

**SYS/ S & L/ 110/SCSL**

**September 29, 2022**

To,  
Department of Corporate Services  
**BSE Ltd.**  
P. J. Towers, Dalal Street,  
Fort, Mumbai - 400 001.

**Scrip Code : 526506**

**Sub : Intimation regarding Alteration of Articles of Association of the Company with respect to removal of Common Seal clause**

Dear Sir / Madam,

Pursuant to Regulation 30(6) read with Schedule III and other applicable provisions of the SEBI Listing Regulations, we hereby inform you that at the 37<sup>th</sup> Annual General Meeting of Company held on Thursday, September 29, 2022, the Shareholders have approved the Alteration of Articles of Association (AOA) of the Company with respect to removal of Common Seal clause.

The brief details of alteration of AOA as required under Regulation 30 read with Part A of the Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed herewith and marked as Annexure.

The same is also being uploaded on the Company's website at <https://www.systematixgroup.in/investor-relations>,

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

Thanking You.

Yours faithfully,  
**For Systematix Corporate Services Limited**

**Spruha Deshpande**  
**Company Secretary**  
**Encl: As Above**

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**Systematix Corporate Services Limited**

Registered Office : 206 - 207, Bansi Trade Centre, 981/5, M. G. Road, Indore - 452 001. Tel : +91-0731-4068253  
Corporate Office : The Capital, A-Wing, No. 603 - 606, 6th Floor, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051.  
Tel : +91-22-6619 8000 / 4035 8000 Fax : +91-22-6619 8029 / 4035 8029  
CIN : L91930MP1985PLC002969 Website : [www.systematixgroup.in](http://www.systematixgroup.in) Email : [secretariat@systematixgroup.in](mailto:secretariat@systematixgroup.in)  
SEBI Merchant Banking Registration No. : INM00004224



## Annexure

Brief details Alteration of Articles of Association of the Company with respect to removal of Common Seal clause:

Sr. no.	Brief details
1	<p><b>The definition of “Seal” of Article 2 shall be deleted which is re-produced below :</b></p> <p><i>“Seal” means the common seal, for the time being, of the Company.</i></p>
2	<p><b>Existing Article 19(a) shall be substituted by the following amended Article 19(a) :</b></p> <p><i>Every Member shall be entitled, without payment, to one or more certificates in marketable lots, for all the Shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from time to time determine) to several certificates, each for one or more of such Shares and the Company shall complete and have ready for delivery such certificates within two (2) months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one (1) month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its Shares as the case maybe. Every certificate of Shares shall be under the seal / rubber stamp of the Company and shall specify the number and distinctive numbers of Shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a Share or Shares held jointly by several persons the Company shall not be bound to issue more than one certificate and delivery of a certificate of Shares to one of several joint holders shall be sufficient delivery to all Shareholders. Every such certificate shall be issued under the seal / rubber stamp of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a power of attorney and the Secretary or some other person appointed by the Board for the purpose, and such two Directors or their attorneys, and the Secretary or other person shall sign the Share Certificates, provided that, if the composition of the Board permits, provided that, of it, at least one of the aforesaid two Directors shall be a person other than Managing Director or a Wholetime Director. Particulars of every Share certificates issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.</i></p>
3	<p><b>Existing Article 67 shall be substituted by the following amended Article 67 :</b></p> <p><i>The Company may issue Share warrants in the manner provided by the said Act and accordingly the Directors may, in their discretion, with respect to any fully paid up Share or stock, on application, in writing, signed by the person or all persons registered as holder or holders of the Share or stock and authenticated by such evidence, if any, as the Directors may, from time to time, require as to the identity of the person or persons signing the application, and on receiving the certificate, if any, of the Share or stock and the amount of the stamp duty on the warrant and such fee as the Directors may, from time to time, prescribe, issue, under the seal / rubber stamp of the Company, a warrant, duly stamped, stating that the bearer of the warrant is entitled to the Shares or stock therein specified, and may provide by coupons or otherwise for the payment of future dividends, or other moneys, on the Shares or stock included in the Warrant. On the issue of a Share warrant the names of the persons then entered in the Register of Members as the holder of the Shares or stock specified in the warrant shall be struck off the Register of Members and the following particulars shall be entered therein.</i></p> <p><i>(i) fact of the issue of the warrant.</i></p> <p><i>(ii) a statement of the Shares or stock included in the warrant distinguishing each</i></p>

	<i>Share by its number, and (iii) the date of the issue of the Warrant.</i>
4	<p><b>Existing Article 102 shall be substituted by the following amended Article 102 :</b></p> <p><i>Every proxy, whether a member or not, shall be appointed, in writing, under the hand of the appointer or his attorney, or if such appointer is a body corporate under the seal / rubber stamp of such corporate, or be signed by an officer or officers or any attorney duly authorised by it or them, and, for a member of unsound mind or in respect of whom an order has been made by a court having jurisdiction in lunacy, any committee or guardian may appoint such proxy. The proxy so appointed shall not have a right to speak on any matter at the meeting.</i></p>
5	<p><b>Existing Article 149(s) shall be substituted by the following amended Article 149(s) :</b></p> <p><i>at any time, and from time to time, by power of attorney, under the seal / rubber stamp, to appoint any person or persons to be the attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions, not exceeding those vested in or exercisable by the Board under these presents and excluding the powers to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys, and for such period and subject to such conditions as the Board may, from time to time, think fit, and any such appointment may, if the Board thinks fit, be made in favour of the members or in favour of any Company, or the Shareholders, directors, nominees, or managers of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such Power of Attorney may contain such powers for the protection of convenience of person dealing with such Attorneys, as the Board may think fit, and may contain powers enabling any such delegates all or any of the powers, authorities and discretions, for the time being, vested in them;</i></p>
6	<p><b>Existing Article 154 shall be deleted which is re-produced below:</b></p> <p><i>(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power, from time to time, to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal, for the time being, and that the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given. The Common Seal of the Company shall be kept at its office or at such other place, in India, as the Board thinks</i></p> <p><i>(b) The Common Seal of the Company shall be used by or under the authority of the Directors or by a Committee of the Board of Directors authorised by it in that behalf in the presence of at least one director, or Secretary or any other responsible officer of the Company as maybe expressly authorised by the Board by way of a resolution passed at their duly constituted meeting, who shall sign every instrument to which the seal is affixed. Such instruments may also be counter signed by other officer or officers, if any, appointed for the purpose. However, the certificates, relating to Shares or Debentures in or of the Company, shall be signed in such manner as may be prescribed in the Act and/01` any Rules thereunder`.</i></p>