

NOTICE

NOTICE is hereby given that the (01/2026-2027) Extra-Ordinary General Meeting (“EGM”) of the Members of **Systematix Corporate Services Limited** (“the Company”) will be held on **Friday, April 17, 2026 at 11.00 A.M. (IST)** through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following business:-

SPECIAL BUSINESS:

- 1. To appoint Mr. Vijaykumar Gautam (DIN: 07358773) as a Non-Executive Independent Director of the Company.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’) (including any statutory modifications, amendments or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, Mr. Vijaykumar Gautam (DIN: 07358773) who was appointed by the Board of Directors of the Company, as an Additional Non–Executive Independent Director with effect from January 21, 2026 and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and who holds office up to the date of this Extra-Ordinary General Meeting of the Company in terms of Section 161(1) of the Act and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations, 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 appointed as an Independent Director of the Company, to hold office for a first term of consecutive five years commencing from January 21, 2026 to January 20, 2031 and that Mr. Vijaykumar Gautam shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment.”

**By Order of the Board
For Systematix Corporate Services Limited**

**Sd/-
Divyesh Bharat Badiyani
Company Secretary & Compliance Officer**

**Date: March 17, 2026
Place: Mumbai**

Systematix Corporate Services Limited

Registered Office: 206 - 207, Bansi Trade Centre, 581/5, M. G. Road, Indore - 452 001. Tel: +91-0731-4068253
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Tel: +91-22-6619 8000 / 4035 8000 Fax: +91-22-6619 8029 /40358029
CIN: L91990MP1985PLC002969 Website: www.systematixgroup.in Email: secretarial@systematixgroup.in

SEBI Merchant Banking Registration No. : INM000004224



Corporate Office Address:

The Capital", "A" Wing, 6th Floor, No. 603-606,
Plot No. C-70, G-Block,
Bandra kurla Complex,
Bandra (E), Mumbai-400051

CIN: L91990MP1985PLC002969

Tel No: 022 - 66198000 / 022 - 40358000

Email id: secretarial@systematixgroup.in

Website: <https://www.systematixgroup.in/>

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), relating to the Item No. 1 to be transacted at the EGM is annexed hereto as **Annexure - I**.
2. The Ministry of Corporate Affairs ("MCA") vide its Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024 and Circular No. 03/2025 dated September 22, 2025 ("MCA Circulars") permitted the holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act') read with Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the (01/2026-2027) EGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the EGM.
3. For this purpose, necessary arrangements have been made by your Company with Central Depository Services (India) Limited ("CDSL") and instructions for the process to be followed for attending and participating in the ensuing EGM through VC/ OAVM is forming part of this Notice.
4. Since the EGM is being held pursuant to MCA Circulars through VC/ OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars, the facility for appointment of proxies by the members will not be available for this EGM. Hence, proxy forms, attendance slips and route map for venue of the EGM are not annexed to this Notice.
5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and MCA Circulars, your Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, your Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL. Members who have cast their votes by remote e-voting prior to the General Meeting may participate in the General Meeting but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares

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in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the Instructions for e-Voting section which forms part of this Notice.

6. The Members holding shares in your Company as on Friday, April 10, 2026, may join the EGM through VC/ OAVM Facility 15 minutes before the time scheduled to start the EGM i.e. from 10.45 p.m. (IST) and till the time of conclusion of the EGM, by following the procedure as mentioned in the Notice.
7. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and is holding shares as of the cut-off date, i.e., Friday, April 10, 2026 may join the EGM through VC/ OAVM & can cast their votes using remote e-voting as well as the e-voting system on the date of the EGM by following the procedure as mentioned in the Notice.
8. Details of Director seeking appointment / regularization at the ensuing EGM (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) is being part of the Explanatory Statement as Annexure- A.
9. Pursuant to Section 113 of the Act, representatives of Institutions / Corporate Members may be appointed for the purpose of voting through Remote e-Voting or for participation and e-Voting during the EGM to be conducted through VC/ OAVM. Corporate Members intending to attend the EGM through their authorised representatives are requested to send a Certified True Copy of the Board Resolution (PDF/ JPG Format) / Authorization letter, authorizing its representative to attend and vote on their behalf at the EGM. The said Resolution/ Authorisation shall be sent to the Company by e-mail through its registered e-mail address at secretarial@systematixgroup.in with a copy marked to helpdesk.evoting@cdslindia.com.
10. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names in the Register of Members of the Company will be entitled to vote.
12. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
13. In compliance with the MCA Circulars, this Notice of the EGM along with the Explanatory Statement is being sent only through electronic mode to those Members whose names appear in the Register of Members/ Beneficial Owners maintained by the Company/ Depositories/ Registrar and Share Transfer Agent as on benpos date March 20, 2026 and whose email addresses are registered with the Company/ Depositories/ Registrar and Share Transfer Agent of the Company. The Notice calling the EGM has been uploaded on the website of the Company at www.systematixgroup.in. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice is also

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available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.

14. The Register of members and share transfer books of the Company will remain closed from Saturday, April 11, 2026 to Friday, April 17, 2026 (both days inclusive).
15. To support the 'Green Initiative', members who have not registered their e-mail addresses so far are requested to register their e-mail address with their Depository participants (DPs), in case the shares are held by them in electronic form/ Demat form and with Cameo Corporate Services Limited (RTA) in case the shares are held by them in physical form for receiving all communication(s) including Notices, Circulars, etc. from the Company electronically. Alternatively, members holding shares in physical form are requested to visit <https://wisdom.cameoindia.com/> to register their e-mail address and mobile number with the Company. For members who have not registered their e-mail addresses with their DP or RTA, a physical letter containing the web-link to the Notice of the EGM have been delivered at their residential address as available with the RTA.
16. Process for registration of e-mail id for obtaining User ID/ password for e-Voting is annexed to this Notice.
17. All the correspondence pertaining to shareholding, transfer of shares, transmission etc. should be lodged at the Company's RTA: CAMEO CORPORATE SERVICES LIMITED, Subramanian Building, No.1, Club House Road, Chennai – 600002, Tamil Nadu Tel No.: 044-40020700, E-mail: investor@cameoindia.com
18. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
19. Members can avail the facility of nomination in respect of the Equity Shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with the rules made thereunder. Members desiring to avail this facility may send their nomination in Form SH-13 duly filled in to the RTA of the Company. Further, Members desirous of cancelling/ varying nomination pursuant to the provisions of the Act are requested to send their requests in Form ISR-3 or SH-14 to RTA of the Company.
20. SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated May 7, 2024, requires:
 - a. all members holding shares in physical form to furnish PAN, choice of nomination, contact details including postal address with PIN and mobile number, bank account details and specimen signature ('KYC and Nomination') before getting any investor service request processed. Any payments including dividend in respect of such folios shall only be made electronically with effect from April 1, 2024 upon registering the required details. Accordingly, Members are requested to submit the signed Form ISR-1 along with supporting documents to RTA of the Company;
 - b. the listed companies to issue securities in dematerialized form only while processing service requests pertaining to issue of duplicate securities certificate; replacement/ renewal/exchange of securities certificate; consolidation of securities certificates/ folios;

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sub-division/splitting of securities certificate; endorsement; change in the name of the holder; claim from unclaimed suspense account and suspense escrow demat account; transposition and transmission. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 to RTA of the Company;

Investors can download the following forms which are uploaded on the website of the company on <https://www.systematixgroup.in/investor-relations> and on the website of RTA on <https://cameoindia.com/registry-and-share-transfer>.

- a. Form ISR-1 duly filled in along with self-attested supporting documents for updation of KYC details.
 - b. Form ISR-2 duly filled in for banker attestation of signature along with Original cancelled cheque with your name(s) printed thereon or self-attested copy of bank passbook/statement.
 - c. Form ISR-3 and SH-14 for cancelling/ varying nomination pursuant to the provisions of the Act by the shareholders holding shares in physical form.
 - d. Form ISR -4 for issue of Duplicate Certificate and other Service Requests.
 - e. Form SH-13 for updation of Nomination for the aforesaid folio OR ISR-3 for “Opt-out of the Nomination.
21. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into dematerialised form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/issuance of equity shares in physical form have been disallowed by SEBI.
22. Pursuant to SEBI Circular HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, another special window has been opened only for transfer and dematerialization (“demat”) of physical securities which were sold/purchased prior to April 01, 2019 and rejected/returned/not attended due to deficiency in the documents/process/or otherwise, for a period of one year from February 05, 2026 till February 04, 2027. The securities transferred under this period will be mandatorily credited to the transferee only in demat mode and shall be under lock-in for a period of one year from the date of registration of transfer.
23. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
24. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.

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25. SEBI, vide its various circulars, has specified that a shareholder shall first take up his/her/their grievance with the Company by lodging a complaint directly with the Company and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution (“ODR”) Portal: <https://smartodr.in/login> and the same can also be accessed through the Company’s website at www.systematixgroup.in. Shareholders are requested to take note of the same
26. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the EGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM, i.e. April 17, 2026. Members seeking to inspect such documents can send an email to Company Secretary at secretarial@systematixgroup.in.

VOTING RESULTS

1. Mrs. Sonam Jain, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting during the EGM in a fair and transparent manner.
2. The scrutinizer shall, after conclusion of the EGM, electronically submit the consolidated scrutinizer report i.e. (vote caste through remote e-voting and e-voting during EGM) of the total vote caste in favour or against the resolution and invalid vote, to the Chairman of the EGM or to any other person authorized by the Chairman of the Company.
3. Based on the scrutinizer’s report, the Company will submit within two working days of the conclusion of the EGM, to the stocks exchanges, details of the voting results as required under Regulation 44(3) of the Listing Regulations.
4. The results declared along with the scrutinizer’s report will be placed on the website of the Company at www.systematixgroup.in and on the website of CDSL at www.evotingindia.com

THE INSTRUCTIONS FOR E-VOTING AND JOINING VIRTUAL EGM ARE AS UNDER:

1. The voting period begins on Tuesday, April 14, 2026 at 9.00 a.m. and ends on Thursday, April 16, 2026 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 i.e. April 10, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has

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been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

4. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.

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	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or</p>

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	joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login Type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000.

IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

- (i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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- 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 e-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 Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <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.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address at secretarial@systematixgroup.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING EGM ARE AS UNDER:

1. The procedure for attending EGM & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

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3. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
5. Shareholders are encouraged to join the EGM through Laptops / IPads for better experience.
6. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the EGM.
7. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
8. Shareholders who would like to express their views/ask questions during the EGM may register themselves as a speaker by sending their request in advance atleast **3 days prior to EGM** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@systematixgroup.in. The Shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to EGM** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@systematixgroup.in. These queries will be replied to by the Company suitably by email.
9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM.
10. If any votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the EGM through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the EGM is available.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at secretarial@systematixgroup.in / RTA at agm@cameoindia.com
2. For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 2109911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 21 09911.

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

Item No.1

Pursuant to resolution passed by the Board of Directors on January 21, 2026, on the recommendation of the Nomination & Remuneration Committee of Directors and subject to the approval of the members, Mr. Vijaykumar Gautam was appointed as an Additional Non-Executive Independent Director of the Company w.e.f. January 21, 2026 and holds office till the ensuing general meeting.

The Company has received declarations from Mr. Vijaykumar Gautam confirming that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also confirmed that he has registered himself in the database for Independent Directors. Mr. Vijaykumar Gautam is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

In the opinion of the Nomination and Remuneration Committee and Board, Mr. Vijaykumar Gautam, fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company and he is independent of the management.

The Company has received a notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company.

Brief Resume of the Independent Director as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India is provided separately in this Notice. A copy of the draft Letter of Appointment of Independent Director, setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode.

Pursuant to the provisions of Section 149 of the Act, read with Schedule IV thereto and Regulation 17(1C) and 25(2A) of the Listing Regulations, the appointment of Independent Directors requires approval of the Members by way of a special resolution.

Mr. Vijaykumar Gautam may be regarded as concerned or interested in the resolution in respect of his own appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives are interested in this Resolution.

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The Board of Directors recommends passing of the resolution in Item No. 1 for approval of the Members by way of a Special Resolution.

Date: March 17, 2026
Place: Mumbai

By Order of the Board
For Systematix Corporate Services Limited

Sd/-
Divyesh Bharat Badiyani
Company Secretary & Compliance Officer

Corporate Office Address:

The Capital", "A" Wing, 6th Floor, No. 603-606,
Plot No. C-70, G-Block,
Bandra kurla Complex,
Bandra (E), Mumbai-400051
CIN: L91990MP1985PLC002969
Tel No: 022 - 66198000 / 022 - 40358000
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Annexure -A

Details of Director seeking appointment / regularization at the ensuing Extra-Ordinary 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. Vijaykumar Gautam
1.	Date of Birth	18/04/1961
2.	Age	64 years
3.	Date of Appointment	21/01/2026
4.	Permanent Account Number (PAN)	AAPPG3157P
5.	Director Identification Number (DIN)	07358773
6.	Qualifications	M.Sc. (Physics) & M.A. (Economics)
7.	Brief resume including profile, experience and expertise in specific functional areas	<p>Mr. Vijaykumar Gautam is an Indian Administrative Service officer of the 1987 batch of the Maharashtra cadre and has served as Additional Chief Secretary to the Government of Maharashtra. Born in Jharkhand, he completed his schooling in Bokaro Steel City and graduated with distinction in Physics (Honours) from St. Xavier's College, Ranchi. He pursued his M.Sc. in Physics from the University of Delhi and later acquired a Master's degree in Economics from Pune. He has also undertaken advanced certificate programmes in Public Administration from the London School of Economics, Blockchain Strategy from Oxford Business School, and Finance from Harvard Business School.</p> <p>During his distinguished career in the Government of Maharashtra, he has held several key field and secretariat positions, including Assistant Collector, Kolhapur; Chief Executive Officer of Amaravati and Ratnagiri; Collector and District Magistrate of Nashik, Sindhurg, Mumbai, and Pune; Director, Information Technology; Principal Secretary for Skill Development, Information Technology, Finance, and Tourism & Cultural Affairs; and Additional Chief Secretary, Water Resources. He has also served the Government of India in the Ministries of Finance, Power, and Sports.</p> <p>Mr. Vijaykumar Gautam has extensive experience in land revenue administration, law and order, disaster management, conduct of elections, rural development, information technology, finance, and water resources. He was instrumental in initiating India's first e-Government-to-Citizen (e-G2C) platform, the establishment of the Hinjewadi IT Park, and policy</p>

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		<p>planning for fintech hubs and smart city projects in Maharashtra. At the central level, he has worked on banking and insurance matters in the Ministry of Finance, energy sector reforms including the Electricity Act, 2003 and the establishment of the Bureau of Energy Efficiency in the Ministry of Power, and the organization of multi-sport mega international events in the Ministry of Sports.</p>
8.	The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Vijaykumar Gautam possesses extensive knowledge and expertise in information technology, finance and administration, which will assist the Company in managing various business matters.
9.	Shareholding in the Company, including shareholding as a beneficial owner	N.A.
10.	List of other directorships (excluding Foreign Company)	N.A.
11.	Resignation from listed entities in the past three years	N.A.
12.	Membership/ Chairmanship of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	N.A.
13.	Relationships, if any, between Directors, Manager & KMP inter se	Mr. Vijaykumar Gautam is not related to any Directors, Manager and Key Managerial Personnel of the Company.
14.	Terms & Conditions of appointment	To be appointed as Non-Executive Independent Director, not liable to retire by rotation and to be appointed for a period of 5 consecutive years w.e.f. January 21, 2026.
15.	Remuneration last drawn	NIL
16.	Remuneration sought to be paid	Sitting Fees as approved by Board from time to time.
17.	No. of Board Meetings attended during the financial year	1

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