTEMATIX CORPORATE SERVICES LTD.
BALANCE SHEET AS AT 31ST MARCH 2017**

Particulars	Note No	As at 31.03.2017 ₹	As at 31.03.2016 ₹
I. EQUITY AND LIABILITIES			
(1) Shareholders Funds			
(a) Share Capital	2	40,05,14,080	40,05,14,080
(b) Reserve & Surplus	3	22,13,68,412	21,45,21,318
(2) Non- Current Liabilities			
(a) Long Term Borrowings	4	1,37,22,893	2,22,43,702
(3) Current Liabilities			
(a) Trade Payables	5	2,54,885	3,47,969
(b) Other Current Liabilities	6	2,19,876	2,23,128
(c) Short Term Provisions	7	16,29,844	5,22,965
TOTAL		63,77,09,990	63,83,73,162
II. ASSETS			
(1) Non- Current Assets			
(a) Fixed Assets			
Tangible Assets	8	1,02,93,916	1,22,15,049
(b) Non-Current Investments	9	62,08,39,556	61,98,39,556
(c) Deferred Tax Assets (Net)	10	8,66,000	5,15,000
(d) Long-Term Loans and Advances	11	26,21,582	42,02,396
(2) Current assets			
(a) Trade Receivables	12	13,35,190	3,75,379
(b) Cash and Cash Equivalent	13	4,16,284	1,73,529
(c) Short-Term Loans and Advances	14	13,37,462	10,52,253
TOTAL		63,77,09,990	63,83,73,162

Notes on Financial Statements

1 to 28

Vide our Report of even date
For Maharaj N R Suresh and Co
FRN NO:001931S
Chartered Accountants

For & on behalf of the Board of Directors

sd/-
C P Khandelwal
Managing Director

sd/-
Shree Prakash Mundhra
CFO

sd/-
K V Srinivasan
Partner
M.No:204368

sd/-
Vrunda Dhanesha
Company Secretary

Place: Mumbai
Date: 30.05.2017

**SYSTEMATIX CORPORATE SERVICES LTD.
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2017**

Particulars	Note No	Year Ended 31.03.2017 ₹	Year Ended 31.03.2016 ₹
I. Revenue from Operations	16	2,52,05,772	31,84,743
II. Other Income	17	2,38,875	5,351
Total Revenue		<u>2,54,44,647</u>	<u>31,90,094</u>
III. EXPENSES			
Employee benefits Expenses	18	60,50,063	48,19,953
Finance Cost	19	12,10,213	14,46,798
Depreciation and Amortisation Expenses		19,21,133	24,75,520
Other Expenses	20	97,01,410	1,00,08,953
Total Expenses		<u>1,88,82,819</u>	<u>1,87,51,224</u>
IV. Profit Before Exceptional and Extraordinary Items and Tax		65,61,828	(1,55,61,130)
V. Exceptional Items		-	-
VI. Profit Before Extraordinary Items & Tax		65,61,828	(1,55,61,130)
VII. Extraordinary Items		-	-
VIII. Profit before Tax		65,61,828	(1,55,61,130)
IX. Tax Expenses			
Current Tax	21	77,000	-
Deferred Tax		(3,51,000)	(3,24,000)
Income Tax relating to Earlier Years		<u>(11,266)</u>	<u>15,582</u>
		(2,85,266)	(3,08,418)
X. Profit/(Loss) for the period from continuing operations		68,47,094	(1,52,52,712)
XI. Profit/(Loss) for the period		68,47,094	(1,52,52,712)
XII. Earnings Per Equity Share			
1) Basic		0.52	(1.17)
2) Diluted		0.52	(1.17)

Notes on Financial Statements

1 to 28

Vide our Report of even date
For Maharaj N R Suresh and Co
FRN NO:001931S
Chartered Accountants

For & on behalf of the Board of Directors

sd/-
C P Khandelwal
Managing Director

sd/-
Shree Prakash Mundhra
CFO

sd/-
K V Srinivasan
Partner
M.No:204368

sd/-
Vrunda Dhanesha
Company Secretary

Place: Mumbai
Date: 30.05.2017

(1) Notes on Accounts**I). Significant Accounting Policies****A) Basis of preparation of financial statements**

The Financial statements have been prepared on historical Cost Convention and in accordance with Generally Accepted Accounting Principles and Complying with the Applicable Accounting Standards notified under relevant provisions of the Companies Act, 2013.

B) Property, Plant and Equipment

Property, plant and equipment are tangible items that:

(a) are held for use in the production or supply of goods or services, for rental to others, or for administrative purposes; and

(b) are expected to be used during more than a period of twelve months.

Property, plant and equipment are stated at historical cost after deducting any accumulated depreciation and accumulated impairment losses.

Cost of property, plant and equipment comprises:

(a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.

(b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation on fixed assets is provided under straight line method in accordance with estimated useful lives as specified in Schedule II to the Companies Act, 2013, and reckoning the residual value at 5% of the original cost of the asset.

Intangible assets are amortized equally over the estimated useful life not exceeding five years.

C) Investments

Long Term Investments are valued at cost. Any diminution in the value of Long term Investments is charged to Statement of Profit and Loss, if such a decline is other than temporary in the opinion of the management.

Current Investments are carried at lower of cost and net realizable value.

D) Revenue and Expenditure Recognition

Revenue is recognized and expenditure is accounted for on their accrual.

Income is recognized on work completed and billed on Customers.

E) Employee Benefits

Short-term Employee benefits are charged at the undiscounted amount to Statement of Profit and Loss in the year in which related service is rendered.

Liabilities in respect of defined benefit plans are determined based on actuarial valuation made by an Independent actuary using projected Unit Credit method as at the Balance Sheet date. Actuarial gains or losses are recognized immediately in the Statement of Profit & Loss.

F) Taxes on Income

Current Tax is the amount of tax payable on the Taxable Income for the year as determined in accordance with the provisions of Income Tax Act, 1961. Deferred Tax is recognized, on timing difference being the difference between Taxable Income and accounting Income that originate in one period and are capable of reversal in one more subsequent period. Deferred Tax Assets in respect of unabsorbed depreciation and carry forward of losses are recognized only to the extent that there is virtual certainty that there will be sufficient future Taxable Income available against which such deferred tax asset can be realized.

G) Foreign Exchange Transaction

Transactions in foreign exchange are initially recognised at the rates prevailing on the dates of transactions.

All monetary assets and liabilities are restated at each Balance Sheet date using the closing rate. Resultant exchange difference is recognised as income or expenses in that period.

H) Impairment of Assets

Impairment loss if any, is provided to the extent the carrying amount of the assets exceeds their recoverable amount.

I) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made. Contingent Liabilities are disclosed, unless the possibility of any outflow in settlement is remote, in the Notes on Accounts. Contingent Assets are neither recognized nor disclosed.

SYSTEMATIX CORPORATE SERVICES LTD.

Particulars	Year Ended 31.03.2017 ₹		Year Ended 31.03.2016 ₹	
(2) Share Capital				
a) Authorized:	Per Value		Per Value	
2,00,00,000 Equity Shares (Previous Year 2,00,00,000)	10	20,00,00,000	10	20,00,00,000
3,00,00,000 Preference Shares (Previous Year 3,00,00,000)	10	30,00,00,000	10	30,00,00,000
b) Issued :				
b.1 Equity Shares				
1,31,22,558 Equity Shares (Previous year 1,31,22,558)	10	13,12,25,580	10	13,12,25,580
b.2 Preference Shares				
2 70 00 000 Non Convertible Redeemable Preference Shares (Previous Year 2 70 00 000)	10	27,00,00,000	10	27,00,00,000
c) Subscribed and fully paid up				
1 29 80 258 Equity Shares (Previous Year 1 29 80 258)	10	12,98,02,580	10	12,98,02,580
2 70 00 000 Non Convertible Redeemable Preference Shares (Previous Year 2 70 00 000)	10	27,00,00,000	10	27,00,00,000
d) Subscribed and not fully paid up				
0- Equity Shares (Previous Year 1 42 300)	10	-	10	7,11,500
		7,11,500		-
e) Share Forfeiture Account				
142300 Equity Shares @ Rs.5/- (Previous Year: Nil)				
Total		40,05,14,080		40,05,14,080
f) Calls unpaid				
By Directors				
By Others		-		-
0- Equity Shares (Previous Year 1,42,300)	5	-	5	7,11,500
g) Reconciliation of Shares outstanding at the beginning and at the end of the Year				
f.1 Equity Shares				
Shares outstanding at the beginning of the year	No	Value	No	Value
Shares outstanding at the end of the year	1,29,80,258	12,98,02,580	1,29,80,258	12,98,02,580
	1,29,80,258	12,98,02,580	1,29,80,258	12,98,02,580
f.2 Preference Shares				
i. Non Convertible Redeemable Preference Shares				
Shares outstanding at the beginning of the year	2,70,00,000	27,00,00,000	2,70,00,000	27,00,00,000
Shares outstanding at the end of the year	2,70,00,000	27,00,00,000	2,70,00,000	27,00,00,000
h) Rights, Preferences and Restrictions attached to 0 % Non-Convertible Redeemable Preference Shares (NCRPS) allotted on 30.03.2015				
(1) Redeemable at the end of the 20th year at par out of the profits available for distribution as dividends or out of proceeds of a fresh issue of shares made for the Purpose of redemption.				
i) List of Shareholders Holding more than 5% Equity Shares				
Name of Shareholders	Number of Share	Percentage Holding	Number of Shares	Percentage Holding
Superstar Exports Private Limited	54,83,862	42.25%	49,03,804	37.37%
Satyamitra Stock Consultants Pvt Ltd	13,54,624	10.43%	13,54,624	10.32%
Chiraayush Stock Consultants Pvt Ltd	11,43,969	8.81%	11,43,969	8.72%
Shriram Stockmart Pvt Ltd	9,85,672	7.59%	9,85,672	7.51%
Preference Shares				
Superstar Exports Private Limited	2,70,00,000	100%	2,70,00,000	100%
j) 2 70 00 000 Preference Shares of face value of Rs 10/- each were allotted on 30.03.2015 for consideration other than cash being conversion of unsecured loan from M/S Superstar Exports Private Limited				

SYSTEMATIX CORPORATE SERVICES LTD.

Particulars	Year Ended 31.03.2017 ₹	Year Ended 31.03.2016 ₹
3) Reserve & Surplus		
a) Capital Reserve	2,28,63,600	2,28,63,600
b) Securities Premium Reserve	18,65,01,920	18,65,01,920
c) General Reserve		
Opening Balance	44,46,757	44,46,757
d) Surplus ie balance in Statement of Profit & Loss		
Opening Balance	7,09,041	1,59,61,753
Add: Profit /(Loss) for the year	68,47,094	(1,52,52,712)
Closing Balance	<u>75,56,135</u>	<u>7,09,041</u>
Total	<u>22,13,68,412</u>	<u>21,45,21,318</u>
4) Long Term Borrowings		
Unsecured		
Loan from Related Parties	1,37,22,893	2,22,43,702
Total	<u>1,37,22,893</u>	<u>2,22,43,702</u>
5) Trade Payables		
Total outstanding dues of Micro enterprise and Small enterprise		
Total outstanding dues of creditors other than Micro enterprise and small enterprise		
Goods		
Services	2,54,885	3,47,969
Total	<u>2,54,885</u>	<u>3,47,969</u>
The disclosure requirements,as required under Micro, Small and Medium Enterprises development Act, 2006 is as follows:		
Principal amount due as on March 31	-	-
Interest due and unpaid on the above as on March 31	-	-
Interest paid	-	-
Interest due and payable	-	-
Interest accrued and remaining unpaid as on March 31	-	-
6) Other Current Liabilities		
Others-Tax Deducted at Source and Service Tax Payable	2,15,626	2,23,128
Advance from Customers	4,250	-
Total	<u>2,19,876</u>	<u>2,23,128</u>
7) Short Term Provisions		
Provision for Employee Benefits	10,85,301	5,22,965
Provision for Taxation (Net of Advance Tax)	5,44,543	
Total	<u>16,29,844</u>	<u>5,22,965</u>

SYSTEMATIX CORPORATE SERVICES LTD.

8) Tangible Assets

Description	Gross Block				Depreciation				Net Block		Amt in ₹
	As At 01-04-2016	Additions	Deductions	As At 31.03.2017	As At 01-04-2016	For the Year	On assets whose useful life is NIL	Withdrawn	Up To 31.03.2017	As at 31.03.2017	
Plant & Equipments	42,33,008	-	-	42,33,008	41,45,855	-	-	-	41,45,855	87,153	87,153
Furniture & Fixtures	2,25,84,629	-	-	2,25,84,629	1,13,66,751	17,59,828	-	-	1,31,26,578	94,58,051	1,12,17,878
Vehicle	7,24,774	-	-	7,24,774	6,88,534	-	-	-	6,88,534	36,240	36,240
Office Equipments	40,17,470	-	-	40,17,470	31,43,692	1,61,305	-	-	33,04,998	7,12,472	8,73,778
Total	3,15,59,881	-	-	3,15,59,881	1,93,44,832	19,21,133	-	-	2,12,65,965	1,02,93,916	1,22,15,049
Previous Year	3,15,59,881	-	-	3,15,59,881	1,68,69,312	24,75,520	-	-	1,93,44,832	1,22,15,049	1,46,90,569

SYSTEMATIX CORPORATE SERVICES LTD.

Particulars	Year Ended 31.03.2017 ₹	Year Ended 31.03.2016 ₹
9) Non Current Investments	No of Shares	No of Shares
Long Term -Non Trade-Unquoted		
i) In wholly owned Subsidiary Companies		
Investment in Equity Shares of Rs 10/- each fully paid up Systematix Fincorp India Limited	16,75,845	14,27,58,450
Investment in Equity Shares of Rs 100/- each fully paid up Systematix Finvest Pvt. Ltd	1,87,820	11,00,99,300
Investment in Equity Shares of Rs 10/- each fully paid up Systematix Shares & Stocks (I) Ltd.	41,63,500	34,25,95,306
Investment in Equity Shares of Rs 10/- each fully paid up Systematix Commodities Services Pvt Ltd (Previous Year 25 000 Shares)	30,000	2,53,86,500
Total	<u>62,08,39,556</u>	<u>61,98,39,556</u>
Aggregate amount of Unquoted Investments	62,08,39,556	61,98,39,556
10) Deferred Tax Assets (Net)		
Deferred Tax Assets on account of:		
a) Depreciation	5,13,000	3,40,000
b) Provision for Gratuity	3,53,000	1,75,000
Total	<u>8,66,000</u>	<u>5,15,000</u>
11) Long -Term Loans and Advances Unsecured Considered Good		
Advance Income Tax (Net of Provisions)	22,83,582	35,17,521
Deposits	3,38,000	3,38,000
Prepaid Expenses	-	3,46,875
Total	<u>26,21,582</u>	<u>42,02,396</u>
12) Trade Receivables		
Unsecured Considered Good	7,023	7,023
Exceeding Six Months	13,28,167	3,68,356
Other Debts		
Total	<u>13,35,190</u>	<u>3,75,379</u>
13) Cash & Cash equivalent		
Cash & Cash Equivalents		
Balance with Banks	3,31,610	1,49,410
Cash on Hand	84,674	24,119
Total	<u>4,16,284</u>	<u>1,73,529</u>
14) Short -Term Loans and Advances		
Unsecured Considered Good		
Advance Income Tax (Net of Provisions)	-	2,39,593
Service Tax Entitlement	1,26,930	4,51,785
Mat Credit Entitlement	7,56,000	
Prepaid Expenses	4,02,750	3,55,875
Others	51,782	5,000
Total	<u>13,37,462</u>	<u>10,52,253</u>
15) Contingenet Liabilities		
Contingent Liabilities on account of Guarantees given to Banks on behalf of Group Companies	61,50,00,000	60,00,00,000
Total	<u>61,50,00,000</u>	<u>60,00,00,000</u>

SYSTEMATIX CORPORATE SERVICES LTD.

Particulars	Year Ended 31.03.2017 ₹	Year Ended 31.03.2016 ₹
16) Revenue from Operations		
Financial Advisory Services	2,52,05,772	31,84,743
Total	<u>2,52,05,772</u>	<u>31,84,743</u>
17) Other Income		
Interest Income	92,152	-
Other Non Operating Income	1,46,723	5,351
Total	<u>2,38,875</u>	<u>5,351</u>
18) Employee benefits Expenses		
Salaries, Bonus & Allowances	57,88,494	48,19,953
Staff Welfare	2,61,569	-
Total	<u>60,50,063</u>	<u>48,19,953</u>
19) Finance Cost		
Interest on Borrowings	12,10,213	14,46,798
Total	<u>12,10,213</u>	<u>14,46,798</u>
20) Other Expenses		
Rent	49,50,000	51,00,000
Rates & Taxes	15,51,901	24,67,219
Power & Fuel	2,45,109	2,41,048
Repairs & Maintenance		
Building	2,88,000	2,97,000
Others	92,261	1,66,416
Advertisement	71,848	1,18,166
Travelling Expenses	2,20,044	1,08,966
Professional & Consultancy	10,18,803	4,72,433
Listing Fees	2,00,000	2,00,000
Directors Sitting Fees	4,00,000	1,42,500
Business Promotion Expenses	2,23,273	3,57,499
Auditors Remuneration*	1,00,000	1,00,000
Other Expenses	3,40,171	2,37,706
Total	<u>97,01,410</u>	<u>1,00,08,953</u>
*Additional Information		
i) Statutory Audit	75,000	75,000
ii) Tax Audit	25,000	25,000
Total	<u>1,00,000</u>	<u>1,00,000</u>
21) Current Tax		
Income Tax	8,33,000	-
Mat Credit entitlement	(7,56,000)	-
Total	<u>77,000</u>	<u>-</u>

22) A massive fire broke out in the office of the Company at J K Somani Building 2nd Floor British Hotel Lane, Fort, Mumbai-400 001 on 30/11/2016 at 21.30 hours in which the fixed assets including IT Systems, books of account maintained in the IT systems, bills, Vouchers, Statutory records like Service Tax Returns, e-TDS Returns, correspondence with SEBI and clients got destroyed. However, the books of accounts have been recovered from the mirror server maintained as a part of disaster recovery system (DRS); copies of bank statements have been obtained. Soft copies of the various statutory returns such as Service Tax returns, e-TDS returns, and returns to SEBI have been downloaded from the respective websites. Confirmations of balances were sent to all clients subsequently. Thus the accounts have been compiled for the period up to 30/11/2016 and were subject to audit

23) Basic & Diluted Earnings per share:

Particulars	2016-17	2015-16
Net Profit/(Loss) attributable to equity share holders	68 47 094	(1 52 52 712)
Weighted Average of Equity shares	1 30 51 408 (face value of Rs.10/- each)	1 30 51 408 (face value of Rs.10/- each)
Basic Earnings Per Share	0.52	(1.17)
Net Profit/(Loss) attributable to equity share holders	68 47 094	(1 52 52 712)
Weighted Number of equity shares outstanding for Diluted EPS	1 30 51 408 (face value of Rs.10/- each)	1 30 51 408 (face value of Rs.10/- each)
Diluted Earnings Per share	0.52	(1.17)

24) Related Party Transactions :

I) Names of Transacting Related Parties

A) Wholly Owned Subsidiaries

- Systematix Fincorp India Limited
- Systematix Finvest Private Limited
- Systematix Shares and Stocks (India) Limited
- Systematix Commodities Services Private Limited

B) Presumption of Significance Influence

Companies

- Systematix Capital Services Private Limited
- Ceepeek Real Estate Private Limited
- Rangsharda Properties Private Limited
- Shubham Mangalam Real Estate Pvt Limited
- Snehavardhini Properties Pvt Limited
- Tek Point Properties Private Limited
- Funsign Real Estate Pvt Limited
- Superstar Exports Private Limited.
- Topcity Trading Company Private Limited
- Riteplaza Trading Company Private Limited
- Magicline Trading Company Private Limited
- Goldflag Exports Private Limited
- Goldlife Trading Company Private Limited
- Thirdwave Mercantile Company Private Limited
- Shiv Shakti Real Estate Pvt Limited
- Nikunj Mercantile Private Limited
- Systematix Assets Management Company Pvt Ltd
- Wonderdream Realtors Private Limited

- Systematix Distributions Services Pvt Limited
- Systematix Ventures Private Limited (Formally known as Sixth Sense Ventures Pvt Ltd)
- Perspire Builders & Developers Private Limited

Partnership Firms/LLP's

- Sterling Dreamworks Partners LLP
- Divisha Real Estate Advisors LLP
- Divisha Realty LLP
- Divisha Developers LLP

Key Managerial Personnel

Mr. C.P. Khandelwal, Mr. Shree Prakash Mundhra (appointed on 14.02.2017), Mr. Pradeep Gotecha (Resigned w.e.f. 07.02.2017) & Ms. Vrunda Dhanesha

II) **A description of the relationship between related parties:** Presumption of Significant Influence.

III) **Transaction detail**

(₹ in Lakh)

Name of the Related party	Description of Transaction and amount during the year		Amount outstanding
	Rs in lakhs		
Superstar Exports Private Limited	NIL	NIL	Non Convertible Preference Shares 2 70 00 000 – 100% Equity Shares 54 83 862 42.25 %
Systematix Capital Services Private Limited	Loan availed	106.40	Loan Outstanding 137.23
	Loan repaid	202.50	
	Interest Paid	12.10	
Systematix Shares and Stocks (I) Limited	AMC Charges	NIL	Asset Investment in: 41 63 500
			Equity Shares 100 %
	Corporate Guarantee given for BG & OD		5550.00
Systematix Finvest Private Limited	-	-	Asset Investment in: 1 87 820 Equity shares 100%

Systematix Fincorp India Limited		-	Asset Investment in: 16 75 845 Equity shares 100%
Systematix Commodities Services Private Limited			Asset Investment in: 30 000 Equity Shares 100 %
	Corporate Guarantee given for Loan		600.00
Mr. C. P. Khandelwal	Remuneration	18.00	
Mr. Pradeep Gotecha (Up to 07.02.2017)	CFO	7.73	
Mr. Shree Prakash Mundhra (From 14.02.2017)	CFO	2.14	
Ms. Anju Khan delwal	Sitting Fee	0.68	
Shri. Mahesh C Solanki	Sitting Fee	0.85	
Shri Shriram Surajmal Khandelwal	Sitting Fee	1.28	
Shri Sanjay Khandelwal	Sitting Fee	1.20	
Wonderdream Realtors Private Limited	Rent	24.00	
Thirdwave Mercantile Company Private Limited	Rent	1.50	

25) Employee Benefits:

The Company has adopted AS 15-Employee Benefits during the year.

(Amount in ₹)

General Description	As on 31.03.2017	As on 31.03.2016
i) Changes in the Present Value Of the Obligation (PVO)-		
Reconciliation of Opening and Closing Balances:		
PVO as at the beginning of the Period	919193	763584
Interest cost	60379	59560
Current service cost	142873	125795
Benefits Paid	(328910)	-
Actuarial Loss/(Gain) on obligation	373719	(29746)
PVO as at the end of the period	1167254	919193
ii) Changes in Fair Value of Plan Assets		
Fair Value of Plan Assets at the beginning of the Period	396228	365318
Adjustment to Opening Fair value of Plan Assets	0	0
Expected Return on Plan Assets	20300	32000
Contributions	0	0
Benefit Paid	(328910)	0
Actuarial gain/(loss) on plan assets	(5665)	(1090)
Fair Value of Plan Assets at the end of the period	81953	396228

iii) Amount recognized in the Balance Sheet and Related Analysis		
Present value of obligation	1167254	919193
Fair value of Plan assets	81953	396228
Difference		
Liability Recognized in the Balance Sheet	(1085301)	522965
iv) Expenses Recognized in the Profit & Loss account:		
Current service Cost	142873	125795
Interest Cost	60379	59560
Past Service Cost-(Vested Benefits)	0	-
Expected Return on Plan Assets	(20300)	(32000)
Net actuarial (gain)/loss recognized In the year	379384	(28656)
Expenses recognized in the statement of Profit and loss	562336	124699
v) Principal Actuarial Assumption		
Discount Rate	6.84%	8.00%
Salary Escalation Rate	10.00%	10.00%
Attrition Rate	Up to Age 45:15% 46 and above: 5%	Up to Age 45:15% 46 and above: 5%
Expected Rate of Return on Plan Assets	8.15%	8.15%

26. Earnings in foreign Currency

Particulars	31.03.2017	31.03.2016
Service Fees Received	5 10 771	2 60 094

27. The Details of Specified bank notes (SBN) and other currency notes held and transacted during the period from 08.11.2016 to 30.12.2016 are provided in the table below:

	SBNs #	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	39500	182	39682
(+) Permitted receipts	-	220000	220000
(-) Permitted payments	-	150289	150289
(-) Amount deposited in Banks	39500	-	39500
Closing cash in hand as on 30.12.2016	-	69893	69893

28. Figures for the previous year have been re-grouped wherever necessary, to conform to Current year classification.

Vide our report of date attached

For MAHARAJ N R Suresh and Co.
FRN NO: 001931S
Chartered Accountants

For & on behalf of Board of Directors

Sd/-
K V SRINIVASAN
Partner
M.NO 204368

Sd/-
C P Khandelwal
Director

Sd/-
Shree Prakash Mundhra
CFO

Place: Mumbai
Date: 30.05.2017

Sd/-
Vrunda Dhanesha
Company Secretary

SYSTEMATIX CORPORATE SERVICES LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

Particulars	31.03.2017 ₹	31.03.2016 ₹
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extra ordinary items	65,61,828	(1,55,61,130)
Adjustments for : -		
1 Depreciation	19,21,133	24,75,520
2 Interest/Dividend Received	(92,152)	-
Operating profit before working capital changes	83,90,809	(1,30,85,610)
Adjustments for : -		
1 Trade and Other Current Assets	3,35,795	1,18,89,544
2 Trade and other Payables	9,44,808	(2,11,34,998)
Cash Generated from operation	96,71,412	(2,23,31,064)
Interest Paid	12,10,213	14,46,798
Cash Flow Before extraordinary items	1,08,81,625	(2,08,84,266)
Extraordinary items	-	-
Net Cash from/ (Used) in Operating activities	1,08,81,625	(2,08,84,266)
B CASH FLOW FROM INVESTING ACTIVITIES		
1 Investment in Subsidiaries Company	(10,00,000)	-
2 Interest /Dividend Received	92,152	-
Net Cash from/ (Used) in investing activities	(9,07,848)	-
C CASH FLOW FROM FINANCIANG ACTIVITIES		
1 Proceeds from Long and Short Term Borrowings	(85,20,809)	2,22,43,702
2 Interest Paid	(12,10,213)	(14,46,798)
Net Cash from financiing activities	(97,31,022)	2,07,96,904
Net increase in Cash and Cash equivalents (A+B+C)	2,42,755	(87,362)
Cash and Cash equivalents as (Opening Balance)	1,73,529	2,60,891
Cash and Cash equivalents as (Closing Balance)	4,16,284	1,73,529

Vide our Report of even date
For Maharaj N R Suresh and Co
FRN NO:001931S
Chartered Accountants

For & on behalf of the Board of Directors

sd/-
C P Khandelwal
Managing Director

sd/-
Vrunda Dhanesha
Company Secretary

sd/-
K V Srinivasan
Partner
M.No:204368

sd/-
Shree Prakash Mundhra
CFO

Place: Mumbai
Date: 30.05.2017

INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF SYSTEMATIX CORPORATE SERVICES LIMITED****Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of **SYSTEMATIX CORPORATE SERVICES LIMITED** ("the Holding Company") and its subsidiary (Collectively referred to as "the Group"), which comprise of the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We have taken into account the provisions of the Act, 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 in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated 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 consolidated 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 consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 consolidated state of affairs of the Group, as at 31st March, 2017, and their consolidated profit

and their consolidated cash flows for the year ended on that date.

Emphasis of Matters

We draw attention to the following matter Note no 25 in the Notes to the financial statements:

“A massive fire broke out in the Registered office of the Company at J K Somani Building 2nd Floor British Hotel Lane Fort Mumbai-400001 on 30/11/2016 at 21.30 hours in which the fixed assets including IT Systems, books of account maintained in the IT systems, bills, Vouchers, Statutory records like Service Tax returns, e-TDS returns, PF returns, records of Stock Exchange related payments and correspondence with Exchanges and clients got destroyed. However, the books of accounts have been recovered from the mirror server maintained as a part of disaster recovery system (DRS); copies of bank statements have been obtained. Soft copies of the various statutory returns such as Service Tax returns, e-TDS returns, PF returns and returns to Stock exchanges have been downloaded from the respective websites. Confirmations of balances were sent to all clients subsequently. Thus the accounts have been compiled for the period upto 30/11/2016 and were subject to audit “

In accordance with Standards on auditing we applied other alternate audit procedure so as to obtain sufficient and appropriate audit evidence and found that the financial statements prepared from the books of account and other records retrieved as mentioned above are free from material misstatement enabling us to express opinion on true and fair view of the financial statements.

Other matters

Financial statement/financial information of M/s Systematix Fincorp India Limited, Systematix Finvest Private Limited, Systematix Shares and Stocks (I) Limited, Systematix Commodities Services private Limited the wholly owned subsidiary whose financial statements/financial information reflect total assets of RS 221.72 Crores as at 31st March 2017, total revenues of Rs 41.42 Crores and net cash flows amounting to Rs 42.70 Crores, for the year ended on that date, as considered in the Consolidated financial statements.

Our opinion on the Consolidated financial statements, and our report on “Other legal and regulatory requirements “ below is not modified in respect of the above matters.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the company so far as it appears from our examination of those books ;
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated 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 of the Holding Company as on 31st March, 2017 taken on record by the Board of Directors of the Holding

Company, none of the directors of the Group companies is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

- (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 A".
- (g) With respect to 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 explanation given to us,
- (i) the Company has no pending litigation impacting the financial position in its financial statements ;
 - (ii) The group did not have any long-term contracts, including derivative contracts; and
 - (iii) There has not been an occasion in case of the Company during the year under report to transfer any sums to the investor Education and protection fund by the Holding company and its subsidiary company. Therefore the question of delay in transferring such sums does not arise.
 - (iv) The Company has provided requisite disclosure in the financial statements as to holdings as well as dealings in specified bank Notes during the period from 8th November 2016 to 30th December 2016. Based on the Audit procedure and relying on the management representation we report that the disclosure are in accordance with books of account maintained by the company and as produced to us by the management. (Refer Note 34)

For Maharaj N R Suresh and Co
FRN001931S
Chartered Accountants

sd/
K V Srinivasan
Partner
M.No:204368

Place: Mumbai
Date:30.05.2017

ANNEXURE “A” to The Independent Auditor's Report of even date on the Consolidated Financial Statements of Systematix Corporate Services Limited.**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 Corporate Services Limited (“the Holding Company”) and its subsidiary companies as of March 31, 2017 in conjunction with our audit of the Consolidated Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of directors of the Holding company, its subsidiary company are 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 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 was 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 Auditor's judgement, 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 :

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and Directors of the company; and
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 Holding Company its subsidiary company have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Maharaj N R Suresh and Co
FRN001931S
Chartered Accountants

sd/
K V Srinivasan
Partner
M.No:204368

Place: Mumbai
Date:30.05.2017

**SYSTEMATIX CORPORATE SERVICES LTD.
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2017**

Particulars	Note No	As at 31.03.2017	As at 31.03.2016
		₹	₹
I. EQUITY AND LIABILITIES			
1 Shareholders Funds -			
(a) Share Capital	2	40,05,14,080	40,05,14,080
(b) Reserve & Surplus	3	43,10,85,385	39,15,55,974
2 Non- Current Liabilities			
Long Term Borrowings	4	1,66,19,852	2,60,68,412
3 Current Liabilities			
(a) Short Term Borrowings	5	1,07,58,77,963	99,99,04,866
(b) Trade Payable	6	29,69,94,507	21,67,89,136
(c) Other Current Liabilities	7	2,87,55,785	2,48,61,519
(d) Short Term Provisions	8	1,48,34,660	94,06,981
	TOTAL	2,26,46,82,232	2,06,91,00,968
II ASSETS			
1 Non- Current Assets			
(a) Fixed Assets -			
(i) Tangible Assets	9	2,36,52,579	3,10,72,101
(ii) Intangible Assets	10	64,66,865	81,52,852
(b) Goodwill		3,05,92,106	3,05,92,106
(c) Non Current Investments	11	2,00,00,000	15,61,30,000
(d) Deferred Tax Assets (Net)	12	51,50,000	57,76,000
(e) Long Term Loans and Advances	13	12,82,74,865	12,43,23,340
2 Currents Assets			
(a) Inventories	14	1,66,70,962	6,45,94,989
(b) Trade Receivables	15	11,24,54,932	6,88,73,321
(c) Cash and Bank Balances	16	42,74,30,031	36,99,45,765
(d) Short Term Loans and Advances	17	1,49,39,89,892	1,20,96,40,494
	TOTAL	2,26,46,82,232	2,06,91,00,968

1 to 33

Vide our Report of even date
For Maharaj N R Suresh and Co
FRN NO:001931S
Chartered Accountants

For & on behalf of the Board of Directors

sd/-
C P Khandelwal
Director

sd/-
Shree Prakash Mundhra
CFO

sd/-
K V Srinivasan
Partner
M.No:204368

sd/-
Vrunda Dhanesha
Company Secretary

Place: Mumbai
Date: 30.05.2017

**SYSTEMATIX CORPORATE SERVICES LTD.
CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31.03.2017**

Particulars	Note No	Year Ended 31.03.2017	Year Ended 31.03.2016
		₹	₹
REVENUE			
I. Revenue from Operations	19	37,81,11,424	31,50,70,575
II. Other Income	20	6,14,91,210	3,50,66,415
TOTAL		43,96,02,634	35,01,36,990
III. EXPENSES			
Employee Benefits Expenses	21	9,55,88,624	9,39,60,344
Finance Costs	22	12,61,93,617	12,22,39,546
Depreciation and Amortisation Expenses	9-10	1,09,32,420	1,25,18,568
Other Expenses	23	14,87,78,001	12,70,59,546
TOTAL		38,14,92,662	35,57,78,004
IV. Profit before Exceptional and Extra Ordinary Items & Tax		5,81,09,972	(56,41,014)
V. Exceptional Items		-	1,23,872
VI. Profit before Extraordinary Items & Tax		5,81,09,972	(57,64,886)
VII. Extraordinary Items		18,13,936	-
VIII. Profit before Tax (VII-VIII)		5,62,96,036	(57,64,886)
IX. Tax Expenses			
1) Current Tax		1,64,30,000	42,82,000
2) MAT Credit Entitlement		-	
3) Deferred Tax		6,26,000	(12,69,000)
X. Income Tax relating to earlier year		(2,89,375)	2,04,375
XI. Profit after Tax (before adjustments for minority Interests)		3,95,29,411	(89,82,261)
XII. Share of (Profit) Transferred to Minority Interest		-	-
XIII. Profit for the year (after adjustment of minority Interest)		3,95,29,411	(89,82,261)
XIV. Earnings Per Equity Share			
1) Basic		3.03	(0.68)
2) Diluted		3.03	(0.68)

1 to 33

Vide our Report of even date
For Maharaj N R Suresh and Co
FRN NO:001931S
Chartered Accountants

For & on behalf of the Board of Directors

sd/-
C P Khandelwal
Director

sd/-
Shree Prakash Mundhra
CFO

sd/-
K V Srinivasan
Partner
M.No:204368

sd/-
Vrunda Dhanesha
Company Secretary

Place: Mumbai
Date: 30.05.2017

(1) Notes on Accounts**I). Significant Accounting Policies****A) General**

The Financial Statements have been prepared on the historical Cost Convention and in accordance with Generally Accepted Accounting Principles and complying with the applicable Accounting Standards notified under relevant provisions of the Companies Act, 2013.

B) Use of Estimates

Estimates and assumptions made by the management in the preparation of financial statements have a bearing on reported amounts of financial results, Assets & Liabilities and the disclosure of Contingent Liabilities. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively.

C) Property, Plant & Equipment

Property, plant and equipment are tangible items that:

(a) are held for use in the production or supply of goods or services, for rental to others, or for administrative purposes; and

(b) are expected to be used during more than a period of twelve months.

Property, plant and equipment are stated at historical cost after deducting any accumulated depreciation and accumulated impairment losses.

Cost of property, plant and equipment comprises:

(a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.

(b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation on fixed assets is provided under straight line method in accordance with estimated useful lives as specified in Schedule II to the Companies Act, 2013, and reckoning the residual value at 5% of the original cost of the asset.

Intangible asset

- i) Membership Rights in BSE Limited, is amortised on straight-line method basis over a period of five years.
- ii) Software Purchased is amortised on straight-line method basis over a period of ten years.

D) Investments

Investments are classified into long term investments and current investments. Investments that are intended to be held for one year or more are classified as long-term investments and investments that are intended to be held for less than one year are classified as current investments.

Long term investments are valued at cost. Provision for diminution in value of long term investments is made if in the opinion of management such a decline is other than temporary.

Current investments are valued at cost or fair value, whichever is lower.

E) Inventories

Securities which are intended to be held for less than 1 year form part of inventories and are valued at lower of cost and net realizable value.

F) Revenue and Expenditure Recognition

Professional Income is recognized on Work Completed and billed on Customers.

Interest Income on performing assets is recognized on accrual basis.

Interest income on non-performing assets is recognized on realization basis. Recovery in Non Performing assets is first appropriated towards Interest and the balance if any, towards principal.

Revenue from Brokerage activities is accounted on the trade date of Transactions.

Other charges are accounted on the trade date of Transaction.

Depository income is accounted for on accrual basis

Dividend Income is recognized on receipt basis.

Transactions in respect of investment/dealing in securities are recognized on trade dates.

In Respect of other heads of Income, the Company accounts the same on accrual basis

Expenditure is accounted for on their accrual.

G) Retirement Benefits

Short Term Employee benefits are charged at the undiscounted amount to Statement of Profit and Loss in the year in which related service is rendered.

Contributions to defined contribution schemes towards retirement benefits in the form of provident fund /ESI for the year are charged to Statement of Profit & Loss as incurred

Liabilities in respect of defined benefit plans are determined based on actuarial valuation made by an Independent actuary using projected Unit Credit method as at the Balance Sheet date. Actuarial gains or losses are recognized immediately in the Statement of Profit & Loss.

H) Borrowings Costs

Borrowing costs (net of income earned on temporary investments on those borrowings) directly attributable to the acquisition, construction Production of qualifying assets are capitalized as part of the cost of the assets.

Other Borrowings costs are recognised as expense as and when incurred.

I) Taxes on Income

Current tax is the amount of tax payable on the Taxable Income for the year as determined in accordance with the provisions of Income Tax Act, 1961. Deferred Tax is recognized, on timing difference being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one more subsequent period. Deferred Tax Assets in respect of unabsorbed depreciation and carry forward of losses are recognized only to the extent that there is virtual certainty that there will be sufficient future taxable income available against which such Deferred Tax Asset can be realized.

J) Foreign Exchange Transaction

Transactions in foreign exchange are initially recognised at the rates prevailing on the dates of transactions.

All monetary assets and liabilities are restated at each Balance Sheet date using the closing rate. Resultant exchange difference is recognised as income or expenses in that period.

K) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made. Contingent Liabilities are disclosed, unless the possibility of any outflow in settlement is remote, in the Notes on Accounts. Contingent Assets are neither recognized nor disclosed.

L) Reserve Bank of India Prudential Norms:

The Company follows the Guidelines issued by the Reserve Bank of India Act, 1934 in respect of income recognition and Provisioning for non-performing assets.

Loans and advances-Asset classification and Provision norms followed pursuant to Notification DNBS (PD) CC No.044/03.10.119/2015-16 dt 01.07.2015 issued by Reserve Bank of India for Non Banking financial (Non deposit Accepting or Holding Companies)

Considered as	Definition	Recognition of Service charges	Provisioning Policy
A) Performing Asset			
Good	Interest in unrealized for 6 months and less	On accrual basis	0.25% of Loan amount Outstanding
B) Non performing Asset			
Sub Standard	Interest is unrealized greater than 6 to 24 months	On receipt basis	1 to 24 Months 10% of loan amount outstanding
Doubtful	Interest is unrealized for more than 24 months	On receipt basis	25 to 36 Months 20% 37 to 60 Months 30% More than 60 Months 50% Advances not Covered by realizable value 100%
Loss	As asset which has been identified as Loss assets.	On receipt basis	100% of loan amount outstanding

SYSTEMATIX CORPORATE SERVICES LTD.
CONSOLIDATED SCHEDULES FORMING PART OF ACCOUNTS AS AT 31ST MARCH 2017

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	Par Value	As at 31.03.2017	As at 31.03.2016	
2) SHARE CAPITAL	Par Value			
a) Authorized:				
2,00,00,000 Equity Shares (Previous Year 2,00,00,000)	10	20,00,00,000	20,00,00,000	
3,00,00,000 Preference Shares (Previous year 3,00,00,000)	10	<u>30,00,00,000</u>	<u>30,00,00,000</u>	
b) Issued				
b.1 Equity Shares				
1 31 22 558 Equity Shares (Previous Year 1,31,22,558)	10	13,12,25,580	13,12,25,580	
b.2 Preference Shares				
2 70 00 000 Non Convertible Redeemable Preference Shares (Previous Year 2 70 00 000)	10	27,00,00,000	27,00,00,000	
c) Subscribed and fully paid up				
1 29 80 258 Equity Shares (Previous Year 1 29 80 258)	10	12,98,02,580	12,98,02,580	
2 70 00 000 Non Convertible Redeemable Preference Shares (Previous Year 2 70 00 000)	10	-	-	
		27,00,00,000	27,00,00,000	
d) Subscribed and not fully paid up				
Nil- Equity Shares (Previous year 1 42 300)	10	-	7,11,500	
e) Share Forfeiture Account	5	7,11,500	-	
1 42 300 Equity Shares (Previous Year Nil)				
Total		<u>40,05,14,080</u>	<u>40,05,14,080</u>	
f) Calls unpaid				
By Directors		-	-	
By Others				
Nil-Equity Shares (Previous year 1 42 300)	10	-	7,11,500	
g) Reconciliation of Shares outstanding at the beginning and at the end of the Year				
g.1 Equity Shares	No	Value	No	Value
Shares outstanding at the beginning of the year	1,29,80,258	12,98,02,580	1,29,80,258	12,98,02,580
Shares outstanding at the end of the year	1,29,80,258	12,98,02,580	1,29,80,258	12,98,02,580
g.2 Preference Shares				
i. Non Convertible Redeemable Preference Shares				
Shares outstanding at the beginning of the year	2,70,00,000	27,00,00,000	2,70,00,000	27,00,00,000
Shares outstanding at the end of the year	2,70,00,000	27,00,00,000	2,70,00,000	27,00,00,000
h) Rights, Preferences and Restrictions attached to 0 % Non-Convertible Redeemable Preference Shares (NCRPS) allotted on 30.03.2015				
(1) Redeemable at the end of the 20th year at par out of the profits available for distribution as dividends or out of proceeds of a fresh issue of shares made for the Purpose of redemption.				
i) List of Shareholders holding more than 5% Equity Shares		31.03.2017		31.03.2016
	Number of Shares	Percentage Holding	Number of Shares	Percentage Holding
Superstar Exports Private Limited	54,83,862	42.25%	49,03,804	37.37%
Satyamitra Stock Consultants Pvt Ltd	13,54,624	10.43%	13,54,624	10.32%
Chiraayush Stock Consultants Pvt Ltd	11,43,969	8.81%	11,43,969	8.72%
Shriram Stockmart Pvt Ltd	9,85,672	7.59%	9,85,672	7.51%
Preference Shares				
Superstar Exports Private Limited	2,70,00,000	100.00%	2,70,00,000	100.00%
j) 2 70 00 000 Preference shares of face value of Rs 10/- each were allotted on 30.03.2015 for consideration other than cash being conversion of unsecured loan from M/S Superstar Exports Private Limited				

**SYSTEMATIX CORPORATE SERVICES LTD.
CONSOLIDATED SCHEDULES FORMING PART OF ACCOUNTS AS AT 31ST MARCH 2017**

	₹	₹
	As at 31.03.2017	As at 31.03.2016
3) RESERVE AND SURPLUS		
a) Preference Capital Redemption Reserve		
Opening Balance	-	2,60,00,000
Less:		
Transfer to General Reserve	<u>-</u>	<u>2,60,00,000</u>
b) Capital Reserve	2,28,63,600	2,28,63,600
c) Securities Premium Reserve		
As per last Balance Sheet	18,65,01,920	18,65,01,920
d) General Reserve		
As per last Balance Sheet	3,48,19,265	88,19,265
Add:		
Transfer during the year		
From Preference Capital Redemption Reserve	<u>-</u>	<u>2,60,00,000</u>
e) Reserve Fund U/S 45 -IC of the RBI ACT,1934		
Opening Balance	1,63,71,613	1,55,68,613
Add:		
Amount transferred from Surplus in Statement of Profit & Loss Statement Account	<u>38,46,000</u>	<u>8,03,000</u>
Closing Balance	2,02,17,613	1,63,71,613
f) Surplus in Profit & Loss Statement Account		
Opening Balance	13,09,99,576	14,07,84,837
Add: Profit for the year	3,95,29,411	(89,82,261)
Less:		
Transferred to Reserve Fund u/s 45IC of the RBI, Act 1934	<u>38,46,000</u>	<u>8,03,000</u>
Net Surplus in Profit & Loss Statement Account	16,66,82,987	13,09,99,576
Total	<u>43,10,85,385</u>	<u>39,15,55,974</u>
4) LONG TERM BORROWINGS		
Other Loans & Advances		
Secured		
Vehicle Loan (Secured by Hypothecation of Vehicle)	28,96,959	38,24,710
Unsecured		
Loan from Related Parties	1,37,22,893	2,22,43,702
Total	<u>1,66,19,852</u>	<u>2,60,68,412</u>

**SYSTEMATIX CORPORATE SERVICES LTD.
CONSOLIDATED SCHEDULES FORMING PART OF ACCOUNTS AS AT 31ST MARCH 2017**

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	As at 31.03.2017	As at 31.03.2016
5) SHORT TERM BORROWINGS		
Secured		
a) From Banks		
Loan from banks repayable on demand-Secured		
Axis Bank Ltd	-	47,38,784
Overdraft against Fixed Deposit (Original FDR duly discharged in favour of AXIS Bank Limited)		
b) Other Loans & Advances		
Loan against Shares (Refer Note No)	90,25,59,402	79,36,46,869
Unsecured		
a) Other Loans & Advances		
Loan against Shares	17,33,18,561	20,15,19,213
Total	1,07,58,77,963	99,99,04,866
6) TRADE PAYABLES		
Total outstanding dues of Micro enterprise and Small enterprise		
Total outstanding dues of creditors other than Micro enterprise and small enterprise		
Goods		
Services	29,69,94,507	21,67,89,136
Total	29,69,94,507	21,67,89,136
The disclosure requirements, as required under Micro, Small and Medium Enterprises development Act, 2006 is as follows:		
Principal amount due as on March 31	-	-
Interest due and unpaid on the above as on March 31	-	-
Interest paid	-	-
Interest due and payable	-	-
Interest accrued and remaining unpaid as on March 31	-	-
7) OTHER CURRENT LIABILITIES		
Current Maturities of Long Term Debt	9,27,751	8,49,787
Income Received in Advance	31,49,850	-
Advance from Customer	4,250	-
Liability for Employees	21,02,784	17,07,710
Security Deposit	1,70,09,752	1,67,36,255
Others-Tax Deducted at Source, Service Tax and Vat	55,61,398	55,67,767
Total	2,87,55,785	2,48,61,519
8) SHORT TERM PROVISIONS		
Provision for Employee Benefits	32,13,492	68,23,919
Provision for Standard Assets	32,84,470	25,83,062
Provision for Taxation (Net of Advance Tax)	83,36,698	-
Total	1,48,34,660	94,06,981

SYSTEMATIX CORPORATE SERVICES LTD.

9) Tangible Assets

Description	Gross Block				Depreciation						Net Block	
	As At 01-04-2016	Additions	Deductions	As At 31.03.2017	As At 01-04-2016	For the Year	on Assets whose useful life is NIL	Withdrawn	Up To 31.03.2017	As at 31.03.2017	As at 31.03.2016	
Buildings	47,48,503	-	47,48,503	-	44,59,444	27,174	-	44,86,618	(0)	0	2,89,059	
Plant & Equipments	7,27,95,502	47,09,584	1,33,06,805	6,41,98,281	6,90,33,431	22,46,815	-	1,07,43,640	6,05,36,606	36,61,675	37,62,071	
Furniture & Fixtures	3,77,56,107	1,53,452	92,97,523	2,86,12,036	2,20,14,956	30,91,184	-	72,56,858	1,78,49,282	1,07,62,754	1,57,41,151	
Vehicle	2,34,33,845	11,21,218	6,15,574	2,39,39,489	1,30,40,101	27,59,011	-	3,71,307	1,54,27,805	85,11,684	1,03,93,744	
Office Equipments	41,10,910	-	74,590	40,36,320	32,24,834	1,65,881	-	70,861	33,19,854	7,16,466	8,86,076	
Total (9)	14,28,44,867	59,84,254	2,80,42,995	12,07,86,126	11,17,72,766	82,90,065	-	2,29,29,284	9,71,33,547	2,36,52,579	3,10,72,101	
10) Intangible Assets												
Membership in Bombay Stock Exchange	2,77,00,000	-	-	2,77,00,000	2,77,00,000	-	-	-	2,77,00,000	-	-	
Computer Software	3,69,82,609	9,56,368	-	3,79,38,977	2,88,29,757	26,42,355	-	-	3,14,72,112	64,66,865	81,52,852	
Total (10)	6,46,82,609	9,56,368	-	6,56,38,977	5,65,29,757	26,42,355	-	-	5,91,72,112	64,66,865	81,52,852	
Total (9+10)	20,75,27,476	69,40,622	2,80,42,995	18,64,25,103	16,83,02,523	1,09,32,420	-	2,29,29,284	15,63,05,659	3,01,19,444	3,92,24,953	
Previous Year	20,13,87,648	66,45,772	5,05,944	20,75,27,476	15,61,59,218	1,25,18,568	-	3,75,263	16,83,02,523	3,92,24,953	4,52,28,428	

SYSTEMATIX CORPORATE SERVICES LTD.
CONSOLIDATED SCHEDULES FORMING PART OF ACCOUNTS AS AT 31ST MARCH 2017

	₹	₹
	As at 31.03.2017	As at 31.03.2016
11) NON CURRENT INVESTMENTS-LONG TERM		
UNQUOTED-LONG TERM		
Investment in Optionally Convertible Debenture	2,00,00,000	15,61,30,000
2 00 000 Optionally Convertible Dedentures (Previous Year 15 61 300)		
Total	2,00,00,000	15,61,30,000
Aggregate amount of:		
Unquoted Investments -Cost	2,00,00,000	15,61,30,000
12) DEFERRED TAX ASSET (NET)		
Deferred Tax Assets		
a) Depreciation	22,32,261	2,48,022
b) Others	29,17,739	55,27,978
Total	51,50,000	57,76,000
13) LONG TERM LOANS AND ADVANCES		
Unsecured Considered Good		
Deposits	10,49,92,000	7,84,42,000
Prepaid Expenses	4,30,836	-
Advance Income Tax (Net of provisions)	2,28,52,029	4,55,34,465
Others	-	3,46,875
Total	12,82,74,865	12,43,23,340
14)INVENTORIES		
Stock in Trade **	1,66,70,962	6,45,94,989
Total	1,66,70,962	6,45,94,989
(For method of Valuation please refer Note No 1 (E))		
(** Pledged Inventories of Rs 105 00 000 with National Stock Exchange Towards Margin)		
15) TRADE RECEIVABLES		
Unsecured-Considered Good		
Exceeding Six Months	1,35,04,269	1,28,60,293
Other Debts	9,89,50,664	5,60,13,028
Unsecured-Considered Doubtful		
Exceeding Six Months	25,09,099	-
Less: Provision for Doubtful Debts	25,09,099	82,91,616
Total	11,24,54,932	6,88,73,321
16) CASH AND CASH EQUIVALENTS		
Cash & Cash Equivalents		
Balance with Banks		
- in Current Accounts	17,48,94,389	12,95,23,204
Other Bank Balances		
- in Deposit Accounts offered as Security/Margin	25,15,14,592	23,96,75,093
Cash On hand	10,21,050	7,47,468
Total	42,74,30,031	36,99,45,765
* Deposit with more than 12 months Maturity		
	1,77,50,000	1,67,50,000
17) SHORT TERM LOANS AND ADVANCES		
SECURED CONSIDERED GOOD		
STANDARD ASSETS		
Loans Against Shares (Refer Note:)	98,80,85,848	68,52,54,879
UNSECURED CONSIDERED GOOD		
STANDARD ASSETS		
Loan Against Shares (Refer Note :)	32,57,02,030	34,79,70,000
Deposits	15,32,06,203	15,21,27,393
Prepaid Expenses	53,66,314	42,62,566
Advance Income Tax (Net of Provisions)	17,39,575	77,74,926
MAT Credit Entitlement	7,56,000	-
Sevice Tax Credit Receivable	78,06,348	73,37,442
Others	1,13,27,574	49,13,288
Total	1,49,39,89,892	1,20,96,40,494
18) Contingent Liabilities		
a) Income tax demand contened in appeal	-	70,43,000
b) Contingent Liabilities on account of Guarantees given to banks on behalf of Group Companies	61,50,00,000	60,00,00,000
Total	61,50,00,000	60,70,43,000

SYSTEMATIX CORPORATE SERVICES LTD.
CONSOLIDATED SCHEDULES FORMING PART OF ACCOUNTS AS AT 31ST MARCH 2017

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As at
31.03.2017As at
31.03.2016**19) REVENUE FORM OPERATIONS**

Financial Advisory Services	2,52,05,772	31,84,743
Brokerage & Services	16,44,68,357	12,23,51,892
Interest from financing activities	17,26,16,162	17,34,54,294
Other Operating Income	1,58,21,133	1,60,79,646

Total	37,81,11,424	31,50,70,575
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20) OTHER INCOME

Interest Income	2,16,86,053	1,93,66,711
Dividend	794	2,426
Provision no longer required on Standard Assets	-	9,38,929
Profit on sale of shares/Mutual fund	2,34,19,512	54,83,480
Misc Income	1,62,38,128	92,25,443
Others Non Operating Income	1,46,723	49,426

Total	6,14,91,210	3,50,66,415
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21) EMPLOYEE BENEFIT EXPENSES

Salaries, Bonus & Allowances	9,31,57,506	9,21,45,035
Contribution to Provident Fund & Other Funds	7,20,788	4,61,805
Staff Welfare	17,10,330	13,53,504

Total	9,55,88,624	9,39,60,344
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22) FINANCE COST

Interest on Borrowings	12,27,01,681	11,74,90,474
Other Borrowing Cost	34,91,936	47,49,072

Total	12,61,93,617	12,22,39,546
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23) OTHER EXPENSES

Remisery Charges	4,15,79,871	3,71,66,049
Transaction Charges	99,60,104	80,32,912
Connectivity Expenses	50,18,643	43,89,924
Rent	2,26,63,970	1,73,29,438
Rates & Taxes	79,28,568	26,46,655
Power & Fuel	37,43,811	45,40,631
Insurance Charges	3,31,810	8,16,558
Repairs & Maintenance		
Others	45,00,117	52,00,852
Building	23,16,571	27,44,630
Travelling & Conveyance	98,78,870	80,55,740
Membership & Subscription	58,59,179	42,67,289
Business Promotion Expenses	58,72,339	68,47,264
Professional & Consultancy	63,79,971	67,24,054
Auditors Remuneration*	8,18,803	8,72,691
Assets Discarded	30,55,509	-
Bad Debts	52,93,587	30,63,792
Provision for Bad & Doubtful Debts	3,92,433	32,36,578
Provision No Longer Required	(61,74,950)	(32,54,477)
Other Expenses	1,93,58,795	1,43,78,966

Total	14,87,78,001	12,70,59,546
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***Additional Information**

i) Statutory Audit	6,15,000	6,25,000
ii) Tax Audit	1,60,000	1,50,000
iii) Other Expenses	43,803	97,691

Total	8,18,803	8,72,691
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24) Principles and Assumptions

- a) The consolidated financial statements have been prepared applying the principles laid in the Accounting Standard (AS-21) Consolidated Financial Statements.
- b) Principles used in preparing Consolidated Financial Statements
 - i) In preparing consolidated financial statements, the financial statements of the parent and its subsidiary is combined on a line by line basis by adding together like items of assets, liabilities, income and expenses.
 - ii) The cost to the parent of its investment in a subsidiary and the parent's portion of equity of subsidiary, at the date on which investment in subsidiary is made, is eliminated.
- c) Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.
- d) The Consolidated Statement of Profit & Loss includes Operations of Systematix Fincorp India Limited, Systematix Finvest Private Limited ,Systematix Shares and Stocks (India) Limited, Systematix Commodities Services Private Ltd the wholly owned subsidiary of Company

25) A massive fire broke out in the office of the Company at J K Somani Building 2nd Floor British Hotel Lane Fort Mumbai-400001 on 30/11/2016 at 21.30 hours in which the fixed assets including IT Systems, books of account maintained in the IT systems, bills, Vouchers, Statutory records like Service Tax returns, e-TDS returns, PF returns, records of Stock Exchange related payments and correspondence with Exchanges and clients got destroyed. However, the books of accounts have been recovered from the mirror server maintained as a part of disaster recovery system(DRS); copies of bank statements have been obtained. Soft copies of the various statutory returns such as Service Tax returns, e-TDS returns, PF returns and returns to Stock exchanges have been downloaded from the respective websites Confirmations of balances were sent to all clients subsequently. Thus the accounts have been compiled for the period up to 30/11/2016 and were subject to audit

26) Secured Loan is secured by Securities received from borrowers who have been granted loan against shares by the Company and held in Demat account in the name of the Company and Pledged in favour of Respective lenders.

27) Confirmation of balances for Loans and advances, Debtors and Creditors have not been obtained therefore the balances under the head loans and advances, Debtors and sundry Creditors are shown as per books and are subject to reconciliation and Adjustments if any.

28) Basic & Diluted Earnings Per Share:

Particulars	2016-17	2015-16
Net Profit/(Loss) attributable to equity share holders	3 95 29 411	(89 82 261)
Weighted Average of Equity shares	1 30 51 408 (face value of Rs.10/- each)	1 31 22 558 (face value of Rs.10/- each)
Basic Earnings Per Share	3.03	(0.68)
Net Profit/(Loss) attributable to equity share holders	3 95 29 411	(89 82 261)
Add: Interest on debenture	0	0
Adjusted Net profit for Diluted EPS	0	0
Weighted Number of equity shares outstanding for Diluted EPS	1 30 51 408 (face value of Rs.10/- each)	1 31 22 558 (face value of Rs.10/- each)
Diluted Earnings Per share	3.03	(0.68)

In the absence of details the calls in arrears EPS is calculated as if the shares are fully paid up.

29. Related Party Transactions:

I) Names of Transacting Related Parties

A) Wholly Owned Subsidiaries

- Systematix Fincorp India Limited
- Systematix Finvest Private Limited
- Systematix Shares and Stocks (India) Limited
- Systematix Commodities Services Private Limited

B) Presumption of Significance Influence

- Systematix Capital Services Private Limited
- Ceepeek Real Estate Pvt Limited
- Rangsharda Properties Private Limited
- Shubham Mangalam Real Estate Pvt Limited
- Snehvardhini Properties Pvt Limited
- Tek Point Properties Private Limited
- Funsign Real Estate Pvt Limited
- Superstar Exports Private Limited.
- Topcity Trading Company Private Limited
- Riteplaza Trading Company Private Limited
- Magicline Trading Company Private Limited
- Goldflag Exports Private Limited
- Goldlife Trading Company Private Limited
- Thirdwave Mercantile Company Private Limited
- Shiv Shakti Real Estate Pvt Limited
- Nikunj Mercantile Private Limited
- Systematix Assets Management Company Pvt Ltd
- Wonderdream Realtors Private Limited
- Systematix Distributions Services Pvt Limited
- Perspire Builders & Developers Private Limited
- Systematix Ventures Private Limited
- First Lady Housing Private Limited
- Urban Affordable Housing Private Limited
- Swaraj Appartments P Ltd

C) Partnership Firms/LLP's

- Sterling Dreamworks Partners LLP
- Divisha Real Estate Advisors LLP
- Divisha Realty LLP
- Divisha Developers LLP
- Divisha Lifestyle LLP

Key Managerial Personnel

Mr. C P Khandelwal, Mr. Sunil Sarda, Mr. Pradeep Gotecha, (Resigned w.e.f 07.02.2017), Mr. Nikhil Khandelwal, Ms. Priyanka Khandelwal, Mr. Shree Prakash Mundhra (Appointed on 14.02.2017), Ms. Vrunda Dhanesha

- II) **A description of the relationship between related parties:** Presumption of Significant Influence.

III) Transaction detail

Name of the Related party	Description of Transaction and amount during the year		Amount outstanding
	Rs in lakhs		
Super Star Exports Private Limited	Loan Granted	1215.51	Non - Convertible Preference Shares 2 70 00 000 – 100% Equity Shares 54 83 862 42.25%
	Loan repaid	1215.51	
	Interest charged	134.44	
Systematix Capital Services Private Limited	Loan Granted	731.70	Loan Outstanding 137.23
	Loan recovered	731.70	
	Loan availed	106.40	
	Loan Repaid	202.50	
	Interest Paid	12.10	
	Interest Charged	38.74	
	DP charges	0.01	
Mr Sunil Sarda	Remuneration	47.04	
Mr. C. P. Khandelwal	Remuneration	84.00	
Ms. Anju Khandelwal	Sitting Fee	1.17	
Wonderdream Realtors Private Limited	Rent	24.00	
Thirdwave Mercantile Company Private Limited	Rent	13.50	
Ms. Priyanka Khandelwal	Remuneration & Sitting Fee	6.68	
Mr. Rahul Khandelwal	Salary	6.00	
Mr. Pradeep Gotecha (Upto 07 -02-2017)	CFO Remuneration	7.73	
Mr. Shree Prakash Mundhra (from 14 -02-2017)	CFO Remuneration	2.14	
Mr. Mahesh C Solanki	Sitting Fee	0.85	
Mr. Shriram Surajmal Khandelwal	Sitting Fee	1.80	
Mr. Sanjay Khandelwal	Sitting Fee	1.55	
Mr. Nikhil Khandelwal	Remuneration	7.00	
Mr. Deepak Khandelwal	Sitting Fees	0.15	
Systematix Distributions Services Private Limited	Prof Fee Paid	10.50	
	Loan Granted	74.64	
	Loan Recovered	74.64	
	DP Charges Received	0.01	

Goldflag Exports Private Limited	Rent paid	8.40	Security Deposit Rs 225.00
Snehvardhini Properties Private Limited	Rent paid	1.20	
Rangsharda Properties Private Limited	Rent paid	1.80	
Shubhamangalam Real Estate Private Limited	Rent paid	1.50	
Funsign Real Estate Private Limited	Rent paid	1.20	
Tek Point Properties Private Limited	Rent paid	1.80	
Swaraj Apartments Private Limited	Rent paid	3.00	
Ceepeek Real estate Private limited	Rent paid	1.20	

30) Employee Benefits:

The company has adopted AS 15 - Employee Benefits during the year.

(Amount in ₹)

General Description	As on 31.03.2017	As on 31.03.2016
Post employment Benefit Gratuity Funded		
i) Changes in the Present Value Of the Obligation (PVO)-		
Reconciliation of Opening and Closing Balances:		
PVO as at the beginning of the Period	1 72 16 994	1 56 91 905
Interest cost	13 56 276	12 07 059
Current service cost	23 60 792	33 69 283
Benefits paid	(5 27 083)	(4 33 606)
Actuarial Loss/(Gain) on obligation	(66 56 825)	(26 17 647)
PVO as at the end of the period	1 37 50 154	1 72 16 994
ii) Changes in Fair Value of Plan Assets		
Fair Value of Plan Assets at the beginning of the Period	1 03 93 075	75 89 840
Adjustment to Opening Fair value of Plan Assets	0	8 785
Expected Return on Plan Assets	8 86 500	7 55 200
Contributions	0	24 99 046
Benefit Paid	(5 27 083)	(4 33 606)
Actuarial gain/(loss) on plan as sets	(2 15 830)	(26 190)
Fair Value of Plan Assets at the end of the period	1 05 36 662	1 03 93 075
ii i) Amount recognized in the Balance Sheet and Related Analysis		
Present value of obligation	1 37 50 154	1 72 16 994
Fair value of Plan assets	1 05 36 662	1 03 93 075
Difference Liability Recognized in the Balance Sheet	32 13 492	68 23 919

iv) Expenses Recognized in the Profit & Loss account:		
Current service Cost	23 60 792	33 69 283
Interest Cost	13 56 276	12 07 059
Past Service Cost-(Vested Benefits)	0	0
Expected Return on Plan Assets	(8 86 500)	(7 55 200)
Net actuarial (gain)/loss recognized In the year	(64 40 995)	(25 91 457)
Expenses recognized in the statement of Profit & Loss	(36 10 427)	12 29 685
v) Principal Actuarial Assumption		
Discount Rate	6.84%	8.00%
Salary Escalation Rate	10.00%	10.00%
Attrition Rate	Up to Age 45: 15% 46 and above:5%	Up to Age 45: 15% 46 and above:5%
Expected Rate of Return on Plan Assets	8.15%	8.75%

31) SEGMENT INFORMATION

PARTICULARS	YEAR ENDED	YEAR ENDED
	31.03.2017	31.03.2016
	Rs In Lakhs	Rs In Lakhs
1. Segment Revenue		
a) Merchant Banking & Related Activities	254.45	31.90
b) Financing & Other Activities	2087.98	1958.53
c) Equity, Commodity, Currency & Other Transactional Services	2160.09	1746.96
Total	4502.52	3737.39
Less:		
Inter Segment Revenue	106.50	236.02
Net income from Operations	4396.03	3501.37
2. Segment Results Profit Before Tax and Interest from each segment		
a) Merchant Banking & Related Activities	77.72	(141.14)
b) Financing & Other Activities	1515.56	1274.59
c) Equity, Commodity, Currency & Other Transactional Services	249.76	32.5 1
Total	1843.04	1165.96

Less:		
a) Interest	1261.94	1222.40
Total profit before Tax & Extra ordinary Items	581.10	(56.44)
3.Capital Employed (Segment Assets -Segment Liabilities)		
a) Merchant Banking & Related Activities	1.77	(53.19)
b) Financing & Other Activities	3497.61	3302.16
c) Equity, Commodity, Currency & Other Transactional Services	4459.20	4308.06
Total	7958.57	7557.03

The above segment information is presented on the basis of the audited consolidated financial statements. The Company's operations predominantly relate to merchant banking activity and financing Activity.

32. Expenditure in Foreign Currency (Amount in ₹)

Particulars	31.03.2017	31.03.2016
Subscription	5 45 227	0
Travelling	2 83 135	6 46 644

33. Earnings in Foreign Currency (Amount in ₹)

Particulars	31.03.2017	31.03.2016
Service Fees Received	5 10 771	2 60 094
Research Commission	0	14 687

34. The Details of Specified Bank Notes (SBN) and other Currency Notes held and transacted during the period from 08.11.2016 to 30.12.2016 are provided in the table below:

	SBNs #	Other denomination notes	Total
Closing Cash in Hand as on 08.11.2016	9 90 000	78 938	10 68 938
(+) Permitted Receipts	0	27 09 821	27 09 821
(-) Permitted Payments	0	20 74 927	20 74 927
(-) Amount Deposited in Banks	9 90 000	0	9 90 000
Closing Cash in Hand as on 30.12.2016	0	7 13 832	7 13 832

35. Extra ordinary items Rs 18 13 936/- represents difference between Gross Block less accumulated depreciation on the assets destroyed by fire.
36. Figures for the previous year have been re-grouped wherever necessary, to conform to Current year classification.

Vide our report of date attached

For MAHARAJ N. R. Suresh & Co
FRN NO: 001931S
Chartered Accountants

For & on behalf of Board of Directors

Sd/-
K V SRINIVASAN
Partner
M.NO 204368

Sd/-
C P Khandelwal
Chairman

Sd/-
Shree Prakash Mundhra
CFO

Place; Mumbai
Date; 30.05.2017

Sd/-
Vrunda Dhanesha
Company Secretary

SYSTEMATIX CORPORATE SERVICES LTD.
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

	31.03.2017	31.03.2016
	₹	₹
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax and extra ordinary items	5,81,09,972	(56,41,014)
Adjustments for : -		
1 Depreciation	1,09,32,420	1,25,18,568
2 Interest/Dividend Received	(2,16,86,847)	(1,93,69,137)
3 Loss on Sale of Assets	31,49,776	90,231
Operating profit before working capital changes	5,05,05,321	(1,24,01,352)
Adjustments for : -		
1 Trade and Other Receivables	(28,00,06,983)	44,94,72,212
2 Trade Payable	7,33,86,692	12,99,794
3 Long Term Loans & Advances	(39,51,525)	(1,12,05,127)
Cash Generated from operation	(16,00,66,495)	42,71,65,527
Interest Paid	12,61,93,617	12,22,39,546
Cash Flow Before extraordinary items	(3,38,72,878)	54,94,05,073
Extraordinary Items	-	1,23,872
Net Cash from/ (Used) in Operating activities	(3,38,72,878)	54,92,81,201
B CASH FLOW FROM INVESTING ACTIVITIES		
1 Purchase of Fixed Assets	(69,40,622)	(66,45,772)
2 Sale of Fixed Assets	1,50,000	40,450
3 Interest Received	2,16,86,847	1,93,69,137
Net Cash from/ (Used) in Investing Activities	1,48,96,225	1,27,63,815
C CASH FLOW FROM FINANCIANG ACTIVITIES		
1 Proceeds from issue of Share Capital/Dedenture	13,61,30,000	(15,61,30,000)
2 Proceeds from Long and Short Term Borrowings	6,65,24,536	(19,24,48,465)
3 Interest Paid	(12,61,93,617)	(12,22,39,546)
Net Cash from financiing activities	7,64,60,919	(47,08,18,011)
Net increase in Cash and Cash equivalent (A+B+C)	5,74,84,266	9,12,27,005
Cash and Cash equivalents as (Opening Balance)	36,99,45,765	27,87,18,760
Cash and Cash equivalents as (Closing Balance)	42,74,30,031	36,99,45,765

Vide our report of even date

For Maharaj N R Suresh and Co
FRN NO:001931S
Chartered Accountants

For & on behalf of the Board of Directors

sd/-
C P Khandelwal
Managing Director

sd/-
Vrunda Dhanesha
Company Secretary

sd/-
K V Srinivasan
Partner
M.No:204368

sd/-
Shree Prakash Mundhra
CFO

Place: Mumbai
Date: 30.05.2017

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: L91990MP1985PLC002969

Name of the Company: SYSTEMATIX CORPORATE SERVICES LIMITED

Registered Office: 206-207, Bansi Trade Centre, 581/5, M.G. Road, Indore - 452001, Madhya Pradesh, India

Name of the Member (s):		
Registered Address:		
E-mail Id:	Folio No / Client Id:	DP ID:

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

1. Name:

Address:

E-mail Id:

Signature:, or failing him/her

2. Name:

Address:

E-mail Id:

Signature:, or failing him/her

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 32nd Annual General Meeting of the Company, to be held on the 29th day of September, 2017 at 11.00 a.m. at 206-207, Bansi Trade Centre, 581/5, M.G. Road, Indore - 452001, Madhya Pradesh and at any adjournment thereof, in respect of such resolutions as are indicated below:

ORDINARY BUSINESSES

Resolution No. 1: Adoption of Audited Financial Statements for the financial year ended March 31, 2017 together with reports of the Auditors and Board of Directors thereon

Resolution No. 2: Re-appointment of Mrs. Anju Khandelwal, Director, who retires by rotation

Resolution No. 3: Appointment of M/s. S. Jawahar & Associates as Statutory Auditors for a period of 5 years and fixing their remuneration.

SPECIAL BUSINESSES

Resolution No. 4: Re-appointment of Mr. Chandra Prakash Khandelwal as a Managing Director

Signed this day of, 2017

Signature of Shareholder (s) :

Signature of Proxy Holder (s):



Notes:

1. This form of proxy in order to be effective should be duly completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, Explanatory Statement and Notes, Please refer to the Notice of 32nd Annual General Meeting.

Systematix Corporate Services Limited

Registered Office: 206-207, Bansi Trade Centre, 581/5, M.G. Road, Indore – 452001 Madhya Pradesh.

Corp. Office: The Capital, "A" Wing, 6th Floor, No.603-606, Plot No. C-70,' G' Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400051CIN- L91990MP1985PLC002969 Website: www.systematixgroup.in Tel No: +91-22-6704 8000**ATTENDANCE SLIP**

(To be signed and handed over at the entrance of the meeting venue)

Regd. Folio No.: _____

DP ID*: _____

No. of Shares held: _____

Client ID*: _____

Full Name of the Member (in Block Letters): _____

Name of the Proxy: _____

(To be filled-in if the Proxy Form has been duly deposited with the Company)

I hereby record my presence at the 32nd **ANNUAL GENERAL MEETING** of the Company **on Friday, September 29, 2017 at 11.00 a.m.** at 206-207, Bansi Trade Centre, 581/5, M.G. Road, Indore - 452001, Madhya Pradesh.

Members / Proxy's Signature
(To be signed at the time of handing over this slip)

* Applicable for members holding shares in electronic form.

Note: Members are requested to bring their copies of the Annual Report to the meeting

Systematix Corporate Services Limited

Registered Office: 206-207, Bansi Trade Centre, 581/5, M.G. Road, Indore – 452001 Madhya Pradesh.

Corp. Office: The Capital, "A" Wing, 6th Floor, No.603-606, Plot No. C-70,' G' Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400051CIN- L91990MP1985PLC002969 Website: www.systematixgroup.in Tel No: +91-22-6704 8000

**BOOK-POST
(PRINTED MATTER)**

To, _____

If Undelivered, Please return to:

SYSTEMATIX CORPORATE SERVICES LIMITED

CIN - L91990MP1985PLC002969

**Registered Office: 206-207, Bansi Trade Centre,
581/5, M.G. Road, Indore- 402001, Madhya Pradesh**

Tel: 0731- 3018111 | Fax: 0731 – 4068253

E-mail: secretarial@systematixgroup.in

Website: www.systematixgroup.in