

NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Members of **Systematix Corporate Services Limited** will be held at the registered office of the Company situated at 206-207, Bansi Trade Centre, 581/5, M.G. Road, Indore-452001, Madhya Pradesh on **Friday, 30th day of September, 2016 at 11.00 a.m.** to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at 31st March, 2016 and the statement of Profit & Loss for the year ended 31st March, 2016 together with the reports of the 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.
3. 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 139, 142 and other applicable provisions, if any, 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), the appointment of M/s. Maharaj N R Suresh & Co., Chartered Accountants (Firm Registration No. 001931S) as the Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of the 32nd Annual General Meeting of the Company be and is hereby ratified and confirmed on such remuneration and out of pocket expenses as may be mutually agreed between the Board of Directors of the company and the Auditors.”

SPECIAL BUSINESS:

4. **Regularization of Additional Director, Mr. Pradeep Gotecha 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 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. Pradeep Gotecha (DIN: 03154115) 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.”

- 5. To consider and determine the fees for delivery of any document through a particular mode of delivery to a member 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 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the company be and is hereby accorded to charge from the member the fee of Rs. 500/- per document in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the company and that no such request shall be entertained by the company post the dispatch of such document by the company to the shareholder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, director or key managerial personnel of the company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary , proper or desirable or expedient to give effect to above resolution.”

By Order of the Board

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

Date: 11.08.2016

Place: Mumbai

Registered Office:

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

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER.
2. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the meeting.
3. A person can act as proxy on behalf of Members not exceeding fifty in number and holding in aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. In case of a Member holding more than ten per cent of the total share capital of the Company carrying voting rights, such a Member may appoint a single person as proxy, who however shall not act as proxy for any other person or shareholder.
4. Members / Proxies should bring the Attendance Slip duly filled in and signed for attending the meeting. Corporate Members intending to send their authorised representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting on their behalf.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Shareholders seeking any information with regard to accounts are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2016 to 30th September, 2016 (both days inclusive).
8. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays during business hours of the Company up to the date of the Meeting.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
10. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
11. Members are requested to send all communications concerning shares, change of address etc. to the Company's Registrar, Cameo Corporate Services Ltd. quoting

their folio and reference no. Members are also requested to send their email address to the company's Registrar.

12. As stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a profile and brief resume of the directors seeking reappointment, their memberships/ chairmanship in various Board Committees and names of other Companies in which they hold directorships, is given in the Corporate Governance Report which forms part of the Annual Report.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
14. Non- Resident Indian Members are requested to inform Registrars and Transfer Agents, immediately of:
 - (i) Change in their residential status on return to India for permanent settlement.
 - (ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
15. Shareholders who are still holding physical share certificate(s) are advised to dematerialize their shareholding to avail the benefits of dematerialization.
16. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company's Depository 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.
17. Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website www.systematixgroup.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Corporate Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: cameo@cameoindia.com.
18. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the Company is offering remote e-voting facility to its members to

exercise their right to vote by electronic means. The Members / list of Beneficial Owners as on cut-off date as on Friday, 23rd September, 2016, 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, 27th September, 2016 and will end at 5.00 p.m. on Thursday, 29th September, 2016.

19. Investor Grievance Redressal :

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

20. Remote E- Voting:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the Company is offering remote e-voting facility to its members in respect of the businesses to be transacted at the 31st Annual General Meeting scheduled to be held on 30th September, 2016 at 11.00 a.m.

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

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

Commencement of remote e-voting	From 9.00 a.m. on Tuesday 27th September, 2016
End of remote e-voting	Up to 5.00 p.m. on Thursday 29th September, 2016

The cut-off date (i.e. the record date) for the purpose of remote e-voting is 23rd September, 2016

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

1. Log on to the e-voting website www.evotingindia.com
2. Click on “Shareholders” tab.
3. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your

existing password is to be used.

6. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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. 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.
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy) as recorded in your demat account or in the company records in order to login:</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction 3.

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.
- Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for SYSTEMATIX CORPORATE SERVICES LIMITED on which you choose to vote.
11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

13. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
16. If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
18. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Other Instructions

- (i) The remote e-voting period begins from 9.00 a.m., on Tuesday, 27th September, 2016 and ends at 5.00 p.m. on Thursday, 29th September, 2016.

During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date i.e 23rd September, 2016.

- (ii)** In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or secretarial@systematixgroup.in
- (iii)** The results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date, subject to receipt of the requisite number of votes in favour of the Resolution.
- (iv)** M/s. Kothari H. & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- (v)** The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizers’ Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
- (vi)** Members who are unable to exercise their voting rights through remote e-voting may exercise their voting rights at a poll provided at the Annual General Meeting.
- (vii)** The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (viii)** The results shall be declared on or after the Annual General Meeting. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.systematixgroup.in within 48 hours of conclusion of 31st AGM of the Company and communicated to BSE Limited, where the shares of the Company are listed. The same shall also be placed on the website of CDSL.

ANNEXURE TO THE NOTICE:

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

ITEM NO. 4

Mr. Pradeep Gotecha was appointed as an Additional Director w.e.f. January 02, 2016 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 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. Pradeep Gotecha's 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 Board feels that presence of Mr. Pradeep Gotecha on the Board is desirable and would be beneficial to the company and hence recommend his appointment to the members.

None of the Directors, except Mr. Pradeep Gotecha and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolutions under Item No. 4 to be passed as an ordinary resolution.

ITEM NO. 5

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting. Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Directors accordingly recommend the Ordinary Resolution at item no. 5 of the accompanying notice, for the approval of the members of the Company.

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

Date: 11.08.2016

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)

Sr. No.	Name of the Director	Mr. Chandra Prakash Khandelwal	Mr. Pradeep Gotecha
1	Date of Birth	14/02/1959	12/07/1970
2	Age	57 years	46 years
3	Date of Appointment	30/03/1995	02/01/2016
4	Permanent Account Number (PAN)	ACVPK1997R	AIYPG2191G
5	Director Identification Number (DIN)	00016373	03154115
6	Expertise in specific functional areas	20 years and above	16years and above
7	No of Equity shares held in the Company (as on March 31, 2016)	138215	NIL
8	Qualifications	FCA	ACA
9	List of other directorships (excluding Foreign Company)	As per Annexure -I	As per Annexure -II
10	Membership/ Chairmanship of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Audit Committee: Chairman Systematix Fincorp India Limited Systematix Finvest Private Limited	NIL
11	Relationships, if any, between Directors inter se	Spouse of Mrs. Anju Khandelwal	N.A.
12	Terms & Conditions of re-appointment	Executive director liable to retire by rotation	Executive director liable to retire by rotation
13	Remuneration last drawn	18 Lacs p.a.	8.61 Lacs p.a.
14	Remuneration sought to be paid	18 Lacs p.a.	8.61 Lacs p.a.
15	Shareholding	138215 shares	NIL
16	No. of Board Meetings attended during the year	2	1

ANNEXURE -I

Sl. No	Names of the Companies	Nature of interest or concern / Change in interest or Concern	Date on which interest or concern arose / changed
1	Systematix Shares and Stocks (India) Limited	Managing Director	01-02-2000
2	Shiv Shakti Real Estate Private Limited	Director	01-02-2000
3	Systematix Capital Services 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	Siena Infotainment Private Limited	Director	25-02-2008
10	Systematix Assets Management Company Pvt. Ltd.	Director	01-07-2010
11	Systematix Finvest Private Limited	Director	01-12-2010
12	Unicorn Infra Projects And Estates Pvt. Ltd.	Nominee Director	11-09-2012
13	DDPL Global Infrastructure Pvt. Ltd.	Nominee Director	11-09-2012
14	Perspire Builders & Developers Pvt. Ltd.	Director	20-09-2012
15	Wonderdream Realtors Private Limited	Director	02-07-2013
16	Sant Sundardas Foundation	Director	01-04-2014
17	KPA Welfare Foundation	Director	08-07-2015

ANNEXURE -II

Sl. No	Names of the Companies	Nature of interest or concern / Change in interest or Concern	Date on which interest or concern arose / changed
1	Dadhimati Syntex Private Limited	Director	04-08-2010
2	Systematix Assets Management Company Private Limited	Director	24-11-2015
3	Urban Affordable Housing Private Limited	Director	28-04-2016
4	First Lady Housing Private Limited	Director	01-04-2016

ROUTE MAP TO THE VENUE

