

Date: 09<sup>th</sup> October, 2018

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 2017-2018 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 2017-18, duly approved and adopted by the members of the Company as per the provisions of the Companies Act, 2013 at the 33<sup>rd</sup> Annual General Meeting held on Friday, 28<sup>th</sup> September, 2018 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**

**Vrunda Dhanesha**  
**Company Secretary & Compliance Officer**

**Encl: As Above**



**SYSTEMATIX CORPORATE SERVICES LIMITED**

**33<sup>rd</sup> Annual Report**

**2017-2018**

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**CONSOLIDATED**

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**AGM DETAILS****ANNUAL GENERAL MEETING**

Date : September 28, 2018

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. Nikhil Khandelwal	-	Managing Director
Mr. Shriram Khandelwal	-	Independent Non-Executive Director
Mr. Sanjay Khandelwal	-	Independent Non-Executive Director
Mr. Rakesh Mehta	-	Independent Non -Executive Director

#### CHIEF FINANCIAL OFFICER

Mr. Anil Bhagchandani

#### COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Vrunda Dhanesha

#### PRACTISING COMPANY SECRETARY

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

#### AUDITORS

M/s. S. Jawahar & Associates  
Chartered Accountants  
Lalithalaya, 2<sup>nd</sup> Floor, No.5, Panjaliamman Koil  
Street, Arumbakkam, Chennai - 600 106.

### 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](mailto:cameo@cameoindia.com), Web: [www.cameoindia.com](http://www.cameoindia.com)

### REGISTERED OFFICE

206-207, Bansi Trade Centre, 581/5, M.G.Road,  
Indore – 452001, Madhya Pradesh.  
Tel.: 0731-4068253  
e-mail: [secretarial@systematixgroup.in](mailto:secretarial@systematixgroup.in)  
Web: [www.systematixgroup.in](http://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 avantgarde visionary, is the founder and chairman of Systematix group. He is a qualified Chartered Accountant and has a vast experience of more than 29 years in consummating mega deals involving some of the largest conglomerates in India. His foresight and acumen are complimented by strong moral values, which make it easy for corporate 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 12 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.

### NIKHIL KHANDELWAL : MANAGING DIRECTOR

Responsible for overseeing the group's expansion in Institutional Broking and Investment Banking Business. Previously worked with IDFC Research. Leads the Investment Banking Advisory business of Systematix and has 12 years of rich experience in M&A, Private Equity and Strategic Advisory for a wide variety of industries and clients in India and internationally. Has been instrumental in building Systematix's advisory business into an Industry Focused Cross Border M&A platform – with strong engagements with several mid to large India, US, Japan and Europe based companies. At Systematix, he has been advising large corporates and investors based in India and internationally. Mr. Nikhil Khandelwal holds a degree in management studies (MBA) from the ISB, Hyderabad and Bachelor in Engineering (BE) from Manipal Institute of Technology (MIT).

### SHRIRAM KHANDELWAL : NON - EXECUTIVE & INDEPENDENT DIRECTOR

Mr. Shriram Khandelwal is a qualified Chartered Accountant with more than 32 years of experience in the Accounts & Finance profession based at Mumbai. He graduated from Rajasthan University in 1972 and is a Fellow Member of the Institute of Chartered Accountant of India (ICAI). He has conducted several Audits and Taxation assignments of various companies. He is associated with us as an independent director of the company and is the proprietor of S. S. Khandelwal & Co. and is a partner in S. S. Khandelwal & Associates – Chartered Accountancy Firms.

### 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.

**RAKESH MEHTA : NON- EXECUTIVE & INDEPENDENT DIRECTOR**

Mr. Rakesh Mehta is a qualified chartered Accountant and cost Accountant passed with merit having experience of more than 30 years in top multi-national companies. He has wide experience in handling commercial functions of big projects. He has worked as Vice President in Reliance group of companies and commercially handled various projects such as world biggest grass root refinery at Jamnagar, Telecommunication project, Retail Petroleum, Retail and Petro chemical business. He has also taken lead in establishing new concept of shared services in the organisation which facilitated centralised control of various organisational functions with reduction in operating cost.

**ANIL BHAGCHANDANI : CHIEF FINANCIAL OFFICER**

Mr. Anil Bhagchandani is a qualified Chartered Accountant with a rich experience of more than 8 years in the field of finance and taxation.

**VRUNDA DHANESHA : COMPANY SECRETARY & COMPLIANCE OFFICER**

Ms. Vrunda Dhanesha is an associate member of Institute of Company Secretaries of India and has gained experience of more than 5 years in Secretarial Department. She is associated with Systematix Group since 2015.

**NOTICE**

**Notice** is hereby given that the 33rd Annual General Meeting of the Members of **Systematix Corporate Services Limited** will be held on Friday, 28<sup>th</sup> September, 2018 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 31<sup>st</sup> March, 2018, statement of profit and loss alongwith the schedules and cash flow statement of the company for the year ended 31<sup>st</sup> March, 2018 together with the reports of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Chandra Prakash Khandelwal (DIN: 00016373) who retires by rotation and being eligible, offers himself for re-appointment and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Chandra Prakash Khandelwal (DIN: 00016373), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. To ratify the appointment of 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 ratify the appointment of M/s. S Jawahar & Associates, Chartered Accountants (Firm Registration No. 006232S) as the Statutory Auditors of the Company for the remaining period from the conclusion of this Annual General Meeting till the conclusion of the 37th Annual General Meeting of the Company on such remuneration as may be mutually agreed between the Board of Directors of the company and the Auditors.”

**SPECIAL BUSINESS:**

4. **Regularization of Mr. Nikhil Khandelwal as a Director of the Company**

**To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION**

“**RESOLVED THAT** pursuant to provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Nikhil Khandelwal (DIN: 00016387) who was appointed as an additional director pursuant to provisions of section 161(1) of the Companies Act, 2013 and the Articles of Association of the company and who holds office up to the date of this Annual General Meeting and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as director of the company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**5. Appointment of Mr. Nikhil Khandelwal as Managing Director :**

**To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION :**

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof, or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), consent of the members be and is hereby accorded for the appointment of Mr. Nikhil Khandelwal as Managing Director of the Company for a period of three years with effect from 01 September, 2018 to 31 August, 2021, at remuneration upon such terms and conditions as set out in the explanatory statement as annexed to this notice.

**RESOLVED FURTHER THAT** Mr. Nikhil Khandelwal shall be paid the minimum remuneration of Rs.20 Lakh p.a. for a period of three years of his tenure and the remuneration shall be within the ceiling as prescribed under section 196,197 read with Schedule V of the Companies Act, 2013. The details of the remuneration is given below

Particular	Remuneration
Salary	Rs. 20,00,000(basic salary & annual increase there in to be decided by the board of director with in the above sailing for the period of three year of his tenure of re appointment)
Special Allowance	as may be decided the boar from time to time which shall not include provident fund, Gratuity, Superannuation fund etc.
Provident Fund, Superannuation Fund, Gratuity, On Leave Earned	as per the rules and regulation of the company
leave travel concession	for self & family subject to management of 1 in a year, in India.
Reimbursement of expenses	be shall be entitled to of all actual expenses or charges, including travel, entertainment, & other out-of-pocket expenses. incurred by him for & on behalf of the company in furtherance of it business.

**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 appointment including salary, commission, perquisites, allowances etc. payable to Mr. Nikhil Khandelwal within such prescribed limit or ceiling and as agreed by and between the Company and Mr. Nikhil 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.”

**6. Regularization of Mr. Rakesh Mehta from the position of Additional Independent Director to Independent Director.**

**To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Rakesh Mehta (DIN: 03203106), who was appointed as Additional Independent Director on 09th March, 2018 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for term of 5 (five) consecutive years with effect from 10<sup>th</sup> March, 2018 to 09<sup>th</sup> March, 2023.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”



**7. Re-appointment of Mr. Shriram Surajmal Khandelwal as an Independent Director:**

**To consider and if thought fit, to pass the following resolution as an SPECIAL RESOLUTION**

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies

(Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Shriram Surajmal Khandelwal (DIN: 06729564), who was appointed as an Independent Director and who holds office of Independent Director up to 31 March, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from 01 April, 2019 to 31 March, 2024.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**8. Approve the limits for the Loans and Investment by the Company in terms of the provisions of Section 186 of the Companies Act, 2013.**

**To consider and if thought fit, to pass the following resolution as SPECIAL RESOLUTION**

**“RESOLVED THAT** pursuant to the provisions of section 186 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company and subject to further approval of statutory and other authorities as may be necessary and subject to such terms, conditions, stipulations, alterations, and modifications, if any, as may be prescribed and specified by such authorities while granting such approvals and which may be agreed by the Board of directors of the Company (hereinafter referred to as the 'Board' which expression shall include a Committee of Directors duly authorised in this behalf), consent of the Company be and is hereby accorded to the Board of directors of the Company to make Loan and Investment in excess of the 60% of the aggregate of the paid-up share capital and free reserves and security premium account and/or upto 100% of the aggregate of free reserves of the Company as per the limits prescribed under section 186, as they may in their absolute discretion deem beneficial and in the interest of the Company subject to the maximum aggregate amount not exceeding Rs. 300 Crores (Rupees Three Hundred Crores only) at any time together with the existing loans and investments.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion, deem necessary or desirable in this regard.”

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

**Date:** 13.08.2018

**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.** The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the meeting. A person can act as proxy on behalf of Members not exceeding fifty in number and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case of a Member holding more than 10% 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. 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.
2. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
3. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Businesses under item nos. 4 to 8 to be transacted at the Meeting is annexed hereto. The relevant details as required under Clause 36(3) of SEBI (LODR), of persons seeking appointment/ re-appointment as Directors under Item No. 4 to 7 of the Notice, are also annexed.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 22.09.2018 to 28.09.2018 (both days inclusive).
5. 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.
6. 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.
7. 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.
8. 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.
9. Mr. Chandra Prakash Khandelwal and Mrs. Anju Khandelwal who is related to him, are interested in the Ordinary resolutions set out in Item No. 2; Mr. Chandra Prakash Khandelwal and Mrs. Anju Khandelwal are interested in the Ordinary resolution in Item No. 4, & 5, Mr. Rakesh Mehta is interested in the Ordinary resolution in the Item no. 6, Mr. Shriram Khandelwal is interested in the Ordinary resolution in the Item no. 7 of the notice. Save and except the above, none of the Directors / Key Managerial Personnel of the company / their relatives is, in any way, concerned or interested, financially or otherwise.
10. As stipulated under 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), a profile and brief resume of the directors seeking appointment/ re-appointment, 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.
11. 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.
12. Non- Resident Indian Members are requested to inform Cameo Corporate Services Limited, 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.

13. Shareholders who are still holding physical share certificate(s) are requested to convert their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. They may contact Cameo Corporate Services Limited, RTA for assistance in this regard.
14. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company's Depository Participants(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.
15. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for 2017-2018 will also be available on the Company's website [www.systematixgroup.in](http://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](mailto:secretarial@systematixgroup.in)
16. 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, 21<sup>st</sup> September, 2018, 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, 25<sup>th</sup> September, 2018 and will end at 5.00 p.m. on Thursday, 27<sup>th</sup> September, 2018.
17. Investor Grievance Redressal: The Company has designated an exclusive e-mail id [secretarial@systematixgroup.in](mailto:secretarial@systematixgroup.in) to enable Investors to register their complaints, if any.
18. The Company's Registrar and Transfer Agents for its share registry (both physical as well as electronic) is Cameo Corporate Services Limited having its office at "Subramanian Building", V Floor, Building no.1, Club House Road, Chennai-600 002.
19. **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 33<sup>rd</sup> Annual General Meeting scheduled to be held on 28<sup>th</sup> September, 2018 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	<b>From 9.00 a.m. on Tuesday 25<sup>th</sup> September, 2018</b>
End of remote e-voting	<b>Up to 5.00 p.m. on Thursday 27<sup>th</sup> September, 2018</b>

The cut-off date (i.e. the record date) for the purpose of remote e-voting is 21<sup>st</sup> September, 2018

The instructions and other information for shareholders voting electronically are as under :

- (i) The voting period begins on Tuesday, 25<sup>th</sup> September, 2018 from 9.00 a.m. and ends on Thursday, 27<sup>th</sup> September, 2018 at 5.00 p.m. 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) i.e. 21<sup>st</sup> September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>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.</li> </ul>
<b>Dividend Bank Details or Date of Birth (DOB)</b>	<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> <ul style="list-style-type: none"> <li>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 (iv).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for SYSTEMATIX CORPORATE SERVICES LIMITED on which you choose to vote
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **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](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and

password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- (i) 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.
- (ii) M/s. Kothari H. & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer for the remote e-voting process and Mr. Ankit Joshi, PCS for scrutinizing the physical voting facility by conducting the poll process.
- (iii) 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.
- (v) 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.
- (vi) 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](http://www.systematixgroup.in) within 48 hours of conclusion of 33<sup>rd</sup> 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 SPACIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

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#### **ITEM NO. 4 & 5**

Mr. Nikhil Khandelwal holds a degree in Master in Business Administration (MBA) from the ISB, Hyderabad and Bachelor in Engineering (BE) from Manipal Institute of Technology (MIT) with 12 years of rich experience in M & A, Private Equity, Strategic Advisory and Institutional Equities Research for a wide variety of industries and clients in India and internationally.

The Directors of the Company at the Board Meeting held on 13<sup>th</sup> August, 2018 had subject to the approval of the shareholders, approved his appointment as Managing Director of the Company w.e.f. 01<sup>st</sup> September, 2018, at a remuneration and such terms and conditions as set out by the Board of Directors are as follows.

Particular	Remuneration
Salary	Rs. 20,00,000(basic salary & annual increase there in to be decided by the board of director with in the above sailing for the period of three year of his tenure of re appointment)
Special Allowance	as may be decided the boar from time to time which shall not include provident fund, Gratuity, Superannuation fund etc.
Provident Fund, Superannuation Fund, Gratuity, On Leave Earned	as per the rules and regulation of the company
leave travel concession	for self & family subject to management of 1 in a year, in India.
Reimbursement of expenses	be shall be entitled to of all actual expenses or charges, including travel, entertainment, & other out-of-pocket expenses. incurred by him for & on behalf of the company in furtherance of it business.

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

The appointment of Mr. Nikhil Khandelwal as Managing Director of the Company would be governed by Sections 196, 197, 203 read with Part II, Section II of Schedule V of the Companies Act, 2013 and rules made thereunder, 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. Nikhil Khandelwal, Chandra Prakash Khandelwal and Mrs. Anju Khandelwal are in any way, concerned or interested, financially or otherwise, in the Special Resolution set out in 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.

#### ITEM NO. 6

Mr. Rakesh Mehta was appointed as an Additional Director w.e.f. March 09, 2018 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, holds office up to the date of the ensuing Annual General Meeting.

The Company has received request in writing from a member of the company proposing Mr. Rakesh Mehta candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

The Nomination & Remuneration Committee of the Board of Director of the Company has recommended appointment of Mr. Rakesh Mehta as an Independent Director for a term of 5 (five) consecutive years w.e.f. 10<sup>th</sup> March, 2018 to 09<sup>th</sup> March, 2023 .

In the opinion of the Board, Mr. Rakesh Mehta fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Rakesh Mehta as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Rakesh Mehta as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Rakesh Mehta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

The Board of Directors accordingly recommends the resolution set out in Item No. 6 of the accompanying Notice for the approval of the members as ordinary resolution.

#### ITEM NO. 7

Mr. Shriram Khandelwal was appointed as an Independent Director of the Company and he holds office as an Independent Director of the Company upto 31st March, 2019 (first term).

The Nomination & Remuneration Committee of the Board of Director of the Company has recommended re-appointment of Mr. Shriram Khandelwal as an Independent Director for a second term of 5 (five) consecutive years w.e.f. 01<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024 .

In the opinion of the Board, Mr. Shriram Khandelwal fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his re-appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Shriram Khandelwal as an Independent Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Mr. Shriram Khandelwal as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Shriram Khandelwal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

The Board of Directors accordingly recommends the resolution set out in Item No. 7 of the accompanying Notice for the approval of the members as ordinary resolution.

#### ITEM NO. 8

The increase in business operations, cash flows and further growth plans of the Company necessitates financial flexibility as to invest in the area of business besides utilization of surplus funds available with the Company from time to time. It is therefore, proposed that the Board of Directors of the Company be authorised to invest into securities of other body corporate and/or make loan(s) and/or give any guarantee(s)/ provide any security(ies) in connection with loan(s) made upto a limit not exceeding Rs. 300 crores (Rupees Three hundred crores only).

The above said investment/loans/guarantees/securities may exceed the limit prescribed under Section 186 of the Companies Act, 2013; hence, approval of shareholders is required by way of Special Resolution. The fund required for the above said purpose shall be sourced through internal accruals and/or borrowings.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special resolution except to the extent of their shareholding.

The Board of Directors accordingly recommends the resolution set out in Item No. 8 of the accompanying Notice for the approval of the members as special resolution.

**By Order of the Board**

**Sd/-**  
**Chandra Prakash Khandelwal**  
**Managing Director**  
**DIN: 00016373**

**Date:** 13.08.2018

**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	Mr. Nikhil Khandelwal	Mr. Rakesh Mehta	Mr. Shriram Khandelwal
1	Date of Birth	14/02/1959	12/12/1984	23/10/1958	17/05/1950
2	Age	59 years	33 years	59 years	68 years
3	Date of Appointment	30/03/1995	13/08/2018	09/03/2018	30/05/2013
4	Permanent Account Number (PAN)	ACVPK1997R	ARPPK3859H	ACYPM4764F	AFZPK7230C
5	Director Identification Number (DIN)	00016373	00016387	03203106	06729564
6	Expertise in specific functional areas	30 years	More than 12 years	More than 30 years	More than 32 years
7	No. of Equity shares held in the Company (as on March 31, 2018)	213215	93455	-	-
8	Qualifications	FCA	B.E., MBA	CA & ICWA	FCA
9	List of other directorships (excluding Foreign Company)	As per Annexure - I	As per Annexure - II	As per Annexure - III	As per Annexure - IV
10	Membership/ Chairmanship of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	-	-	-	-
11	Relationships, if any, between Directors, Manager & KMP inter se	Spouse of Mrs. Anju Khandelwal	Son of Mr. Chandra Prakash Khandelwal & Mrs. Anju Khandelwal	-	-
12	Terms & Conditions of re-appointment	Executive Director liable to retire by rotation	Executive Director liable to retire by rotation	appointed for 5 years	re-appointed for next 5 years
13	Remuneration last drawn	18 Lakh p.a.	Nil	Nil	Nil
14	Remuneration sought to be paid	18 Lakh p.a.	20 Lakh p.a.	Nil	Nil
15	Shareholding	213215 shares	93455 shares	-	-
16	No. of Board Meetings attended during the year	7 (Seven)	NA	1 (One)	5 (five)



**ANNEXURE - I**

<b>Sr. No.</b>	<b>Names of the Companies / bodies corporate / association of individuals</b>	<b>Nature of interest or concern / Change in interest or Concern</b>	<b>Date on which interest or concern arose / changed</b>
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 Pvt. Ltd.	Director	06-06-2003
4	Thirdwave Mercantile Company Pvt. Ltd.	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 Pvt. Ltd.	Director	16-09-2005
8	Systematix Fincorp India Limited	Whole-Time Director	25-05-2007
9	Systematix Assets Management Company Pvt. Ltd.	Director	01-07-2010
10	Systematix Finvest Private Limited	Director	01-12-2010
11	Unicorn Infra Projects And Estates Private Limited	Nominee Director	11-09-2012
12	DDPL Global Infrastructure Private Limited	Nominee Director	11-09-2012
13	Perspire Builders & Developers Private Limited	Director	20-09-2012
14	Wonderdream Realtors Private Limited	Director	02-07-2013
15	Systematix Ventures Private Limited	Additional Director	09-03-2018
16	Sant Sundardas Foundation	Director	01-04-2014
17	KPA Welfare Foundation	Director	08-07-2015

**ANNEXURE - II**

<b>Sr. No.</b>	<b>Names of the Companies / bodies corporate / association of individuals</b>	<b>Nature of interest or concern / Change in interest or Concern</b>	<b>Date on which interest or concern arose / changed</b>
1	Superstar Exports Private Limited	Director	12-03-2004
2	Systematix Capital Services Private Limited	Managing Director	07-03-2012
3	Perspire Builders & Developers Private Limited	Director	20-09-2012
4	Wonderdream Realtors Private Limited	Director	02-07-2013
5	Systematix Ventures Private Limited	Director	03-09-2013
6	Funsign Real Estate Private Limited	Director	02-07-2014
7	Ceepeek Real Estate Private Limited	Director	02-07-2014
8	Shubham Mangalam Real Estate Private Limited	Director	02-07-2014
9	Snehvardhini Properties Private Limited	Director	02-07-2014
10	Tekpoint Properties Private Limited	Director	02-07-2014
11	Rangsharda Properties Private Limited	Director	02-07-2014
12	Systematix Assets Management Company Pvt. Ltd.	Director	01-07-2010
13	First Lady Housing Private Limited	Director	01-05-2016
14	Swaraj Apartments P Ltd	Director	01-10-2005
15	Systematix Shares and Stocks (India) Limited	Whole-time Director	15-01-2016

**ANNEXURE - III**

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	Professional Multi-Financial Services Limited	Director	22-08-1996
2	Systematix Ventures Private Limited	Additional Independent Director	09-03-2018
3	Systematix Finvest Private Limited	Additional Independent Director	29-05-2018
4	Systematix Fincorp (India) Limited	Additional Independent Director	29-05-2018
5	Systematix Shares and Stocks (India) Limited	Additional Independent Director	15-06-2018

**ANNEXURE - IV**

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 Finvest Private Limited	Independent Director	25-09-2013
2	Systematix Fincorp India Limited	Independent Director	26-09-2013
3	Systematix Shares and Stocks (India) Limited	Independent Director	28-09-2013
4	Sant Sundardas Foundation	Director	01-04-2014
5	KPA Welfare Foundation	Director	08-07-2015

**THE INFORMATION AS PER SECTION II (B) OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013.****I. 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 31.03.2018

**(₹ in Lakh)**

Turnover	742.76
Other Income	18.48
Total Expenditure	371.95
Net Profit after tax	292.80

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

## II. INFORMATION ABOUT THE APPOINTEE :

### 1. Background details :

Responsible for overseeing the group's expansion in Institutional Broking and Investment Banking Business. Previously worked with IDFC Research. Leads the Investment Banking Advisory business of Systematix and has 12 years of rich experience in M&A, Private Equity and Strategic Advisory for a wide variety of industries and clients in India and internationally. Has been instrumental in building Systematix's advisory business into an Industry Focused Cross Border M&A platform – with strong engagements with several mid to large India, US, Japan and Europe based companies. At Systematix, he has been advising large corporates and investors based in India and internationally. Mr. Nikhil Khandelwal holds a degree in management studies (MBA) from the ISB, Hyderabad and Bachelor in Engineering (BE) from Manipal Institute of Technology (MIT).

### 2. Past remuneration : NIL

### 3. Recognition or awards : No.

### 4. Job profile and his suitability :

Mr. Nikhil Khandelwal has more than 12 years of experience M&A, Private Equity and Strategic Advisory for a wide variety of industries and clients in India and internationally.

### 5. Remuneration proposed :

Particulars	Remuneration
Salary	₹ 20 Lakh 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. Nikhil Khandelwal and as the Company is a mid-size Company, the proposed remuneration is well deserving by Mr. Nikhil 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. Nikhil Khandelwal holds 0.72% of the Paid up equity Capital of the Company.

### III. OTHER INFORMATION

1. 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. 5 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 33<sup>rd</sup> Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2018.

### 1. FINANCIAL SUMMARY OF THE COMPANY :

( ₹ in lakh)

Particulars	Year ended 31 <sup>st</sup> March, 2018		Year ended 31 <sup>st</sup> March, 2017	
	Standalone	Consolidated	Standalone	Consolidated
Total Income	761.24	5580.07	254.45	4396.03
Total Expenditure	371.95	4682.69	188.83	3814.93
<b>Profit before Exceptional &amp; Extraordinary Items and Tax</b>	389.29	897.39	65.62	581.10
Exceptional Items	-	-	-	-
Extraordinary Items	-	-	-	18.14
<b>Profit/(Loss) before Tax</b>	389.29	897.39	65.62	562.96
Provision for Taxation	96.51	244.30	0.77	164.30
Deferred Tax	(1.21)	3.5	(3.51)	6.26
Income Tax related to Earlier Years	1.19	10.59	(0.11)	(2.89)
<b>Profit/(Loss) after Tax</b>	292.80	639.00	68.47	395.29
Paid up Share Capital	3998.03	3998.03	3998.03	3998.03
Reserves & Surplus	2506.49	4949.34	2213.68	4310.85
Proposed Dividend / Transfer to Reserve	-	-	-	-
Surplus / Deficit Transfer to Balance sheet	-	-	-	-
EPS (Basic)	2.26	4.92	0.52	3.03
EPS (Diluted)	2.26	4.92	0.52	3.03

### 2. TRANSFER TO RESERVES :

No amount is proposed to be transferred to the reserves for the financial year ended 31<sup>st</sup> March, 2018.

### 3. DIVIDEND :

In view of the planned business growth, your Directors deem it proper to preserve the resources of the Company for its activities and therefore, do not propose any dividend for the Financial Year ended 31<sup>st</sup> March, 2018.

### 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 ₹. 761.24 Lakh as compared to Income of ₹ 254.45 Lakh of the previous year which is 199.17% more as compared to last year Income. Consolidated Income of ₹ 5580.07 Lakh as compared to Income of ₹ 4396.03 Lakh of the previous year which is 271.55% more as compared to last year Income.

The Company has incurred Standalone Profit after Tax during the year of ₹ 292.80 Lakh as compared to the Standalone Loss after Tax of the previous year of ₹ 68.47 Lakh, and Consolidated profit after Tax during the

year of ₹ 639.00 Lakh as compared to the Consolidated Loss after Tax of the previous year of ₹ 395.29 Lakh.

#### 5. 5.1 DETAILS OF WHOLLY OWNED SUBSIDIARIES :

The Company as on 31<sup>st</sup> March, 2018 had five 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
- (v) Systematix Ventures Private Limited (with effect from 15<sup>th</sup> March, 2018)

#### 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 :

Systematix Ventures Private Limited has become a wholly owned subsidiary 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 :

The Company has received a Public Announcement made by Superstar Exports Private Limited alongwith Persons Acting in Concert (PACs) dated 01<sup>st</sup> February, 2018 to acquire up to 33,75,000 fully paid up equity shares of face value of Rs. 10/- each representing 26% of voting equity share capital of Systematix Corporate Services Limited from the public shareholders.

In this connection, company has received the acknowledgement copy of Post Offer report date 17<sup>th</sup> May, 2018 submitted under regulation 27(7) of SEBI (SAST) Regulations, 2011 by Ashika Capital Limited (Merchant Banker) containing the details of number of shares accepted and pre and post offer shareholding of the Acquirer & PACs in our Company.

#### 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](http://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](http://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 31<sup>ST</sup> MARCH, 2018 :

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

##### 13.2 SECRETARIAL AUDIT REPORT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018 :

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 2017-18 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 :

Pursuant to the provisions of Section 139 of the Companies Act, 2013 M/s. S Jawahar & Associates, Chartered Accountants (Firm Registration No. 006232S) has been appointed as Statutory Auditors of the company for a period of five years in the last Annual General Meeting, subject to the ratification by the members in every Annual General Meeting.

M/s. S Jawahar & Associates, Chartered Accountants (Firm Registration No. 006232S) have expressed

their willingness to continue 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.

Accordingly, the ratification of the appointment of M/s. S Jawahar & Associates, Chartered Accountants (Firm Registration No. 006232S) as a Statutory Auditors of the company be recommended to the members and the resolution for the said ratification is a part of the Notice of AGM.

#### 14. SHARE CAPITAL :

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 2017-2018.

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 2017-2018.

The Company has redeemed 20,00,000 non-convertible redeemable preference shares of Rs. 10/- each on 19<sup>th</sup> March, 2018.

#### 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 31<sup>st</sup> March, 2018 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	2,57,481
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, Mr. Chandra Prakash Khandelwal who is liable to retire by rotation and is eligible for re-appointment has offered himself for re-appointment.



During the year under review, Mr. Rakesh Mehta was appointed as an Additional Independent Director with effect from 09<sup>th</sup> March, 2018 and will be confirmed as an Independent Director in the ensuing Annual General Meeting

Further, Mr. Mahesh Solanki has been resigned from the post of Independent Director of the Company with effect from 29<sup>th</sup> May, 2018.

Mr. Shree Prakash Mundhra, Chief Financial Officer of the Company has resigned with effect from 12<sup>th</sup> February, 2018 and Mr. Anil Bhagchandani was appointed as Chief Financial Officer of the Company with effect from 29<sup>th</sup> May, 2018

**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 PROGRAM 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](http://www.systematixgroup.in)

**17. DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES :**

**17.1 BOARD MEETINGS :**

The Board of Directors met 7 times during the financial year ended 31<sup>st</sup> March, 2018 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 31<sup>st</sup> March, 2018 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](http://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 :**

The Company is committed to provide a safe and conducive work environment to its employees. Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

In accordance with the introduction of Companies (Accounts) Amendment Rules, 2018 dated 31<sup>st</sup> July, 2018, your Directors would further like to inform that the Company has duly constituted Internal Complaints Committee as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**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 :**

During the financial year 2017-2018, there were no employee in the Company whose particulars are required to be given in terms of Section 197 (12) of the Act, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The information 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, is annexed herewith as 'Annexure – V' to this report.

**19. CORPORATE GOVERNANCE CERTIFICATE :**

The Compliance certificate from M/s .S. Jawahar & Associates., 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 16<sup>th</sup> February, 2015 relating to the Companies (Indian Accounting Standard) Rules, 2015, the Company will adopt "IND AS" with effect from 01<sup>st</sup> April, 2019, with the comparatives for the periods ending 31<sup>st</sup> March, 2019.

**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 31<sup>st</sup> March, 2018, 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 31<sup>st</sup> March, 2018 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. 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

**For and on behalf of the Board of Directors**

**Sd/-**

**Chandra Prakash Khandelwal  
Chairman & Managing Director**

**DIN: 00016373**

**Date:** 13.08.2018

**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.	5.
<b>Name of the subsidiary</b>	Systematix Shares and Stocks (India) Limited	Systematix Fincorp India Limited	Systematix Finvest Private Limited	Systematix Commodities Services Private Limited	Systematix Ventures Private Limited
<b>Reporting period for the subsidiary concerned, if different from the holding company's reporting period</b>	N.A.	N.A.	N.A.	N.A.	N.A.
<b>Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries</b>	N.A.	N.A.	N.A.	N.A.	N.A.
<b>Share Capital</b>	416.35	167.58	187.82	30.00	5.00
<b>Reserves &amp; surplus</b>	3920.95	2311.43	1097.42	211.76	2.94
<b>Total assets</b>	7136.09	8955.94	6460.68	685.54	8.59
<b>Total Liabilities</b>	7136.09	8955.94	6460.68	685.54	8.59
<b>Investments</b>	-	-	-	-	-
<b>Turnover</b>	2455.88	1152.48	769.12	76.63	-
<b>Profit before taxation</b>	155.94	247.87	113.88	(13.15)	3.56
<b>Provision for taxation</b>	48.89	70.67	39.76	1.65	-
<b>Profit after taxation</b>	107.05	177.20	74.12	(14.79)	3.56
<b>Proposed Dividend</b>	-	-	-	-	-
<b>% of shareholding</b>	100%	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 31<sup>ST</sup> MARCH, 2018

[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, 2018 ('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, 2018 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 there under 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; and the SEBI (Share Based Employee Benefits) Regulations, 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 Acts, Laws and Regulations as applicable specifically to the company.

(1) 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. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

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** Based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of compliance reports by the respective Department Heads / Company Secretary / CFO / KMP taken on record by the Board of Directors of the Company, in our opinion there are adequate systems and processes in the Company commensurate with the size and the 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 the following except the Redemption of 20,00,000 non-convertible redeemable preference shares of Rs. 10/- each of the Company on 19<sup>th</sup> March, 2018.

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

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

SD/-

**Hitesh Kothari**

Membership No. 6038

Certificate of Practice No. 5502

Place: Mumbai

Date: 13.08.2018

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 31.03.2018

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

<b>I.REGISTRATION AND OTHER DETAILS :</b>	
CIN	L91990MP1985PLC002969
Registration Date	21 <sup>st</sup> 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.	<b>Systematix Shares and Stocks (India) Limited</b> The Capital, A-wing, No. 603 – 606, 6 <sup>th</sup> Floor, Plot No. C-70, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.	U65993MH1995PLC268414	Subsidiary	100	2(87)
2.	<b>Systematix Fincorp India Limited</b> 126, 1 <sup>st</sup> Floor, 126, Shopping Centre, Kota - 324007, Rajasthan	U67120RJ1995PLC010601	Subsidiary	100	2(87)
3.	<b>Systematix Finvest Private Limited</b> The Capital, A-wing, No. 603 – 606, 6 <sup>th</sup> Floor, Plot No. C-70, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.	U65990MH1995PTC088488	Subsidiary	100	2(87)

4.	<b>Systematix Commodities Services Private Limited</b> The Capital, A-wing, No. 603 – 606, 6 <sup>th</sup> Floor, Plot No. C-70, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.	U01119MH1994PTC266348	Subsidiary	100	2(87)
5.	<b>Systematix Ventures Private Limited</b> The Capital, A-wing, No. 603 – 606, 6 <sup>th</sup> Floor, Plot No. C-70, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.	U67190MH2013PTC247782	Subsidiary w.e.f. 15.03.2018	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	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual / HUF	537951	-	537951	4.1443	686406	-	686406	5.2880	1.1436
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	5483862	-	5483862	42.2477	5483862	-	5483862	42.2477	0.0000
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A)(1):</b>	<b>6021813</b>	<b>-</b>	<b>6021813</b>	<b>46.3920</b>	<b>6170268</b>	<b>-</b>	<b>6170268</b>	<b>47.5357</b>	<b>1.1436</b>
<b>(2) Foreign</b>									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A)(2):</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoters (A) = (A)(1)+(A)(2)</b>	<b>6021813</b>	<b>-</b>	<b>6021813</b>	<b>46.3920</b>	<b>6170268</b>	<b>-</b>	<b>6170268</b>	<b>47.5357</b>	<b>1.1436</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FII's	-	-	-	-	-	-	-	-	-

h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify) Foreign Portfolio Investor (Corporate) Category II	1061621	-	1061621	8.1787	1061621	-	-	-	-8.1787
<b>Sub-Total (B)(1):</b>	<b>1061621</b>	<b>-</b>	<b>1061621</b>	<b>8.1787</b>	<b>1061621</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-8.1787</b>
<b>(2) Non-Institutions</b>									
<b>a) Bodies Corporate</b>	4646344	13400	4659744	35.8987	4498826	13400	4512226	34.7622	-1.1364
i) Indian									
ii) Overseas									
<b>b) Individuals</b>	451661	490510	942171	7.2584	456477	486210	942687	7.2624	0.0039
i) Individual Shareholders holding nominal share capital upto ₹1 lakh									
ii) Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	130068	70000	200068	1.5413	1190486	69500	1259986	9.7069	8.1656
<b>c) Others (specify)</b>									
i) NRI / OCBs	1600	-	1600	0.0123	1600	-	1600	0.0123	0.0000
ii) Hindu Undivided Families	93241	-	93241	0.7183	93491	-	93491	0.7202	0.0019
<b>Sub-Total (B)(2):</b>	<b>5322914</b>	<b>573910</b>	<b>5896824</b>	<b>45.4291</b>	<b>6240880</b>	<b>569110</b>	<b>6809990</b>	<b>52.4642</b>	<b>7.0350</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>6384535</b>	<b>573910</b>	<b>6958445</b>	<b>53.6079</b>	<b>6240880</b>	<b>569110</b>	<b>6809990</b>	<b>52.4642</b>	<b>-1.1436</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A+B+C)</b>	<b>12406348</b>	<b>573910</b>	<b>12980258</b>	<b>100.00</b>	<b>12411148</b>	<b>569110</b>	<b>12980258</b>	<b>100.00</b>	<b>0.0000</b>

**(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	5483862	42.2477	-	5483862	42.2477	-	-
2	Radhey Shyam Khandelwal	322437	2.4840	-	322437	2.4840	-	-
3	Chandra Prakash Khandelwal	138215	1.0648	-	213215	1.6426	-	0.5778
4	Anju Khandelwal	50803	0.3913	-	50803	0.3913	-	-
5	Nikhil Khandelwal	20000	0.1540	-	93455	0.7199	-	0.5658

6	Chandra Prakash Khandelwal HUF	6496	0.0500	-	6496	0.0500	-	-
	<b>Total</b>	<b>6021813</b>	<b>46.3918</b>	<b>-</b>	<b>6170268</b>	<b>47.5355</b>	<b>-</b>	<b>1.1436</b>

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
<b>a. Mr. Chandra Prakash Khandelwal</b>				
At the beginning of the year	138215	1.0648	138215	1.0648
Purchased on 25.01.2018	75000	0.5778	213215	1.6426
At the end of the year	213215	1.6426	213215	1.6426
<b>b. Mr. Nikhil Khandelwal</b>				
At the beginning of the year	20000	0.1540	20000	0.1540
Purchased on 25.01.2018	73455	0.5658	93455	0.7199
At the end of the year	93455	0.7199	93455	0.7199

There is no change in the shareholding of the other promoters except Mr. Chandra Prakash Khandelwal & Mr. Nikhil Khandelwal.

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	10.3627	1345116	10.3627
		9508	0.0732	9508	0.0732
	Sale on 25.01.2018	-9508	0.0732	1345116	10.3627
	Shareholding at the end	1345116	10.3627	1345116	10.3627
2	Chiraayush Stock Consultants Pvt. Ltd.	1138186	8.7685	1138186	8.7685
		5783	0.0445	5783	0.0445
	Sale on 12.05.2017	-1	0.0000	5782	0.0445
	Sale on 19.05.2017	-85	0.0006	5697	0.0438
	Sale 25-Jan-2018	-5697	0.0438	0	0.0000
	Shareholding at the end	1138186	8.7685	1138186	8.7685
3	Shri Ram Stockmart Pvt. Ltd.	985000	7.5884	985000	7.5884
		672	0.0051	672	0.0051
	Sale 25-Jan-2018	-672	0.0051	0	0.0000
	Shareholding at the end	985000	7.5884	985000	7.5884
4	APMS Investment Fund Ltd	593621	4.5732	593621	4.5732
	Sale 19-Jan-2018	-593621	4.5732	0	0.0000
	Shareholding at the end	0	0.0000	0	0.0000

5	Excel Money Management Services Pvt Ltd	499378	3.8472	499378	3.8472
		No changes during the year		499378	3.8472
6	Findeal Investments Pvt. Ltd.	470585	3.6253	470585	3.6253
		No changes during the year		499378	3.8472
7	Lotus Global Investments Ltd	468000	3.6054	468000	3.6054
	Sale 19.01.2018	-468000	3.6054	0	0.0000
	Shareholding at the end	0	0.0000	0	0.0000
8	Bay Capital Advisors Private Limited	134980	1.0398	134980	1.0398
	Sale on 25.01.2018	-134980	1.0398	0	0.0000
	Shareholding at the end	0	0.0000	0	0.0000
9	Govind Agrawal	58200	0.4483	58200	0.4483
		No changes during the year		58200	0.4483
10	Kamlesh I Jain Kamleshji	45200	0.3482	45200	0.3482
		No changes during the year		45200	0.3482
11	Shashikant Jain	40942	0.3154	40942	0.3154
		196	0.0015	196	0.0015
	Purchased 19-Jan-2018	592222	4.5624	592418	4.5624
	Purchase 25-Jan-2018	468000	3.6054	1060418	8.1694
	Shareholding at the end	1101360	8.4847	1101360	8.4847
11	Ruchin Agrawal	41500	0.3197	41500	0.3197
		No changes during the year		41500	0.3197

**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
<b>1. Mr. Chandra Prakash Khandelwal</b>				
At the beginning of the year	138,215	1.0532	138,215	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):	Purchased 75,000 shares on 25.01.2018			
At the End of the year	213215	1.6426	213215	1.6426
<b>2. Mrs. Anju Khandelwal</b>				
At the beginning of the year	50,803	0.3913	50,803	0.3913
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			
At the End of the year	50,803	0.3913	50,803	0.3913

<b>3. Mr. Mahesh Solanki</b>				
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
<b>4. Mr. Shiram Surajmal Khandelwal</b>				
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
<b>5. Mr. Sanjay Khandelwal</b>				
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
<b>6. Mr. Rakesh Mehta (w.e.f. 09.03.2018)</b>				
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
<b>7. Mr. Shree Prakash Mundhra (CFO – till 12.02.2018)</b>				
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
<b>8. Ms. Vrunda Dhanesha (CS)</b>				
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

**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
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	126.34	-	126.34
ii) Interest due but not paid	-	10.89	-	10.89
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	<b>137.23</b>	-	<b>137.23</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	1200.00	229.19	-	1429.19
Reduction	-	366.42	-	366.43
<b>Net Change</b>	1200.00	(137.23)	-	1062.76
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	1200.00	-	-	1200
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	1200.00	-	-	1200

**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	<b>18.00</b>	<b>18.00</b>
	(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	-	-
	<b>Total (A)</b>	<b>18.00</b>	<b>18.00</b>
	Ceiling as per the Act	<b>60.00</b>	

**B. Remuneration to other directors:****1. Independent Director**

Sl. No	Particulars of Remuneration	Mr. Mahesh Solanki	Mr. Shriram Surajmal Khandelwal	Mr. Sanjay Khandelwal	Mr. Rakesh Mehta (w.e.f. 09.03.2018)	Total Amount
1	Fee for attending board / committee meetings	0.70	0.90	0.70	-	2.30
2	Commission	-	-	-	-	-
3	- Others, please Specify	-	-	-	-	-
	<b>Total (B)(1)</b>	<b>0.70</b>	<b>0.90</b>	<b>0.70</b>	<b>-</b>	<b>2.30</b>
	Ceiling as per the Act	₹1.00 Lac per meeting				

**2. Other Non-Executive Director**

Sl. No	Particulars of Remuneration	Mrs. Anju Khandelwal	Total Amount
1	Fee for attending board / committee meetings	0.90	0.90
2	Commission	-	-
3	- Others, please Specify	-	-
	<b>Total (B)(2)</b>	<b>0.90</b>	<b>0.90</b>
	Ceiling as per the Act	₹1.00 lac per meeting	
	<b>Total (B)= (B)(1)+ (B)(2)</b>		<b>3.20</b>

**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	5.26	17.91	23.17
	(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	-	-	-
	<b>Total (C)</b>	<b>5.26</b>	<b>17.91</b>	<b>23.17</b>



**VIII 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)
<b>A. COMPANY</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>C. Other Officers In Default</b>					
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](http://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 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 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 2017-18 (₹ in Lakh)	% increase in Remuneration in the Financial Year 2017-18	Ratio of remuneration of each Director/ to median remuneration of employees
1	Mr. Chandra Prakash Khandelwal, Chairman & Managing Director	18	NIL	15
2	Mr. Shree Prakash Mundhra, CFO	17.91	*	N.A.
3	Ms. Vrunda Dhanesha Company Secretary	5.26	11.68%	N.A.

\* Details not given as Mr. Shree Prakash Mundhra was Chief Financial Officer only for the part of financial year 2017-18

**Note:** No Director other than Managing Director received any remuneration other than sitting fees for the financial year 2017-2018.

- (ii) The median remuneration of employees of the company during the financial year was ₹ 1.20 Lakh.
- (iii) In the financial year 2017-2018, there was a decrease of 36.51% in the median remuneration of employees.
- (iv) There were 4 permanent employees on the roll of the Company as on March 31, 2018.
- (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 31<sup>st</sup> March, 2018 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/-  
Anil Bhagchandani  
CFO**

Place: Mumbai  
Date: 13.08.2018

## CORPORATE GOVERNANCE REPORT

The Directors present the Corporate Governance report of the company for the year ended 31st March, 2018.

### 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 31<sup>st</sup> March, 2018, the Board consists of 6 (Six) Directors, 5 (Five) 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 31<sup>st</sup> March,

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 Mr. Rakesh Mehta

**(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.

Board Meeting held during the year.

Board Meetings held during the Year	Total Strength of the Board	No. of Directors Present
30 <sup>th</sup> May, 2017	5	4
10 <sup>th</sup> August, 2017	5	5
11 <sup>th</sup> October, 2017	5	2
10 <sup>th</sup> November, 2017	5	4
12 <sup>th</sup> February, 2018	5	5
09 <sup>th</sup> March, 2018	5	2
19 <sup>th</sup> March, 2018	6	3

**(c) Changes in Board Composition:**

During the financial year, Mr. Rakesh Mehta has been appointed as an Independent Director of the company with effect from 09<sup>th</sup> March, 2018 and Mr. Shree Prakash Mundhra has resigned from the post of Chief Financial Officer from 12<sup>th</sup> February, 2018.

**(d) Director's Attendance Record and Directorships:**

Details of Directors attended the Board Meetings during financial year 2017-18 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	7	Yes	17	0	0

Mrs. Anju Khandelwal	Non-Executive Director	7	Yes	15	0	0
Mr. Mahesh Solanki	Non-Executive Independent Director	3	Yes	0	0	0
Mr. Shriram Surajmal Khandelwal	Non-Executive Independent Director	5	No	5	0	0
Mr. Sanjay Khandelwal	Non-Executive Independent Director	3	No	4	0	0
* Mr. Rakesh Mehta	Non-Executive Independent Director	1	No	2	0	0

\* Mr. Rakesh Mehta has been appointed as Non-Executive Independent Director with effect from 09<sup>th</sup> March, 2018.

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 31<sup>st</sup> March, 2018.

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.

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.

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](http://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](http://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.com](http://www.systematixgroup.com)

**(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](http://www.systematixgroup.in)

All Board members and senior management have confirmed compliance with the Code for the year ended 31<sup>st</sup> March, 2018.

**Code of Conduct for Insider Trading:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading, in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, 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](http://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 31<sup>st</sup> March, 2018, is as follows:

(₹ in Lakh)

Name of Directors	Sitting Fees (in Rs.)	Salaries & Perquisites	Total (in Rs.)
Mr. Chandra Prakash Khandelwal	-	18.00	18.00
Mrs. Anju Khandelwal	0.90	-	0.90
Mr. Mahesh Solanki	0.70	-	0.70
Mr. Shriram Surajmal Khandelwal	0.90	-	0.90
Mr. Sanjay Khandelwal	0.70	-	0.70
*Mr. Rakesh Mehta	-	-	-

\* Mr. Rakesh Mehta has been appointed as Non-Executive Independent Director with effect from 09<sup>th</sup> March, 2018.



**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 0.39%.

**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).
      - (c) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

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

#### **Meetings of the Audit Committee:**

4 (four) meetings of the Audit Committee were held during the Financial year, i.e. on 30<sup>th</sup> May, 2017, 10<sup>th</sup> August, 2017, 10<sup>th</sup> November, 2017 and 12<sup>th</sup> February, 2018. Necessary quorum was present at all the meetings.

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

Sr. No.	Name of Committee Members	Category	No. of 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	3

**Note:** Mr. Mahesh Solanki, Chairman of the Audit Committee, was present at the previous Annual General Meeting held on 29<sup>th</sup> September, 2017.

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.
- Stakeholders Relationship Committee members shall be appraised on any request from shareholders asking for annual report or any investor grievance.

#### Meetings of the Stakeholders Relationship Committee:

4 (four) meetings of the Stakeholders Relationship Committee were held during the year ended 31<sup>st</sup> March, 2018, i.e. on 30<sup>th</sup> May, 2017, 10<sup>th</sup> August, 2017, 10<sup>th</sup> November, 2017 and 12<sup>th</sup> February, 2018. Necessary quorum was present at all the meetings.

The details of meetings attended by the Directors are given below:

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

**Note:** Mrs. Anju Khandelwal, Chairperson of the Stakeholders Relationship Committee, was present at the previous Annual General Meeting held on 29<sup>th</sup> September, 2017.

No queries/ complaints were received by the Company from shareholders. There were no pending letters / complaints. The status of Shareholders' complaints received upto 31<sup>st</sup> March, 2018 is as stated below:

No. of Complaints received during the period ended 31 <sup>st</sup> March, 2018	-
No. of Complaints resolved as on 31 <sup>st</sup> March, 2018	-
No of Complaints pending as on 31 <sup>st</sup> March, 2018	-
No. of Pending share transfers as on 31 <sup>st</sup> March, 2018	-

**Name, Designation and Address of the Compliance Officer:**

Ms. Vrunda Dhanesha

Company Secretary & Compliance Officer

**Systematix Corporate Services Limited**

"The Capital", 'A' Wing, 6<sup>th</sup> 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](mailto:secretarial@systematixgroup.in)

Web: [www.systematixgroup.in](http://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.
- Recommendation to the board on remuneration to be paid to senior management.

2 (Two) meeting of the Nomination and Remuneration Committee was held during the year ended 31<sup>st</sup> March, 2018, i.e. on 12<sup>th</sup> February, 2018 and 09<sup>th</sup> March, 2018. Necessary quorum was present at the meeting.

The details of meetings attended by the Directors are given below:

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

#### **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](http://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 31<sup>st</sup> March, 2018.

Sd/-  
**Chandra Prakash Khandelwal**  
Chairman & Managing Director  
DIN: 00016373  
Mumbai  
May 29, 2018

**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](http://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.

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

**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 entered 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](http://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](http://www.systematixgroup.in)

The Company has created an exclusive e-mail id [secretarial@systematixgroup.in](mailto: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](http://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](http://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](mailto:secretarial@systematixgroup.in)
- For queries in respect of equity shares of the Company: [secretarial@systematixgroup.in](mailto: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**

<b>Financial years</b>	<b>Dates</b>	<b>Time</b>	<b>Venues</b>
2016-2017	29.09.2017	11.00 A.M	206-207, Bansi Trade Centre, 581/5, M. G. Road, Indore – 452001, Madhya Pradesh.
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.



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

- (a) At the AGM held on 29<sup>th</sup> September, 2017: NIL
- (b) At the AGM held on 30<sup>th</sup> September, 2016: NIL
- (c) At the AGM held on 30<sup>th</sup> September, 2015: NIL

**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

<b>Annual General Meeting</b> Day, Date, Time & Venue	Friday, 28.09.2018 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	22.09.2018 to 28.09.2018 (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 2017-2018 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 2018-19 (Tentative):**

Financial Reporting for the quarter ending June 30,2018	2 <sup>nd</sup> Week of August, 2018
Financial Reporting for the quarter ending September 30,2018	2 <sup>nd</sup> Week of November, 2018
Financial Reporting for the quarter ending December 31,2018	2 <sup>nd</sup> Week of February, 2019
Financial Reporting for the quarter ending March 31, 2019	4 <sup>th</sup> Week of May, 2019

**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 2017	16.15	11.50	68653	30184.22	29241.48
May 2017	15.25	11.55	31889	31255.28	29804.12
June 2017	16.79	13.23	83712	31522.87	30680.66
July 2017	16.15	13.65	54455	32672.66	31017.11
August 2017	16.78	10.66	191737	32686.48	31128.02
September 2017	21.75	17.40	112341	32524.11	31081.83
October 2017	22.05	21.00	37673	33340.17	31440.48
November 2017	23.00	17.80	319345	33865.95	32683.59
December 2017	16.95	13.30	27146	34137.97	32565.16
January 2018	25.40	12.89	22142874	36443.98	33703.37
February 2018	25.40	24.90	319446	36256.83	33482.81
March 2018	25.40	25.40	46353	34278.63	32483.84

#### Distribution of Shareholding as on 31<sup>st</sup> March, 2018

Shareholding of Nominal Value (₹)	No. of shareholders	% of Total	Share Amount (in ₹)	% of Total
10- 5,000	1,626	80.4552	31,19,220	2.4030
5,001 – 10,000	178	8.8075	14,41,400	1.1104
10,001 – 20,000	92	4.5522	14,11,920	1.0877
20,001 – 30,000	39	1.9297	9,90,850	0.7633
30,001 – 40,000	27	1.3359	9,66,580	0.7446
40,001 – 50,000	12	0.5937	5,64,850	0.4351
50,001 – 1,00,000	25	1.2370	16,89,180	1.3013
1,00,001 & Above	22	1.0885	11,96,18,580	92.1542
<b>Total</b>	<b>2,021</b>	<b>100.0000</b>	<b>12,98,02,580</b>	<b>100.0000</b>

#### Shareholding Pattern

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

##### a. Pattern of shareholding as on 31<sup>st</sup> March, 2018

	Category	No. of Shares held	% of Shareholding
<b>A.</b>	<b>Promoters</b>		
<b>(1)</b>	<b>Indian</b>		
a)	Individual / HUF	6,86,406	5.29
b)	Central Govt.	-	-

c)	State Govt.(s)	-	-
d)	Banks / FI	-	-
e)	Any Other		
	Bodies Corporate	54,83,862	42.25
	<b>Sub-Total (A)(1):</b>	<b>61,70,268</b>	<b>47.54</b>
<b>(2)</b>	<b>Foreign</b>		
a)	Individuals (NRI/ Foreign Individuals)	-	-
b)	Government	-	-
c)	Institutions	-	-
d)	Foreign Portfolio Investor	-	-
e)	Any Other	-	-
	<b>Sub-Total (A)(2):</b>	<b>-</b>	<b>-</b>
	<b>Total Shareholding of Promoters (A) = (A)(1)+(A)(2)</b>	<b>61,70,268</b>	<b>47.54</b>
<b>B.</b>	<b>Public Shareholding</b>		
<b>(1)</b>	<b>Institutions</b>		
a)	Mutual Funds / UTI	-	-
b)	Venture Capital Funds	-	-
c)	Alternate Investment Funds	-	-
d)	Foreign Venture Capital Investors	-	-
e)	Foreign Portfolio Investors	-	-
f)	Banks / FI	-	-
g)	Insurance Companies	-	-
h)	Provident Funds/ Pension Funds	-	-
i)	Others (specify)	-	-
	<b>Sub-Total (B)(1):</b>	<b>-</b>	<b>-</b>
<b>(2)</b>	<b>Central Government/ State Government(s)/ President of India</b>	<b>-</b>	<b>-</b>
	<b>Sub-Total (B)(2):</b>	<b>-</b>	<b>-</b>
<b>(3)</b>	<b>Non-Institutions</b>		
<b>a)</b>	<b>Individuals</b>	<b>9,97,913</b>	<b>7.69</b>
<b>i)</b>	Individual Shareholders holding nominal share capital upto ₹ 2 lakhs		
<b>ii)</b>	Individual Shareholders holding nominal share capital in excess of ₹ 2 lakhs	12,04,760	9.28
<b>b)</b>	NBFCs registered with RBI	-	-
<b>c)</b>	Employee Trusts	-	-
<b>d)</b>	Overseas Depositories (holding DRs)	-	-
<b>e)</b>	<b>Others (specify)</b>		
<b>i)</b>	Bodies Corporate	45,12,226	34.76
<b>ii)</b>	Hindu Undivided Families	93,491	0.72

iii)	NRI	1,600	0.01
	<b>Sub-Total (B)(3):</b>	<b>68,09,990</b>	<b>52.46</b>
	<b>Total Public Shareholding (B)=(B)(1)+(B)(2) +(B)(3)</b>	<b>1,29,80,258</b>	<b>100.00</b>
<b>c)</b>	<b>Non Promoter-Non Public Shareholding</b>		
(1)	Custodian/ DR Holder	-	-
(2)	Employee Benefit Trust	-	-
	<b>Grand Total (A+B+C)</b>	<b>1,29,80,258</b>	<b>100.00</b>

#### 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 31<sup>st</sup> March, 2018

Particulars	No. of Equity Shares	% to Share Capital
NSDL	353951	2.7268
CDSL	12057197	92.8887
Physical	569110	4.3844
<b>TOTAL</b>	<b>1,29,80,258</b>	<b>100.0000</b>

#### Dematerialization

The ISIN of the Scrip is INE356B01016

As on 31<sup>st</sup> March, 2018, Dematerialized shares accounted for 95.62% 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](mailto:cameo@cameoindia.com)

Web: [www.cameoindia.com](http://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](mailto: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: 13.08.2018**

**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 31<sup>st</sup> March, 2018 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 31<sup>st</sup> March, 2018, 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 S. JAWAHAR & ASSOCIATES,  
Chartered Accountants**

**Place: Mumbai  
Date: 13.08.2018**

**Sd/-  
(S. JAWAHAR)  
Partner  
FRN : 06232S  
M. No. 201098**

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### **Overview of the Global Economy:**

FY18 was one of the better years for global economy and markets. Accelerating growth, easy liquidity, and contained inflation resulted in strong rally in risk assets with low volatility. This was in sharp contrast to FY17, which sprang many surprises such as Brexit, US elections etc. Global economy continued to build on the cyclical turnaround which started in FY17. Economic growth became more broad-based, resulting in an improvement in global trade, industrial activity, global PMIs and business confidence. However, of late, the rising trade protectionism is coming to fore again.

### **Indian Economy:**

TFY18 was a more eventful year with reforms continuing to take place and an improving export performance. The much awaited GST was finally rolled out in the year and though the implementation did lead to initial hiccups, things are settling down and getting better now. Apart from this, RERA finally became a reality, bringing in the much desired discipline in the real estate industry. The improvement in India's rank in Ease of Doing Business and sovereign rating upgrade (first in last 14 years) is again an effect of continued reforms. This should over time yield benefits in terms of higher FDI and lower cost of capital. As far as business cycle conditions are concerned, things are on the improving path. Inflation remains benign and broadly speaking, fiscal also remains comfortable. The rise in crude oil prices, however, does pose some downside risk to India's macro environment. In terms of flows in FY18, FDI flows continued to remain stable at \$36 billion and portfolio flows have remained strong at \$22 billion, significantly higher than \$8 billion in FY17. On the monetary side, RBI maintained its neutral stance throughout the year. Hence, it cut rates only by 25bps, despite FY18 CPI being 3.5%, 50bps lower than its medium term target. Lower CPI, in fact, resulted in real interest rates being higher in FY18. INR remained strong during most of the year, with average FY18 INR/USD rate at 64.50 compared to FY17 average of 67.00. However, recent strengthening of USD is again impacting rupee. Overall the macro-fundamentals of the economy remain in comfortable zone albeit with increasing risk from rising crude oil prices. Economic conditions have improved amid rebound in exports and government's push towards infrastructure spending. Going ahead we believe growth trajectory will remain strong and improve further based on stabilisation of GST regime and other reforms. Rural economy should also get a fillip with IMD forecasting FY19 to be the third consecutive year of normal monsoon. Most importantly, we expect Banking sector NPA problems, which have been haunting the economy for last 7 years, to finally near an end owing to a quicker resolution of stressed assets and PSU bank recapitalisation.

### **Equity and Debt Markets Fy2018 :**

Fy18 was a good year for equity markets, both the indices – Nifty and Sensex reached their all time highs. However, re-introduction of long term capital gain tax on gains from listed equities in Union budget along with rising policy action towards global trade protectionism did create some panic towards the fag end of the fiscal year, resulting in a just 10% Nifty return in FY18 compared to 19% in FY17. Equity raising by corporates was also robust this year. Mutual Funds' AuMs recorded significant growth of 22% to stand at Rs 21.36 trillion as on March 31, 2018 compared to Rs 17.55 trillion a year ago with huge inflows into Equity schemes. Total number of folios in mutual funds stand at 71 million and the number of SIP accounts are 21 million as on March 31, 2018 indicating greater penetration. AuMs under PMS and AIFs, continuing their own growth, have crossed Rs 2 trillion as at the end of FY18. Alternative assets funds in the structured credit, distressed assets and real estate space also saw higher inflows of \$4.5 billion during the year compared to \$2 billion in FY17 and their AuMs stand at \$27 billion at the end of this year. Thus the asset management inflows have gained traction which bodes well for the industry. As regards debt markets, the regulatory push towards the development of the bond markets continues. However, despite various reforms undertaken by RBI and government in the recent past, FY18 turned out to be a tumultuous year for the bond market due to a sharp turnaround in sentiments driven by a host of factors which pushed the sovereign bond yields by 150 bps in the latter half of the year. This resulted in a lacklustre activity in debt market and amount of debt raised through public issues in FY18 fell steeply to Rs 52 billion compared to Rs 295 billion in FY17. Many of these concerns have softened of late and as the market gains confidence and yields stabilise, activity in both primary and secondary debt markets should again pick up.

**Outlook for Fy2018:**

The government's fiscal push towards agriculture and infrastructure should help drive growth in the medium term while the structural reforms will help re-shape the Indian economy in the long-term. The impact of these is already visible and should enhance as they stabilise and entrench. However, it is important that this reforms-oriented agenda continues in the same vein. For long-term compounding to take effect, it is essential that not only do we continue with relentless execution on the current reforms but also continue working on fresh ones, particularly in critical areas like direct taxation and labour laws. Corporate earnings are also showing a very interesting trend. After a downward trend spanning almost a decade with Corporate Earnings as a percentage of the GDP at their lowest in almost 15 years, we are now starting to see an uptick. More importantly, the pick-up in earnings is much more broad-based and spread across sectors. We expect this uptick to continue in the coming financial year and it is important that we create an even more enabling mechanism for these to scale up. Structurally, FY19 is a key year for India. By all indications, the asset quality issue is approaching its end game and it is important that this happens in parallel to the earnings recovery. While recovery in earnings will spur a demand for fresh credit, the lending machinery must be ready to fulfill that demand. Despite the incremental demand being fulfilled by private players, even today there is unmet credit demand in the market. With earnings recovering, this will only increase. Therefore, it is essential that the NPA clean-up continues in the same intensity as it has in FY18. As is often the case with financial markets, however, we do expect a reversion to mean in FY19. FY18 was a great year for the market, so FY19 should be slightly more volatile in nature. At Systematix, however, we have always excelled in difficult circumstances since they give the best opportunity for us to outperform!

**SYSTEMATIX OVERVIEW :**

Systematix Corporate Services Limited (SCSL) has come a long way since its incorporation more than three decades ago. The Company is a SEBI registered 'Category I' Merchant Banker and consists of 5 subsidiaries. Your Company's operations are organized around four broad business lines – Public Issues/ Follow on Offerings / 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 five subsidiaries, your Company has established its presence in the Wealth Management, Institutional & HNI / UHNI Broking, Commodities and Loan Against Shares (through RBI registered NBFC). 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 510 locations via branches & franchisees, spread across 20 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 Services firm 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.



**SRVICES OFFERED:****Merchant Banking:**

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 199.17 % to ₹ 761.24 Lakh as compared to last year of ₹ 254.45 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 1931.60 Lakh as compared to previous year ₹ 2087.98 Lakh; decrease by 7.49% 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 ₹ 319.65 Lakh as compared to ₹ 186.31 Lakh earnings & increased by 71.56% 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**

<b>Particulars</b>	<b>FY 2017 - 2018</b>	<b>% of Total Income</b>	<b>FY 2016 - 2017</b>	<b>% of Total Income</b>
<b>Revenue</b>				
Income from Operation	742.76	97.57	252.06	99.06
Other Income	18.48	2.43	2.39	0.94
<b>Total</b>	<b>761.24</b>	<b>100.00</b>	<b>254.45</b>	<b>100.00</b>
<b>Expenditure</b>				
Employees Cost	74.93	9.84	60.50	23.78
Finance Cost	18.12	2.38	12.10	4.75
Depreciation	19.26	2.53	19.21	7.55
Other Expenses	259.65	34.11	97.02	38.13
<b>Total</b>	<b>371.95</b>	<b>48.86</b>	<b>188.83</b>	<b>74.21</b>
Exceptional Items	-	-	-	-
<b>Profit Before Tax</b>	<b>389.29</b>	<b>51.14</b>	<b>65.62</b>	<b>25.79</b>
Tax- current & deferred	96.49	12.68	(2.85)	(1.12)
<b>Profit after Tax</b>	<b>292.80</b>	<b>38.46</b>	<b>68.47</b>	<b>26.91</b>

Earning per Shares (Basic)	2.26	-	0.52	-
Earning per Shares (Diluted)	2.26	-	0.52	-

The revenues of the Company for the financial year under review are ₹761.24 Lakh as compared to ₹254.44 Lakh for the previous year. The Profit for the year under review is ₹ 292.80 Lakh as against the Profit of ₹ 68.47 Lakh in the previous year.

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

Particulars	FY 2017-2018	% of Total Income	FY 2016-2017	% of Total Income
<b>Revenue</b>				
Income from Operation	4949.55	88.70	3781.11	86.01
Other Income	630.52	11.30	614.91	13.99
<b>Total</b>	<b>5580.07</b>	<b>100.00</b>	<b>4396.03</b>	<b>100.00</b>
<b>Expenditure</b>				
Employees Cost	1458.77	26.14	955.89	21.74
Finance Cost	926.50	16.60	1261.94	28.71
Depreciation	105.58	1.89	109.32	2.48
Other Expenses	2191.84	39.28	1487.78	33.84
<b>Total</b>	<b>4682.69</b>	<b>83.91</b>	<b>3814.93</b>	<b>86.78</b>
Exceptional Items	-	-	18.14	0.42
<b>Profit Before Tax</b>	<b>897.39</b>	<b>16.08</b>	<b>562.96</b>	<b>12.81</b>
Tax- current & deferred	258.38	4.63	167.67	3.82
<b>Profit after Tax</b>	<b>639.01</b>	<b>11.45</b>	<b>395.29</b>	<b>8.99</b>
Earning per Shares (Basic)	4.92	-	3.03	-
Earning per Shares (diluted)	4.92	-	3.03	-

› **Performance of Subsidiaries:**

**Systematix Shares and Stocks (India) Limited**

(₹ in Lakh)

Particulars	FY 2017-18	FY 2016-17	Growth %
Total Revenues	2947.13	2020.71	45.85
EBIDT	271.92	336.40	(19.17)
PBT	155.94	208.48	(25.20)
PAT	107.04	142.92	(25.10)

**Systematix Fincorp India Limited**

(₹ in Lakh)

Particulars	FY2017 -18	FY 2016-17	Growth %
Total Revenues	1162.11	1371.44	15.26
EBIDT	911.23	1065.21	14.45
PBT	247.87	274.68	9.76
PAT	177.20	179.29	1.17

**Systematix Finvest Private Limited**

(₹ in Lakh)

Particulars	FY 2017-18	FY 2016-17	Growth %
Total Revenues	769.49	716.54	7.38
EBIDT	480.30	557.97	(13.92)
PBT	113.88	22.10	415.29
PAT	74.12	12.90	474.57

**Systematix Commodities Services Private Limited**

(₹ in Lakh)

Particulars	FY 2017-18	FY 2016-17	Growth %
Total Revenues	101.14	139.38	27.44
EBIDT	(9.10)	(3.67)	(147.96)
PBT	(13.14)	(7.29)	(80.25)
PAT	(14.80)	(8.29)	(78.53)

**Systematix Ventures Private Limited**

(₹ in Lakh)

Particulars	FY 2017-18	FY 2016-17	Growth %
Total Revenues	4.85	0.16	(2931.25)
EBIDT	3.56	(0.13)	(2838.46)
PBT	3.56	(0.13)	(2838.46)
PAT	2.64	(0.13)	(2130.70)

**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. There were 4 permanent employees on the roll of the Company as on March 31, 2018.

**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 31<sup>st</sup> March 2018, 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 31<sup>st</sup> March, 2018, and its Profit and its cash flows for the year ended on that date.

**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 31<sup>st</sup> March, 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2018 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.

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 S Jawahar & Associates**  
**FRN No. : 006232S**  
**Chartered Accountants**

**Sd/-**  
**S Jawahar**  
**Partner**  
**M.No: 201098**

**Place : Mumbai**  
**Date : 29.05.2018**



**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, 2018 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, 2018, 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 S Jawahar & Associates**  
**FRN No. : 006232S**  
**Chartered Accountants**

**Sd/-**  
**S Jawahar**  
**Partner**  
**M.No: 201098**

**Place : Mumbai**  
**Date : 29.05.2018**

**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, 1956 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 31<sup>st</sup> March, 2018 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 S Jawahar & Associates**  
**FRN No. : 006232S**  
**Chartered Accountants**

**Sd/-**  
**S Jawahar**  
**Partner**  
**M.No: 201098**

**Place : Mumbai**  
**Date : 29.05.2018**

**SYSTEMATIX CORPORATE SERVICES LIMITED**  
**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2018**

Particulars	Note No	As at 31.03.2018 ₹	As at 31.03.2017 ₹
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders Funds</b>			
(a) Share Capital	2	38,05,14,080	40,05,14,080
(b) Reserve & Surplus	3	25,06,48,368	22,13,68,412
<b>(2) Non- Current Liabilities</b>			
(a) Long Term Borrowings	4	11,67,55,666	1,37,22,893
<b>(3) Current Liabilities</b>			
(a) Trade Payable	5	4,84,651	2,54,885
(b) Other Current Liabilities	6	59,37,607	2,19,876
(c) Short Term Provisions	7	26,33,000	16,29,844
<b>TOTAL</b>		<b>75,69,73,372</b>	<b>63,77,09,990</b>
<b>II. ASSETS</b>			
<b>(1) Non- Current Assets</b>			
(a) Fixed Assets	8		
Tangible Assets		83,67,972	1,02,93,916
(b) Non-Current Investments	9	64,16,93,056	62,08,39,556
(c) Deferred Tax Assets (Net)	10	9,87,000	8,66,000
(d) Long-Term Loans and Advances	11	9,62,708	26,21,582
<b>(2) Current assets</b>			
(a) Current Investments	12	2,24,035	-
(b) Trade Receivables	13	53,77,865	13,35,190
(c) Cash and Cash Equivalent	14	18,52,835	4,16,284
(d) Short-Term Loans and Advances	15	9,53,64,750	13,37,462
(e) Short-Term Loans and Advances	16	21,43,150	-
<b>TOTAL</b>		<b>75,69,73,372</b>	<b>63,77,09,990</b>
<b>Notes on Financial Statements</b>	1 to 28		

For S Jawahar & Associates  
FRN NO: 006232S  
Chartered Accountants

For & on behalf of the Board of Directors

sd/-  
C P Khandelwal  
Managing Director

sd/-  
Anil Bhagchandani  
CFO

sd/-  
S Jawahar  
Partner  
M.NO 201098

sd/-  
Vrunda Dhanesha  
Company Secretary

Place: Mumbai  
Date: 29.05.2018

**SYSTEMATIX CORPORATE SERVICES LIMITED**  
**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2018**

Particulars	Note No	Year Ended 31.03.2018 ₹	Year Ended 31.03.2017 ₹
I. Revenue from Operations	18	7,42,76,481	2,52,05,772
II. Other Income	19	18,47,563	2,38,875
<b>Total Revenue</b>		<b><u>7,61,24,044</u></b>	<b><u>2,54,44,647</u></b>
<b>III. EXPENSES</b>			
Employee benefits Expenses	20	74,92,662	60,50,063
Finance Cost	21	18,11,850	12,10,213
Depreciation and Amortisation Expenses		19,25,945	19,21,133
Other Expenses	22	2,59,64,991	97,01,410
<b>Total Expenses</b>		<b><u>3,71,95,448</u></b>	<b><u>1,88,82,819</u></b>
IV. Profit Before Exceptional and Extraordinary Items and Tax		<b>3,89,28,596</b>	<b>65,61,828</b>
V. Exceptional Items		-	-
VI. Profit Before Extraordinary Items & Tax		3,89,28,596	65,61,828
VII. Extraordinary Items		-	-
VIII. Profit before Tax		3,89,28,596	65,61,828
IX. Tax Expenses			
Current Tax	23	96,51,000	77,000
Deferred Tax		(1,21,000)	(3,51,000)
Income Tax relating to Earlier Years		<u>1,18,642</u>	<u>(11,266)</u>
		96,48,642	(2,85,266)
X. Profit/(Loss) for the period from continuing operations		<b>2,92,79,954</b>	<b>68,47,094</b>
XI. Profit/(Loss) for the period		2,92,79,954	68,47,094
XII. Earnings Per Equity Share			
1) Basic		2.26	0.52
2) Diluted		2.26	0.52
Notes on Financial Statements	1 to 28		

**For S Jawahar & Associates**  
**FRN NO: 006232S**  
**Chartered Accountants**

sd/-  
**S Jawahar**  
**Partner**  
**M.NO 201098**

Place: Mumbai  
Date: 29.05.2018

**For & on behalf of the Board of Directors**

sd/-  
**C P Khandelwal**  
**Managing Director**

sd/-  
**Anil Bhagchandani**  
**CFO**

sd/-  
**Vrunda Dhanesha**  
**Company Secretary**

**SYSTEMATIX CORPORATE SERVICES LIMITED**  
**CASH FLOW STATEMENT**  
**FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2018**

Particulars	31.03.2018 ₹	31.03.2017 ₹
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Net Profit before tax and extra ordinary items</b>	3,89,28,596	65,61,828
<b>Adjustments for : -</b>		
1 Depreciation	19,25,945	19,21,133
2 Interest/Dividend Received	(6,17,223)	(92,152)
<b>Operating profit before working capital changes</b>	<b>4,02,37,318</b>	<b>83,90,809</b>
<b>Adjustments for : -</b>		
1 Trade and Other Current Assets	(98778274)	3,35,796
2 Trade and other Payables	(28,18,990)	9,44,808
<b>Cash Generated from operation</b>	<b>(6,13,59,946)</b>	<b>96,71,413</b>
Interest Paid	18,11,850	12,10,213
<b>Cash Flow Before extraordinary items</b>	<b>(5,95,48,096)</b>	<b>1,08,81,626</b>
Extraordinary items	-	-
<b>Net Cash from/ (Used ) in Operating activities</b>	<b>(5,95,48,096)</b>	<b>1,08,81,626</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
1 Investment in Subsidiaries Company	(2,08,53,500)	(10,00,000)
2 Interest /Dividend Received	6,17,223	92,152
3 Non Convertible Redeemable Preference Shares redeemed	(2,00,00,000)	-
<b>Net Cash from/ (Used) in investing activities</b>	<b>(4,02,36,277)</b>	<b>(9,07,848)</b>
<b>C CASH FLOW FROM FINANCIANG ACTIVITIES</b>		
1 Proceeds from Long and Short Term Borrowings	10,30,32,773	(85,20,809)
2 Interest Paid	(18,11,850)	(12,10,213)
<b>Net Cash from financiing activities</b>	<b>10,12,20,923</b>	<b>(97,31,022)</b>
<b>Net increase in Cash and Cash equivalents (A+B+C)</b>	<b>14,36,551</b>	<b>2,42,756</b>
Cash and Cash equivalents as (Opening Balance)	4,16,284	1,73,529
Cash and Cash equivalents as (Closing Balance)	18,52,835	4,16,284

For S Jawahar & Associates  
FRN NO:006232S  
Chartered Accountants

sd/-  
S Jawahar  
Partner  
M.No:201098

Place: Mumbai  
Date: 29.05.2018

For & on behalf of the Board of Directors

sd/-  
C P Khandelwal  
Managing Director

sd/-  
Anil Bhagchandani  
CFO

sd/-  
Vrunda Dhanesha  
Company Secretary

**(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 Profit and Loss Statement Account, 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 Profit and Loss account 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 profit & loss statement account.



**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 LIMITED

Particulars		As at 31.03.2018 ₹		As at 31.03.2017 ₹
<b>(2) Share Capital</b>				
<b>a) Authorized:</b>				
	<b>Par Value</b>		<b>Par Value</b>	
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	<u>30,00,00,000</u>	10	<u>30,00,00,000</u>
<b>b) Issued :</b>				
<b>b.1 Equity Shares</b>				
1,31,22,558 Equity Shares (Previous year 1,31,22,558)	10	<u>13,12,25,580</u>	10	<u>13,12,25,580</u>
<b>b.2 Preference Shares</b>				
2 70 00 000 Non Convertible Redeemable Preference Shares (Previous Year 2 70 00 000)	10	<u>27,00,00,000</u>	10	<u>27,00,00,000</u>
<b>c) Subscribed and fully paid up</b>				
1 29 80 258 Equity Shares (Previous Year 1 29 80 258)	10	12,98,02,580	10	12,98,02,580
2 50 00 000 Non Convertible Redeemable Preference Shares (Previous Year 2 70 00 000)	10	25,00,00,000	10	27,00,00,000
<b>d) Share Forfeiture Account</b>				
142300 Equity Shares @ Rs.5/- (Previous Year: 142300 Equity Shares)		7,11,500		7,11,500
<b>Total</b>		<u><b>38,05,14,080</b></u>		<u><b>40,05,14,080</b></u>

**f) Reconciliation of Shares outstanding at the beginning and at the end of the Year**

<b>f.1 Equity Shares</b>		<b>No</b>	<b>Value</b>	<b>No</b>	<b>Value</b>
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

**f.2 Preference Shares**

<b>i.Non Convertible Redeemable Preference Shares</b>					
Shares outstanding at the beginning of the year		2,70,00,000	27,00,00,000	2,70,00,000	27,00,00,000
Less : Redeemed during the year		20,00,000	2,00,00,000		
Shares outstanding at the end of the year		2,50,00,000	25,00,00,000	2,70,00,000	27,00,00,000

**g) 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.

**h) List of Shareholders Holding more than 5%****Equity Shares**

<b>Name of Shareholders</b>	<b>Number of shares</b>	<b>Percentage Holding</b>	<b>Number of shares</b>	<b>Percentage Holding</b>
Superstar Exports Private Limited	54,83,862	42.25%	54,83,862	42.25%
Satyamitra Stock Consultants Pvt Ltd	13,54,624	10.43%	13,54,624	10.43%
Chirayush Stock Consultants Pvt Ltd	11,43,969	8.81%	11,43,969	8.81%
Shriram Stockmart Pvt Ltd	9,85,672	7.59%	9,85,672	7.59%

**Preference Shares**

Superstar Exports Private Limited	2,50,00,000	100%	2,70,00,000	100.00%
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i) 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 LIMITED

Particulars	As at 31.03.2018 ₹	As at 31.03.2017 ₹
<b>3) Reserve &amp; Surplus</b>		
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	75,56,137	7,09,041
Add: Profit/(Loss) for the year	<u>2,92,79,954</u>	<u>68,47,094</u>
Closing Balance	36836091	75,56,135
<b>Total</b>	<b><u>25,06,48,368</u></b>	<b><u>22,13,68,412</u></b>

**4) Long Term Borrowings****Secured****Term Loan -From Bank**

## Loan from Yes Bank

(Term loans including current maturities are secured by mortgage of property belonging to a company in which director is interested)

11,67,55,666

-

**Unsecured**

## Loan from Related Parties

-

1,37,22,893

**Total****11,67,55,666****1,37,22,893****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

4,84,651

2,54,885

**Total****4,84,651****2,54,885****The disclosure requirements, as required under Micro, Small and Medium Enterprises development Act, 2006 is as follows:**

- i) Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year - -
- ii) Interest paid by the Company in terms of section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year. - -
- iv) Interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006. - -
- v) Interest accrued and remaining unpaid at the end of each accounting year: - -
- vi) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise - -

## SYSTEMATIX CORPORATE SERVICES LIMITED

Particulars	As at 31.03.2018 ₹	As at 31.03.2017 ₹
<b>6) Other Current Liabilities</b>		
Current maturity of long term debt	32,44,334	-
Others-Tax Deducted at Source and Service Tax Payable	25,86,357	2,15,626
Advance from Customers	1,06,916	4,250
<b>Total</b>	<b>59,37,607</b>	<b>2,19,876</b>
<b>7) Short Term Provisions</b>		
Provision for Employee Benefits	7,84,400	10,85,301
Provision for Taxation (Net of Advance Tax)	18, 48,600	5,44,543
<b>Total</b>	<b>26,33,000</b>	<b>16,29,844</b>

## SYSTEMATIX CORPORATE SERVICES LIMITED

8) Tangible Assets

Description	Gross Block				Depreciation			Net Block		Amt in ₹	
	As at 01.04.2017	Additions	Deductions	31.03.2018	As at 01.04.2017	For the Year	Withdrawn	Up to 31.03.2018	As at 31.03.2018		As at 31.03.2017
	Plant & Equipments	42,33,008	-	-	42,33,008	41,45,855	-	-	41,45,855		87,153
Furniture & Fixtures	2,25,84,629	-	-	2,25,84,629	1,31,26,578	17,65,420	-	1,48,91,998	76,92,631	94,58,051	
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	33,04,998	1,60,525	-	34,65,522	5,51,948	7,12,472	
<b>Total</b>	<b>3,15,59,881</b>	<b>-</b>	<b>-</b>	<b>3,15,59,881</b>	<b>2,12,65,965</b>	<b>19,25,945</b>	<b>-</b>	<b>2,31,91,909</b>	<b>83,67,972</b>	<b>1,02,93,916</b>	
<b>Previous Year</b>	<b>3,15,59,881</b>	<b>-</b>	<b>-</b>	<b>3,15,59,881</b>	<b>1,93,44,832</b>	<b>19,21,133</b>	<b>-</b>	<b>2,12,65,965</b>	<b>1,02,93,916</b>	<b>1,22,15,049</b>	

## SYSTEMATIX CORPORATE SERVICES LIMITED

Particulars	As at 31.03.2018 ₹		As at 31.03.2017 ₹	
<b>9) Non Current Investments</b>				
<b>Long Term -Non Trade-Unquoted</b>	<b>No of</b>		<b>No of</b>	
	<b>Shares</b>		<b>Shares</b>	
<b>Investment in Equity Instruments</b>				
<b>i) In wholly owned Subsidiary Companies</b>				
Investment in Equity Shares of Rs 10/- each fully paid up Systematix Fincorp India Limited	16,75,845	14,27,58,450	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	1,87,820	11,00,99,300
Investment in Equity Shares of Rs 10/- each fully paid up Systematix Shares and Stocks (India) Limited	41,63,500	34,25,95,306	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 30,000 Shares)	30,000	2,53,86,500	30,000	2,53,86,500
Investment in Equity Shares of Rs 10/- each fully paid up Systematix ventures Pvt Ltd (Previous Year Nil Shares)	50,000	8,53,500		-
<b>Investment in debenture</b>				
Investment in 10% Debenture of Skittish Realtors Private Limited (Previous Year NIL )		2,00,00,000		-
<b>Total</b>		<b>64,16,93,056</b>		<b>62,08,39,556</b>
<b>Aggregate amount of Unquoted Investments</b>		<b>64,16,93,056</b>		<b>62,08,39,556</b>
<b>10) Deferred Tax Assets (Net)</b>				
Deferred Tax Assets on account of:				
a) Depreciation		7,33,000		5,13,000
b) Provision for Gratuity		2,54,000		3,53,000
<b>Total</b>		<b>9,87,000</b>		<b>8,66,000</b>
<b>11) Long -Term Loans and Advances</b>				
<b>Unsecured Considered Good</b>				
Advance Income Tax (Net of Provisions)		50		22,83,582
Prepaid Expenses		6,24,658		-
Deposits		3,38,000		3,38,000
<b>Total</b>		<b>9,62,708</b>		<b>26,21,582</b>
<b>12) Current Investments</b>				
53.231 Units Reliance Liquid Fund-Treasury Plan Growth		2,24,035		-
<b>Total</b>		<b>2,24,035</b>		<b>-</b>

## SYSTEMATIX CORPORATE SERVICES LIMITED

Particulars	As at 31.03.2018 ₹	As at 31.03.2017 ₹
<b>13) Trade Receivables</b>		
Unsecured Considered Good Exceeding Six Months	2,30,250	7,023
Other Debts	51,47,615	13,28,167
<b>Total</b>	<b><u>53,77,865</u></b>	<b><u>13,35,190</u></b>
<b>14) Cash &amp; Cash equivalent</b>		
Balance with Banks	18,22,307	3,31,610
Cash on Hand	30,528	84,674
<b>Total</b>	<b><u>18,52,835</u></b>	<b><u>4,16,284</u></b>
<b>15) Short -Term Loans and Advances</b>		
Unsecured Considered Good		
Inter Corporate loan		
Others	9,50,00,000	-
GST Entitlement	11,565	1,26,930
Mat Credit Entitlement	-	7,56,000
Prepaid Expenses	3,00,342	4,02,750
Others	52,843	51,782
<b>Total</b>	<b><u>9,53,64,750</u></b>	<b><u>13,37,462</u></b>
<b>16) Other Current Assets</b>		
Interest Receivable	21,43,150	-
<b>Total</b>	<b><u>21,43,150</u></b>	<b><u>-</u></b>
<b>17) Contingenet Liabilities</b>		
Claims against the company not acknowledged as debt	2,00,000	-
Contingent Liabilities on account of Guarantees given to Banks on behalf of Group Companies	61,50,00,000	61,50,00,000
<b>Total</b>	<b><u>61,52,00,000</u></b>	<b><u>61,50,00,000</u></b>

## SYSTEMATIX CORPORATE SERVICES LIMITED

Particulars	Year Ended 31.03.2018 ₹	Year Ended 31.03.2017 ₹
<b>18) Revenue from Operations</b>		
Financial Advisory Services	7,42,76,481	2,52,05,772
<b>Total</b>	<b><u>7,42,76,481</u></b>	<b><u>2,52,05,772</u></b>
<b>19) Other Income</b>		
Interest Income	6,17,223	92,152
Profit from Mutual Fund	2,24,035	-
Dividend Received	6,202	30,482
Other Non Operating Income	10,00,103	1,16,241
<b>Total</b>	<b><u>18,47,563</u></b>	<b><u>2,38,875</u></b>
<b>20) Employee benefits Expenses</b>		
Salaries, Bonus & Allowances	73,69,636	57,38,465
Staff Welfare	1,23,026	3,11,598
<b>Total</b>	<b><u>74,92,662</u></b>	<b><u>60,50,063</u></b>
<b>21) Finance Cost</b>		
Interest on Borrowings	11,71,020	12,10,213
Other Borrowing Cost	6,40,830	-
<b>Total</b>	<b><u>18,11,850</u></b>	<b><u>12,10,213</u></b>
<b>22) Other Expenses</b>		
Rent	51,00,000	49,50,000
Rates & Taxes	6,99,235	15,51,901
Power & Fuel	2,46,722	2,45,109
<b>Repairs &amp; Maintenance</b>		
Building	3,19,970	2,88,000
Others	1,02,443	92,261
Travelling Expenses	22,20,721	2,20,044
Professional & Consultancy	1,36,15,900	10,18,803
Directors Sitting Fees	3,20,000	4,00,000
Business Promotion Expenses	19,32,086	2,23,273
Auditors Remuneration*	1,00,000	1,00,000
Profit/Loss on Exchange Difference	8,366	-
Other Expenses	12,99,547	6,12,019
<b>Total</b>	<b><u>2,59,64,991</u></b>	<b><u>97,01,410</u></b>



## SYSTEMATIX CORPORATE SERVICES LIMITED

Particulars	Year Ended 31.03.2018 ₹	Year Ended 31.03.2017 ₹
<b>*Additional Information</b>		
I) Statutory Audit	75,000	75,000
ii) Tax Audit	25,000	25,000
<b>Total</b>	<u>1,00,000</u>	<u>1,00,000</u>
<b>23) Current Tax</b>		
Income Tax	96,51,000	8,33,000
Mat Credit entitlement	75,000	(7,56,000)
<b>Total</b>	<u>96,51,000</u>	<u>77,000</u>

**24) Basic & Diluted Earnings per share:**

Particulars	31.03.2018	31.03.2017
Net Profit/(Loss) attributable to equity share holders	29 27 9953	68 47 094
Weighted Average of Equity shares	1 29 80 258 (face value of Rs.10/- each)	1 30 51 408 (face value of Rs.10/- each)
Basic Earnings Per Share	2.26	0.52
Net Profit/(Loss) attributable to equity share holders	29279953	68 47 094
Weighted Number of equity shares outstanding for Diluted EPS	1 29 80 258 (face value of Rs.10/- each)	1 30 51 408 (face value of Rs.10/- each)
Diluted Earnings Per share	2.26	0.52

**25) 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
- Systematix Ventures Private Limited

**B) Presumption of Significance Influence****(I) 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
- Wonder dream Realtors Private Limited
- Systematix Distributions Services Pvt Limited
- Perspire Builders & Developers Private Limited

**Partnership Firms/LLP's**

Sterling Dreamworks Partners LLP  
 Divisha Real Estate Advisors LLP  
 Divisha Realty LLP  
 Divisha Developers LLP  
 Mahesh solanki & Co

**Key Managerial Personnel**

Mr. C.P. Khandelwal, Mr. Shree Prakash Mundra (Resigned w.e.f 12.02.2018), 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 50 00 000-100%  Equity Shares 54 83 862 42.25 %
Systematix Capital Services Private Limited	Loan availed	355.88	0.01 (Dr)
	Loan repaid	355.88	
	Interest Paid	10.54	

Systematix Shares and Stocks (India) Limited			Asset Investment in: 41 63 500 Equity Shares 100 %
	Corporate Guarantee given for BG & OD		6150.00
	Depository Charges	0.02	
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		605.00
Mr. C. P. Khandelwal	Remuneration	18.00	
Mahesh solanki & Co	Professional Fees	110.70	
Mr.Shree Prakash Mundhra Resigned (W.E.F 12.02.2018)	CFO	17.91	
Ms. Anju Khardelwal	Sitting Fee	0.90	
Shri. Mahesh C Solanki	Sitting Fee	0.70	
Shri Shriram Surajmal Khandelwal	Sitting Fee	0.90	
Shri Sanjay Khandelwal	Sitting Fee	0.70	
Wonderdream Realtors Private Limited	Rent	15.50	

**26) Employee Benefits:**

The Company has adopted AS 15-Employee Benefits during the current year, corresponding previous year information does not arise

(Amount in ₹)

General Description	As on 31.03.2018	As on 31.03.2017
	₹	₹
<b>i) Changes in the Present Value Of the Obligation (PVO)-</b>		
Reconciliation of Opening and Closing Balances:		
PVO as at the beginning of the Period	1167254	919193
Interest cost	67448	60379
Current service cost	129415	142873
Benefits Paid	0	(328910)
Actuarial Loss/(Gain) on obligation	(138304)	373719
PVO as at the end of the period	863459	116725
<b>ii) Changes in Fair Value of Plan Assets</b>		
Fair Value of Plan Assets at the beginning of the Period	81953	396228
Adjustment to Opening Fair value of Plan Assets	0	0
Expected Return on Plan Assets	6700	20300
Contributions	362354	0
Benefit Paid	(362354)	(328910)
Actuarial gain/(loss) on plan assets	(9594)	(5665)
Fair Value of Plan Assets at the end of the period	79059	81953
<b>iii) Amount recognized in the Balancesheet &amp; Related Analysis</b>		
Present value of obligation	863459	1167254
Fair value of Plan assets	79059	81953
Difference		
Liability Recognized in the Balance Sheet	(784400)	(1085301)
<b>iv) Expenses Recognized in the Profit &amp; Loss account :</b>		
Current service Cost	129415	142873
Interest Cost	67448	60379
Past Service Cost - (Vested Benefits)	0	0
Expected Return on Plan Assets	(6700)	(20300)
Net actuarial (gain)/loss recognized In the year	(128710)	379384
Expenses recognized in the statement of Profit and loss	61453	562336
<b>v) Principal Actuarial Assumption</b>		
Discount Rate	7.60%	6.84%
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%	8.15%

**27. Earnings in foreign Currency**

<b>Particulars</b>	<b>31.03.2018</b>	<b>31.03.2017</b>
Service Fees Received	2 57 481	2 57 556

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 S Jawahar & Associates**  
**FRN NO: 006232S**  
**Chartered Accountants**

**Sd/-**  
**S Jawahar**  
**Partner**  
**M.NO 201098**

**Place: Mumbai**  
**Date: 29.05.2018**

**For & on behalf of Board of Directors**

**Sd/-**  
**C P Khandelwal**  
**Director**

**Sd/-**  
**Anil Lalchand Bhagchandani**  
**CFO**

**Sd/-**  
**Vrunda Dhanesha**  
**Company Secretary**

**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 31<sup>st</sup> March 2018, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

**Management's Responsibility for the Standalone 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 standalone 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 31<sup>st</sup> March, 2018, and their consolidated loss and their consolidated cash flows for the year ended on that date.

**Other matters**

We did not audit the financial statements of Five wholly owned Subsidiaries. The Financial Statements of five wholly owned subsidiaries have been audited by other Auditors whose Reports have been furnished to us by the Management. Our opinion on the Consolidated Ind AS Financial Statements, in so far as it relates to the amount and disclosures included in respect of this Associate and our Report in terms of sub-section 3 of Section 143 of the Act, in so far as it relates to the aforesaid jointly controlled entities and Associate company is based solely on the Reports of the other Auditor.

Financial statement/financial information of M/s Systematix Fincorp India Limited, Systematix Finvest Private Limited, Systematix Shares and Stocks (India) Limited, Systematix Commodities Services private Limited and Systematix Ventures Private Limited the wholly owned subsidiary whose financial statements/financial information reflect total assets of RS 249.08 Crores as at 31st March 2018, total revenues of Rs55.80 Crores and net cash flows amounting to Rs (4.70) 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, 2018 and 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, 2018 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 disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note No. 19 (a) (i) to the 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.

**For S Jawahar & Associates**  
**FRN NO : 006232S**  
**Chartered Accountants**

**sd/**  
**S Jawahar**  
**Partner**  
**M.No : 201098**

Place: Mumbai  
Date:29.05.2018



**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, 2018 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 companies 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, 2018, 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 S Jawahar & Associates  
FRN NO:006232S  
Chartered Accountants**

**sd/  
S Jawahar  
Partner  
M. No.201098**

Place: Mumbai  
Date:29.05.2018

**SYSTEMATIX CORPORATE SERVICES LIMITED**  
**CONSOLIDATED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2018**

Particulars	Note No	As at 31.03.2018	As at 31.03.2017
		₹	₹
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders Funds -</b>			
(a) Share Capital	2	38,05,14,080	40,05,14,080
(b) Reserve & Surplus	3	49,49,34,487	43,10,85,385
<b>2 Non- Current Liabilities</b>			
Long Term Borrowings	4	12,64,86,567	1,66,19,852
<b>3 Current Liabilities</b>			
(a) Short Term Borrowings	5	1,16,48,60,109	1,07,58,77,963
(b) Trade Payable	6	27,61,64,859	29,69,94,507
(c) Other Current Liabilities	7	3,64,43,628	2,87,55,784
(d) Short Term Provisions	8	1,14,13,925	1,48,34,659
	<b>TOTAL</b>	<b>2,49,08,17,656</b>	<b>2,26,46,82,232</b>
<b>II ASSETS</b>			
<b>1 Non- Current Assets</b>			
(a) <b>Fixed Assets -</b>			
(i) Tangible Assets	9	3,31,69,877	2,36,52,579
(ii) Intangible Assets	10	29,70,737	64,66,865
(b) Goodwill		3,09,45,606	3,05,92,106
(c) Non Current Investments	11	2,00,00,000	2,00,00,000
(d) Current Investments	12	3,39,651	-
(e) Deferred Tax Assets (Net)	13	47,99,998	51,50,000
(f) Long Term Loans and Advances	14	8,53,93,776	12,82,74,865
<b>2 Currents Assets</b>			
(a) Inventories	15	21,2,79,328	1,66,70,962
(b) Trade Receivables	16	16,35,32,767	11,24,54,932
(c) Cash and Bank Balances	17	38,04,43,202	42,74,30,031
(d) Short Term Loans and Advances	18	1,74,53,99,562	1,49,39,89,892
(e) Other Current Assets	19	25,43,150	-
	<b>TOTAL</b>	<b>2,49,08,17,656</b>	<b>2,26,46,82,232</b>

Vide our Report of even date  
For S Jawahar & Associates  
FRN NO: 006232S  
Chartered Accountants

sd/-  
S Jawahar  
Partner  
M.NO 201098

Place: Mumbai  
Date: 29.05.2018

For & on behalf of the Board of Directors

sd/-  
C P Khandelwal  
Director

sd/-  
Vrunda Dhanesha  
Company Secretary

sd/-  
Anil Bhagchandani  
CFO

**SYSTEMATIX CORPORATE SERVICES LIMITED**  
**CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31.03.2018**

Particulars	Note No	Year Ended 31.03.2018	Year Ended 31.03.2017
		₹	₹
<b>REVENUE</b>			
I. Revenue from Operations	20	49,49,54,984	37,81,11,424
II. Other Income	21	6,30,52,402	6,14,91,210
<b>TOTAL</b>		<b>55,80,07,385</b>	<b>43,96,02,634</b>
<b>III. EXPENSES</b>			
Employee Benefits Expenses	22	14,58,76,960	9,55,88,624
Finance Costs	23	9,26,49,739	12,61,93,617
Depreciation and Amortisation Expenses	9-10	1,05,58,464	1,09,32,420
Other Expenses	24	21,91,83,587	14,87,78,001
<b>TOTAL</b>		<b>46,82,68,749</b>	<b>38,14,92,662</b>
IV. Profit before Exceptional and Extra Ordinary Items & Tax		<b>8,97,38,637</b>	<b>5,81,09,972</b>
V. Exceptional Items		-	-
VI. Profit before Extraordinary Items & Tax		<b>8,97,38,637</b>	<b>5,81,09,972</b>
VII. Extraordinary Items		-	18,13,936
VIII. Profit before Tax (VII-VIII)		8,97,38,637	5,62,96,036
IX. Tax Expenses			
1) Current Tax		2,44,29,800	1,64,30,000
2) MAT Credit Entitlement		-	-
3) Deferred Tax		3,50,000	6,26,000
X. Income Tax relating to earlier year		10,58,132	(2,89,375)
XI. Profit after Tax (before adjustments for minority Interest)		<b>6,39,00,705</b>	<b>3,95,29,411</b>
XII. Share of (Profit) Transferred to Minority Interest		-	-
XIII. Profit for the year (after adjustment of minority Interest)		<b>6,39,00,705</b>	<b>3,95,29,411</b>
XIV. Earnings Per Equity Share			
1) Basic		4.92	3.03
2) Diluted		4.92	3.03

1 to 34

Vide our Report of even date  
For S Jawahar & Associates  
FRN NO: 006232S  
Chartered Accountants

sd/-  
S Jawahar  
Partner  
M.No:201098

Place: Mumbai  
Date: 29.05.2018

For & on behalf of the Board of Directors

sd/-  
C P Khandelwal  
Director

sd/-  
Vrunda Dhanesha  
Company Secretary

sd/-  
Anil Bhagchandani  
CFO

**SYSTEMATIX CORPORATE SERVICES LIMITED**  
**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2018**

	31.03.2018	31.03.2017
	₹	₹
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax and extra ordinary items	8,97,38,637	5,81,09,972
Adjustments for : -		
1 Depreciation	1,05,58,464	1,09,32,420
2 Interest/Dividend Received	(2,15,94,128)	(2,16,86,847)
3 Profit /Loss on Sale of Assets/MF/Shares	(2,06,76,179)	31,49,776
<b>Operating profit before working capital changes</b>	<b>5,80,26,793</b>	<b>5,05,05,321</b>
Adjustments for : -		
1 Trade and Other Receivables	(30,97,54,636)	(28,00,06,983)
2 Trade Payable	(4,24,00,472)	7,33,86,692
3 Long Term Loans & Advances	4,28,81,089	(39,51,525)
<b>Cash Generated from operation</b>	<b>(25,12,47,227)</b>	<b>(16,00,66,495)</b>
Interest Paid	9,26,49,739	12,61,93,617
<b>Cash Flow Before extraordinary items</b>	<b>(15,85,97,488)</b>	<b>(3,38,72,878)</b>
Extraordinary Items	-	-
<b>Net Cash from/ (Used ) in Operating activities</b>	<b>(15,85,97,488)</b>	<b>(3,38,72,878)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
1 Purchase of Fixed Assets	(1,81,12,590)	(69,40,622)
2 Sale of Fixed Assets	19,30,000	1,50,000
3 Interest Received	2,15,94,128	2,16,86,847
<b>Net Cash from/ (Used) in Investing Activities</b>	<b>54,11,538</b>	<b>1,48,96,225</b>
<b>C CASH FLOW FROM FINANCIANG ACTIVITIES</b>		
1 Proceeds from issue of Share Capital/Dedenture	-	13,61,30,000
2 Proceeds from Long and Short Term Borrowings	19,88,48,863	6,65,24,536
3 Interest Paid	(9,26,49,739)	(12,61,93,617)
<b>4 Net Cash from financiing activities</b>	<b>10,61,99,124</b>	<b>7,64,60,919</b>
<b>Net increase in Cash and Cash equivalents (A+B+C)</b>	<b>(4,69,86,826)</b>	<b>5,74,84,266</b>
Cash and Cash equivalents as (Opening Balance)	42,74,30,031	36,99,45,765
Cash and Cash equivalents as (Closing Balance)	<b>38,04,43,202</b>	<b>42,74,30,031</b>

Vide our Report of even date  
For S Jawahar & Associates  
FRN NO: 006232S  
Chartered Accountants

sd/-  
S Jawahar  
Partner  
M.NO 201098

Place: Mumbai  
Date: 29.05.2018

For & on behalf of the Board of Directors

sd/-  
C P Khandelwal  
Director

sd/-  
Anil Bhagchandani  
CFO

sd/-  
Vrunda Dhanesha  
Company Secretary

**(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
<b>A) Performing Asset</b>			
Good	Interest in unrealized for 6 months and less	On accrual basis	0.25% of Loan amount Outstanding
<b>B) Non performing Asset</b>			
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 LIMITED**  
**CONSOLIDATED SCHEDULES FORMING PART OF ACCOUNTS AS AT 31<sup>ST</sup> MARCH 2018**

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	Par Value	As at 31.03.2018	As at 31.03.2017	
<b>2) SHARE CAPITAL</b>				
<b>a) Authorized:</b>				
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	30,00,00,000	30,00,00,000	
<b>b) Issued</b>				
<b>b.1 Equity Shares</b>				
1 31 22 558 Equity Shares (Previous Year 1,31,22,558)	10	13,12,25,580	13,12,25,580	
<b>b.2 Preference Shares</b>				
2 70 00 000 Non Convertible Redeemable Preference Shares (Previous Year 2 70 00 000)		27,00,00,000	27,00,00,000	
<b>c) Subscribed and fully paid up</b>				
1 29 80 258 Equity Shares (Previous Year 1 29 80 258)	10	12,98,02,580	12,98,02,580	
2 50 00 000 Non Convertible Redeemable Preference Shares (Previous Year 2 70 00 000)	10	25,00,00,000	27,00,00,000	
<b>d) Subscribed and not fully paid up</b>				
Nil- Equity Shares (Previous year 1 42 300)	10	-	-	
<b>e) Calls unpaid</b>				
1 42 300 Equity Shares (Previous Year Nil)	5	7,11,500	7,11,500	
	<b>Total</b>	<b>38,05,14,080</b>	<b>40,05,14,080</b>	
<b>f) Calls unpaid</b>				
By Directors		-	-	
By Others		-	-	
Nil-Equity Shares (Previous year 1 42 300)	10	-	-	
<b>g) Reconciliation of Shares outstanding at the beginning and at the end of the Year</b>				
<b>g.1 Equity Shares</b>				
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
<b>g.2 Preference Shares</b>				
<b>i. Non Convertible Redeemable Preference Shares</b>				
Shares outstanding at the beginning of the year	2,70,00,000	27,00,00,000	2,70,00,000	27,00,00,000
less redeemed during the year	2,00,00,000	2,00,00,000	-	-
Shares outstanding at the end of the year	2,50,00,000	25,00,00,000	2,70,00,000	27,00,00,000
<b>h) Rights, Preferences and Restrictions attached to 0 % Non-Convertible Redeemable Preference Shares (NCRPS)</b>				
<b>allotted on 30.03.2015</b>				
(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.				
<b>l) List of Shareholders holding more than 5% Equity Shares</b>				
	<b>31.03.2018</b>		<b>31.03.2017</b>	
<b>Particulars</b>	<b>Number of Shares</b>	<b>Percentage Holding</b>	<b>Number of Shares</b>	<b>Percentage Holding</b>
Superstar Exports Private Limited	54,83,862	42.25%	54,83,862	42.25%
Satyamitra Stock Consultants Pvt Ltd	13,54,624	10.43%	13,54,624	10.43%
Chiraayush Stock Consultants Pvt Ltd	11,43,969	8.81%	11,43,969	8.81%
Shriram Stock Market Pvt Ltd	9,85,672	7.59%	9,85,672	7.59%

**SYSTEMATIX CORPORATE SERVICES LIMITED**  
**CONSOLIDATED SCHEDULES FORMING PART OF ACCOUNTS AS AT 31<sup>ST</sup> MARCH 2018**

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₹

	As at 31.03.2018	As at 31.03.2017
<b>Preference Shares</b>		
Superstar Exports Private Limited	25000000	27000000
	100%	100%
1) 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		
<b>3) RESERVE AND SURPLUS</b>		
<b>a) Capital Reserve</b>		
	2,28,63,600	2,28,63,600
<b>b) Securities Premium Reserve</b>		
As per last Balance Sheet	18,65,01,920	18,65,01,920
<b>c) General Reserve</b>		
As per last Balance Sheet	3,48,19,265	3,48,19,265
Add:		
Transfer during the year		
From Preference Capital Redemption Reserve	-	-
	3,48,19,265	3,48,19,265
<b>d) Reserve Fund U/S 45 -IC of the RBI ACT,1934</b>		
Opening Balance	2,02,17,613	1,63,71,613
Add:		
Amount transferred from Surplus in Statement of Profit & Loss Statement Account	50,34,000	38,46,000
Closing Balance	2,52,51,613	2,02,17,613
<b>e) Surplus in Profit &amp; Loss Statement Account</b>		
Opening Balance	16,66,31,384	13,09,99,576
Add: Profit for the year	6,39,00,705	3,95,29,411
Less:		
Transferred to Reserve Fund u/s 45IC of the RBI, Act 1934	50,34,000	38,46,000
Net Surplus in Profit & Loss Statement Account	22,54,98,090	16,66,82,987
<b>Total</b>	<b>49,49,34,488</b>	<b>43,10,85,385</b>
<b>4) LONG TERM BORROWINGS</b>		
<b>Other Loans &amp; Advances</b>		
<b>Secured</b>		
Vehicle Loan	18,84,090	28,96,959
(Long term debt including current maturities are secured by hypothecation of vehicles)		
<b>Unsecured</b>		
Loan from Related Parties	-	1,37,22,893
Kotak Mahindra Prime Limited	78,46,812	
(Long term debt including current maturities are Secured by Hypothecation of Car)		
Yes Bank	11,67,55,666	
<b>Total</b>	<b>12,64,86,568</b>	<b>1,66,19,852</b>
<b>5) SHORT TERM BORROWINGS</b>		
<b>Secured</b>		
<b>a) From Banks</b>		
Loan from banks repayable on demand-Secured		
Axis Bank Ltd	95,08,746	-
Overdraft against Fixed Deposit (Original FDR duly discharged in favour of AXIS Bank Limited )		
<b>b) Other Loans &amp; Advances</b>		
Loan against Shares (Refer Note No. 26)	1,10,95,47,135	90,25,59,402

**SYSTEMATIX CORPORATE SERVICES LIMITED**  
**CONSOLIDATED SCHEDULES FORMING PART OF ACCOUNTS AS AT 31<sup>ST</sup> MARCH 2018**

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	As at 31.03.2018	As at 31.03.2017
<b>Unsecured</b>		
<b>a) Other Loans &amp; Advances</b>		
Loan against Shares	4,58,04,228	17,33,18,561
<b>Total</b>	<b>1,16,48,60,109</b>	<b>1,07,58,77,963</b>
 <b>6) TRADE PAYABLES</b>		
Total outstanding dues of Micro enterprise and Small enterprise		
Total outstanding dues of creditors other than Micro enterprise and small enterprise		
Goods		
Services	27,61,64,859	29,69,94,507
<b>Total</b>	<b>27,61,64,859</b>	<b>29,69,94,507</b>
 <b>The disclosure requirements, as required under Micro, Small and Medium Enterprises development Act, 2006 is as follows:</b>		
Principal amount due as on December 31	-	-
Interest due and unpaid on the above as on December 31	-	-
Interest paid	-	-
Interest due and payable	-	-
Interest accrued and remaining unpaid as on December 31	-	-
 <b>7) OTHER CURRENT LIABILITIES</b>		
Current Maturities of Long Term Debt	60,00,773	9,27,751
Income Received in Advance	-	31,49,850
Advance from Customer	1,06,916	4,250
Liability for Employees	50,76,364	21,02,784
Security Deposit	1,47,57,894	1,70,09,752
Others-Tax Deducted at Source, Service Tax and Vat	1,05,01,679	55,61,398
<b>Total</b>	<b>3,64,43,628</b>	<b>2,87,55,784</b>
 <b>8) SHORT TERM PROVISIONS</b>		
Provision for Employee Benefits	49,47,736	32,13,492
Provision for Standard Assets	36,15,284	32,84,470
Provision for Taxation (Net of Advance Tax)	28,50,904	83,36,698
<b>Total</b>	<b>1,14,13,925</b>	<b>1,48,34,659</b>

## SYSTEMATIX CORPORATE SERVICES LIMITED

9) Tangible Assets

Description	Gross Block			Depreciation				Net Block		
	As At 01-04-2017	Additions	Deductions	As At 31.03.2018	As At 01-04-2017	For the Year	Withdrawn	Up To 31.03.2018	As at 31.03.2018	As at 31.03.2017
Buildings	-	-	-	-	(0)	-	-	(0)	0	-
Plant & Equipments	6,41,98,281	42,59,497	-	6,84,57,778	6,05,36,606	25,11,505	-	6,30,48,111	54,09,667	36,61,675
Furniture & Fixtures	2,86,12,036	51,800	-	2,86,63,836	1,78,49,282	21,43,268	-	1,99,92,550	86,71,286	1,07,62,754
Vehicle	2,39,39,488	1,32,59,667	1,20,66,006	2,51,33,149	1,54,27,803	17,17,805	85,74,635	85,70,973	1,85,18,779	85,11,685
Office Equipments	40,36,320	16,626	-	40,52,946	33,19,854	1,62,946	-	34,82,799	5,70,147	7,16,466
Total (11)	12,07,86,125	1,75,87,590	1,20,66,006	12,63,07,709	9,71,33,544	65,35,524	85,74,635	9,50,94,435	3,31,69,877	2,36,52,579

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	3,79,38,977	5,25,000	-	3,84,63,977	3,14,72,112	40,22,940	-	3,54,95,052	29,70,737	64,66,865
Total (12)	6,56,38,977	5,25,000	-	6,61,63,977	5,91,72,112	40,22,940	-	6,31,95,052	29,70,737	64,66,865
Total (11+12)	18,64,25,102	1,81,12,590	1,20,66,006	19,24,71,686	15,63,05,656	1,05,58,464	85,74,635	15,82,89,486	3,61,40,615	3,01,19,443
Previous Year	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	5,63,05,659	3,01,19,444	3,92,24,953

**SYSTEMATIX CORPORATE SERVICES LIMITED**  
**CONSOLIDATED SCHEDULES FORMING PART OF ACCOUNTS AS AT 31<sup>ST</sup> MARCH 2018**

	₹ As at 31.03.2018	₹ As at 31.03.2017
<b>11) NON CURRENT INVESTMENTS-LONG TERM</b>		<b>61,60,60,000</b>
<b>UNQUOTED-LONG TERM</b>		
Investment in Optionally Convertible Debenture in Skittish Realtors Private Limited	2,00,00,000	2,00,00,000
2 00 000 Optionally Convertible Debentures	<b>2,00,00,000</b>	<b>2,00,00,000</b>
<b>Aggregate amount of: Unquoted Investments - Cost</b>	<b>2,00,00,000</b>	<b>2,00,00,000</b>
<b>12) CURRENT INVESTMENTS</b>		
Reliance Liquid Fund-Tresry Pln Growth Opt (LY 280.150 Units)	2,24,035	-
Birla Sun Life Cash Plus Collection Account	1,15,616	-
	<b>3,39,651</b>	<b>-</b>
<b>13) DEFERRED TAX ASSET (NET)</b>		
<b>Deferred Tax Assets</b>		
a) Depreciation	17,02,033	22,32,261
b) Others	30,97,965	29,17,739
<b>Total</b>	<b>47,99,998</b>	<b>51,50,000</b>
<b>14) LONG TERM LOANS AND ADVANCES</b>		
<b>Unsecured Considered Good</b>		
Deposits	7,01,42,000	10,49,92,000
Prepaid Expenses	10,55,494	4,30,836
Advance Income Tax (Net of provisions)	1,41,91,612	2,28,52,029
SA Tax	4,670	-
Others	-	-
<b>Total</b>	<b>8,53,93,776</b>	<b>12,82,74,865</b>
<b>15) INVENTORIES</b>		
Stock in Trade **	2,12,79,328	1,66,70,962
<b>Total</b>	<b>2,12,79,328</b>	<b>1,66,70,962</b>
(For method of Valuation please refer Note No 1 (E))		
(** Pledged Inventories of Rs 105 00 000 with National Stock Exchange Towards Margin)		
<b>16) TRADE RECEIVABLES</b>		
<b>Unsecured-Considered Good</b>		1,35,04,269
Exceeding Six Months	1,49,32,361	9,89,50,664
Other Debts	14,86,00,406	-
<b>Unsecured-Considered Doubtful</b>	26,37,720	25,09,099
Exceeding Six Months	26,37,720	25,09,099
Less: Provision for Doubtful Debts	-	-
<b>Total</b>	<b>16,35,32,767</b>	<b>11,24,54,932</b>
<b>17) CASH AND CASH EQUIVALENTS</b>		
<b>Cash &amp; Cash Equivalents</b>		
<b>Balance with Banks</b>		
- in Current Accounts	8,89,08,084	17,48,94,389
<b>Other Bank Balances</b>		
- in Deposit Accounts offered as Security/Margin	29,10,70,591	25,15,14,592
Cash On hand	4,64,528	10,21,050
<b>Total</b>	<b>38,04,43,202</b>	<b>42,74,30,031</b>
* Deposit with more than 12 months Maturity	<b>1,77,50,000</b>	<b>1,77,50,000</b>
<b>18) SHORT TERM LOANS AND ADVANCES</b>		
<b>SECURED CONSIDERED GOOD</b>		
<b>STANDARD ASSETS</b>		
Loans Against Shares (Refer Note: 26 )	1,10,26,90,000	98,80,85,848
<b>UNSECURED CONSIDERED GOOD</b>		
<b>STANDARD ASSETS</b>		
Loan Against Shares (Refer Note : 26 )	34,34,23,394	32,57,02,030

**SYSTEMATIX CORPORATE SERVICES LIMITED**  
**CONSOLIDATED SCHEDULES FORMING PART OF ACCOUNTS AS AT 31<sup>ST</sup> MARCH 2018**

	₹	₹
	As at 31.03.2018	As at 31.03.2017
Deposits	27,84,27,515	15,32,06,203
Prepaid Expenses	40,13,239	53,66,314
Advances Other than Capital Advances	1,50,804	17,39,575
Advance Income Tax (Net of Provisions)	22,04,627	7,56,000
MAT Credit Entitlement	-	78,06,348
GST Entitlement	90,02,329	1,13,27,574
Others	54,87,654	-
	<b>1,74,53,99,562</b>	<b>1,49,39,89,892</b>
<b>19) Other Current Assets</b>		
Interest Receivable	25,43,150	-
<b>Total</b>	<b>25,43,150</b>	<b>-</b>
<b>Contingent Liabilities</b>		
a) Claims against the Company not acknowledged as Debt	2,00,000	-
b) Contingent Liabilities on account of Guarantees given to banks on behalf of Group Companies	61,50,00,000	61,50,00,000
<b>Total</b>	<b>61,52,00,000</b>	<b>61,50,00,000</b>

**SYSTEMATIX CORPORATE SERVICES LIMITED**  
**CONSOLIDATED SCHEDULES FORMING PART OF ACCOUNTS AS AT 31<sup>ST</sup> MARCH 2018**

₹

₹

	For year ended 31.03.2018	For year ended 31.03.2017
<b>20) REVENUE FORM OPERATIONS</b>		
Financial Advisory Services	7,42,76,481	2,52,05,772
Brokerage & Services	22,10,19,493	16,44,68,357
Interest from financing activities	16,85,06,740	17,26,16,162
Other Operating Income	3,11,52,269	1,58,21,133
<b>Total</b>	<b>49,49,54,984</b>	<b>37,81,11,424</b>
<b>21) OTHER INCOME</b>		
Interest Income	2,15,87,474	2,16,86,053
Dividend	6,654	794
Provision no longer required on Standard Assets	3,80,989	-
Professional Fees	-	-
Profit on sale of shares/Mutual fund	2,05,68,545	2,34,19,512
Profit on sale of Fixed Assets	4,32,709	-
Misc Income	2,00,40,519	1,62,38,128
Others Non Operating Income	35,512	1,46,723
<b>Total</b>	<b>6,30,52,402</b>	<b>6,14,91,210</b>
<b>22) EMPLOYEE BENEFIT EXPENSES</b>		
Salaries, Bonus & Allowances	14,21,76,445	9,31,57,506
Contribution to Provident Fund & Other Funds	11,14,300	7,20,788
Staff Welfare	25,86,215	17,10,330
<b>Total</b>	<b>14,58,76,960</b>	<b>9,55,88,624</b>
<b>23) FINANCE COST</b>		
Interest on Borrowings	8,80,49,617	12,27,01,681
Other Borrowing Cost	46,00,122	34,91,936
<b>Total</b>	<b>9,26,49,739</b>	<b>12,61,93,617</b>
<b>24) OTHER EXPENSES</b>		
Remisery Charges	5,04,73,792	4,15,79,871
Transaction Charges	1,57,84,908	99,60,104
Connectivity Expenses	81,27,492	50,18,643
Rent	3,35,54,465	2,26,63,970
Rates & Taxes	26,72,364	79,28,568
Power & Fuel	29,26,954	37,43,811
Support Charges	-	-
Insurance Charges	8,17,910	3,31,810
<b>Repairs &amp; Maintenance</b>		
Others	51,10,277	45,00,117
Building	33,46,697	23,16,571
Travelling & Conveyance	1,28,88,048	98,78,870
Membership & Subscription	90,57,931	58,59,179
Business Promotion Expenses	1,05,08,975	58,72,339
Professional & Consultancy	2,63,99,461	63,79,971
Auditors Remuneration*	9,06,397	8,18,803
Assets Discarded	-	30,55,509
Bad Debts	2,10,90,530	52,93,587
Provision for Bad & Doubtful Debts	1,28,621	3,92,433
Provision No Longer Required	-	(61,74,950)
Other Expenses	1,53,88,765	1,93,58,795
<b>Total</b>	<b>21,91,83,587</b>	<b>14,87,78,001</b>

	₹	₹
	For year ended 31.03.2018	For year ended 31.03.2017
<b>*Additional Information</b>		
i) Statutory Audit	6,65,000	6,15,000
ii) Tax Audit	1,10,000	1,60,000
iii) Other Expenses	-	43,803
<b>Total</b>	<b>8,18,803</b>	<b>8,18,803</b>
<b>Other Expenses</b>		
Communication	33,30,028	5,72,648
Advertisement	5,08,258	96,848
Commission/Brokerage	3,40,400	32,11,837
Printing & Stationery	26,91,651	19,73,425
Provision for Standard Assets	7,11,803	7,01,408
DP Charges	28,51,077	25,66,766
Penalty Charges	5,49,585	92,168
Other Expenses	44,05,963	1,01,43,695
<b>Total</b>	<b>1,53,88,765</b>	<b>1,93,58,795</b>
<b>Other Expenses</b>		
Postage, Telephone & Internet expenses	41	18,65,620
Stamping Charges	72,868	13,934
Custodian Charges	82,500	82,500
Listing Fees	2,50,000	2,00,000
Loss on Sales of Fixed Assets	37,477	94,267
Loss on Sales of MF	1,10,871	-
Miscellaneous Exepenses	4,220	13,091
Management Charges	2,80,702	3,08,035
Pooja Expenses	76,499	65,760
Loss on Sale of bonds	-	-
Books And Periodicals	9,152	12,040
Evoting charges	5,000	5,000
Auto Do Charges	-	-
News Paper And Periodicals	98,836	93,730
Brokerage refund	-	-
Car Parking Charges	1,00,997	99,039
Diwali Expenses	-	5,19,502
General Expenses	40,979	37,427
LIC Premium	-	-
Trade Licence	6,205	5,905
Octroi And Transport	6,930	-
Labour Charges	-	5,300
Freight Expenses	2,200	13,800
Arbitration Fees	-	30,000
Appeal Fee	1,000	11,000
Credit rating Expenses	29,315	50,000
Income tax paid	-	-
Identity Card Charges	-	575
Sundry Balance Written Off	2,963	(49,244)
Interest on TDS, stamp duty & Service Tax	30,153	15,426
Society maintenance charges	-	1,11,683
Bank Charges	55,371	67,069
Consultancy Fees	-	-
Donation	3,23,465	4,39,510
Exchange Charges	3,90,389	10,021
Entertainment Expenses	-	-
Prior Period Expenses	2,65,190	-
Sebi Charges	1,14,457	7,55,655
Int & Discount	-	-
Auditor Expenses	1,85,771	50,471



	₹	₹
	As at 31.03.2018	As at 31.03.2017
Broadcast Bandwith Charges	-	-
Registration Charges	6,500	15,462
Exchange Rate Difference	13,516	7,485
Director Sitting Fees	5,05,000	5,60,000
Lodging & Boarding Expenses	-	-
Annual Fees (CIBIL)	15,000	5,000
Amc Charges	2,55,823	2,57,327
CTCL Charges	30,000	2,00,000
Visa charges	17,380	10,100
Rent Coffee machine	22,852	18,700
Water Charges	34,320	98,000
Food Coupon Expense	-	-
House Keeping Expenses	-	14,41,749
SHOP & ESTABLISHMENT EXPENSES	70,809	21,480
Profession Tax Paid	2,500	2,500
PROCESSING CHARGES	-	415
Picnic Exps	-	45,346
UCP CHARGES	-	1,923
Courier Charges	17,246	6,53,178
ROC Filing Fees	6,049	4,263
REFERRAL FEES	-	5,52,500
CIBIL Report Charges	1,992	2,184
Office maintenance	1,50,817	1,44,329
Annual Fees	5,000	15,000
COMTRACK CHARGES	-	1,743
Software Expenses	14,400	3,900
Audio Video Conference Charges	2,92,271	4,21,172
Vehicle Repair and maintainence	51,631	-
Warehouse Charges	-	-
Legal Charges	79,950	-
Minimum usage charges	75,000	25,000
Staff Training fess	-	-
Sponsorsip Charges	-	50,000
Service Tax Payable	-	-
Swachh Bharat Cess`	1,26,082	3,20,011
RECURITMENT CHARGES	-	3,01,921
Registrar Expenses	9,000	36,000
CVLAJC OPENING CHARGES	-	(107)
Loss On Trading	5,790	-
GST Late fees	700	-
Annual charges	10,000	-
Stamp Duty	2,744	-
KRA Charges Recd.	42	-
<b>Total</b>	<b>44,05,963</b>	<b>1,01,43,698</b>

**25) 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 & M/s Systematix Commodities Services Pvt Ltd the wholly owned subsidiary of Company
- 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	31.03.2018	31.03.2017
Net Profit/(Loss) attributable to Equity Share Holders	64 192 538	3 95 29 411
Weighted Average of Equity shares	1 29 80 258 (face value of Rs.10/- each)	1 30 51 408 (face value of Rs.10/- each)
Basic Earnings Per Share	4.95	3.03
Net Profit/(Loss) attributable to Equity Share Holders	64 192 538	3 95 29 411
Add: Interest on debenture	0	0
Adjusted Net profit for Diluted EPS	0	0
Weighted Number of Equity Shares outstanding for Diluted EPS	1 29 80 258 (face value of Rs.10/- each)	1 30 51 408 (face value of Rs.10/- each)
Diluted Earnings Per Share	4.95	3.03

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

**28. 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
- Systematix Ventures Private Limited

**B) Presumption of Significance Influence**

- Systematix Capital Services Private Limited
- Ceepeek Real Estate Private Limited
- Rangsharda Properties Private Limited
- Shubham Mangalam Real Estate Private Limited
- Snehavardhini Properties Private Limited
- Tek Point Properties Private Limited
- Funsign Real Estate Private 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 Merchantile Company Private Limited
- Shiv Shakti Real Estate Private Limited
- Systematix Assets Management Company Private Limited
- Nikunj Mercantile Private Limited
- Wonderdream Realtors Private Limited
- Systematix Distributions Services Pvt Limited
- Perspire Builders & Developers Private limited.
- First Lady Housing Private Limited
- Swaraj Apartments 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
- Mahesh Solanki & Co.
- Urban Affordable Housing LLP

**Key Managerial Personnel**

Mr. C P Khandelwal, Mr. Sunil Sarda, Mr. Nikhil Khandelwal, Ms. Priyanka Khandelwal, Mr. Shree Prakash Mundhra (Resigned w.e.f 12.02.2018 ), 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 Lakh		
Superstar Exports Private Ltd	Loan Granted	1663.16	Non Convertible Preference Shares 2 70 00 000 – 100%
	Loan Repaid	1663.16	
	Interest charged	152.48	
			Equity Shares 54 83 862 42.25%

Systematix Capital Services Private Limited	Loan Granted	501.50	
	Loan repaid	501.50	
	Interest Paid	36.34	
Mr Sunil Sarda	Remuneration	47.04	
Shri C. P. Khandelwal	Remuneration	84.00	
Ms. Anju Khandelwal	Sitting Fee	1.30	
Wonderdream Realtors Private Limited	Rent	15.50	
Thirdwave Mercantile Company Private Limited	Rent	12.50	
Ms. Priyanka Khandelwal	Remuneration & Sitting Fee	6.65	
Mr. Rahul Khandelwal	Salary	7.10	
Mr. Shree Prakash Mundhra (Upto 12-02-2018)	CFO Remuneration	17.91	
Mr. Mahesh C Solanki	Professional fees	110.70	
Mr. Mahesh C Solanki	Sitting Fee	0.70	
Mr. Shriram Surajmal Khandelwal	Sitting Fee	1.30	
Mr. Sanjay Khandelwal	Sitting Fee	1.00	
Mr. Nikhil Khandelwal	Remuneration	15.00	
Mr. Deepak Khandelwal	Sitting Fees	0	
Systematix Distributions Services Private Ltd	Prof Fee Paid	38.00	
	DP Charges Received	0.02	
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 31.03.2018	As on 31.03.2017
<b>Post employment Benefit Gratuity-Funded</b>		
<b>i) Changes in the Present Value Of the Obligation (PVO)-</b>		
Reconciliation of Opening and Closing Balances:		
PVO as at the beginning of the Period	1 37 50 154	1 72 16 994
Interest cost	9 23 756	13 56 276
Current service cost	26 14 300	23 60 792
Benefits paid	(4 89 905)	(5 27 083)
Actuarial Loss/(Gain) on obligation	(32 23 522)	(66 56 825)
PVO as at the end of the period	1 58 34 191	1 37 50 154
<b>ii) Changes in Fair Value of Plan Assets</b>		
Fair Value of Plan Assets at the beginning of the Period	1 05 36 662	1 03 93 075
Adjustment to Opening Fair value of Plan Assets	0	0
Expected Return on Plan Assets	8 53 500	8 86 500
Contributions	3 62 354	0
Benefit Paid	(4 89 905)	(5 27 083)
Actuarial gain/(loss) on plan assets	( 1 96 947)	(2 15 830)
Fair Value of Plan Assets at the end of the period	1 10 65 664	1 05 36 662
<b>iii) Amount recognized in the Balance Sheet and Related Analysis</b>		
Present value of obligation	1 58 34 191	1 37 50 154
Fair value of Plan assets	1 10 65 664	1 05 36 662
Difference Liability Recognized in the Balance Sheet	47 68 527	32 13 492
<b>iv) Expenses Recognized in the Profit &amp; Loss account:</b>		
Current service Cost	26 14 300	23 60 792
Interest Cost	9 23 756	13 56 276
Past Service Cost-(Vested Benefits)	1 22 989	0
Expected Return on Plan Assets	(8 53 500)	(8 86 500)
Net actuarial (gain)/loss recognized In the year	(30 26 575)	(64 40 995)
Expenses recognized in the statement of Profit & Loss	19 78 883	(36 10 427)

<b>v) Principal Actuarial Assumption</b>		
Discount Rate	7.60%	6.84%
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	8.00%	8.15%

**31) SEGMENT INFORMATION**

<b>PARTICULARS</b>	<b>YEAR ENDED 31.03.2018 ₹ In Lakhs</b>	<b>YEAR ENDED 31.03.2017 ₹ In Lakhs</b>
<b>1. Segment Revenue</b>		
a) Merchant Banking & Related Activities	761.24	254.45
b) Financing & Other Activities	1931.60	2087.98
c) Equity, Commodity, Currency & Other Transactional Services	3053.12	2160.09
<b>Total</b>	<b>5745.96</b>	<b>4502.52</b>
Less:		
Inter Segment Revenue	165.89	106.50
<b>Net income from Operations</b>	<b>5580.07</b>	<b>4396.03</b>
<b>2. Segment Results Profit Before Tax and Interest from each segment</b>		
a) Merchant Banking & Related Activities	407.43	77.72
b) Financing & Other Activities	1228.17	1515.56
c) Equity, Commodity, Currency & Other Transactional Services	176.54	249.76
<b>Total</b>	<b>1812.14</b>	<b>1843.04</b>
Less:		
a) Interest	926.50	1261.94
<b>Total profit before Tax &amp; Extra ordinary Items</b>	<b>885.64</b>	<b>581.10</b>
<b>3. Capital Employed</b> (Segment Assets-Segment Liabilities)		
a) Merchant Banking & Related Activities	84.82	1.77
b) Financing & Other Activities	3756.34	3497.61
c) Equity, Commodity, Currency & Other Transactional Services	4553.47	4459.20
<b>Total</b>	<b>8394.64</b>	<b>7958.57</b>

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	31.03.2018	31.03.2017
Subscription	1 178 710	5 45 227
Traveling	1 488 910	2 83 135

## 33. Earnings in Foreign Currency

(Amount in ₹)

Particulars	31.03.2018	31.03.2017
Service Fees Received	2 57 481	2 57 556

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

Vide our report of date attached

**For S Jawahar & Associates**  
**FRN NO: 006232S**  
**Chartered Accountants**

**For & on behalf of Board of Directors**

**Sd/-**  
**S Jawahar**  
**Partner**  
**M.NO 201098**

**Sd/-**  
**C P Khandelwal**  
**Director**

**Sd/-**  
**Anil Lalchand Bhagchandani**  
**CFO**

Place; Mumbai  
Date; 29.05.2018

**Sd/-**  
**Vrunda Dhanesha**  
**Company Secretary**

## 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 33<sup>rd</sup> Annual General Meeting of the Company, to be held on the 28<sup>th</sup> day of September, 2018 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, 2018 together with reports of the Auditors and Board of Directors thereon

**Resolution No. 2:** Re-appointment of Mr. Chandra Prakash Khandelwal, Director, who retires by rotation

**Resolution No. 3:** Ratification of Appointment of M/s. S. Jawahar Associates as Statutory Auditors and fixing their remuneration.

**SPECIAL BUSINESSES**

**Resolution No. 4:** Regularization of Mr. Nikhil Khandelwal as a Director of the Company

**Resolution No. 5:** Appointment of Mr. Nikhil Khandelwal as Managing Director

**Resolution No. 6:** Regularization of Mr. Rakesh Mehta from the position of Additional Independent Director to Independent Director

**Resolution No. 7:** Re-appointment of Mr. Shriram Surajmal Khandelwal as an Independent Director

**Resolution No. 8:** Approve the limits for the Loans and Investment by the Company in terms of the provisions of Section 186 of the Companies Act, 2013

Signed this ..... day of ....., 2018

Signature of Shareholder (s) :

Signature of Proxy Holder (s):

Affix Re.2/-  
Revenue  
Stamp

**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 33<sup>rd</sup> 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, 6<sup>th</sup> Floor, No.603-606, Plot No. C-70,' G' Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400051

CIN- L91990MP1985PLC002969 Website: [www.systematixgroup.in](http://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 33<sup>rd</sup> **ANNUAL GENERAL MEETING** of the Company **on Friday, September 28, 2018 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, 6<sup>th</sup> Floor, No.603-606, Plot No. C-70,' G' Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400051

CIN- L91990MP1985PLC002969 Website: [www.systematixgroup.in](http://www.systematixgroup.in) Tel No: +91-22-6704 8000

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**SYSTEMATIX CORPORATE SERVICES LIMITED**

- CIN - L91990MP1985PLC002969
- **Registered Office: 206-207, Bansi Trade Centre,  
581/5, M.G. Road, Indore- 402001, Madhya Pradesh**
- Tel: 0731- 4068253
- E-mail: [secretarial@systematixgroup.in](mailto:secretarial@systematixgroup.in)
- Website: [www.systematixgroup.in](http://www.systematixgroup.in)