

SYS/ S & L/ 108/SCSL

September 29, 2022

Department of Corporate Services

BSE Ltd.

P. J. Towers, Dalal Street,
Fort, Mumbai - 400 001

Scrip Code : 526506

Sub : Proceedings of the 37th Annual General Meeting of Systematix Corporate Services Limited for the financial year 2021-22 held on Thursday, September 29, 2022

Dear Sir / Madam,

This is to inform you that the 37th Annual General Meeting (AGM) of Systematix Corporate Services Limited (the Company) was held on Thursday, September 29, 2022 at 11.00 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Pursuant to the provisions of Regulation 30(6) read with part A of Schedule-III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed brief proceedings of 37th Annual General Meeting.

The detailed results of remote e-voting and evoting during the AGM on all the businesses set out in the Notice shall be forwarded to you on the receipt of the Scrutinizer's Report.

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

Systematix Corporate Services Limited

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CIN : L91990MP1985PLC002969 Website : www.systematixgroup.in Email : secretarial@systematixgroup.in
SEBI Merchant Banking Registration No. : INM00004224



**Gist of the proceedings of the 37th Annual General Meeting
of Systematix Corporate Services Limited held on Thursday, September 29, 2022**

The 37th Annual General Meeting of the Members of the Company was held on Thursday, September 29, 2022 at 11.00 a.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM). The Meeting was held in compliance with Ministry of Corporate Affairs (“MCA”) Circulars dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 8th December, 2021, 14th December, 2021 and 5th May, 2022 and the Securities and Exchange Board of India (“SEBI”) circular dated 12th May, 2020 & 15th January, 2021 and 13th May, 2022, (Circulars) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standards issued by the Institute of Companies Secretaries of India.

The following Directors, Key Managerial Personnel (KMP) and Auditors were present in the meeting through Video Conferencing (VC) from different locations:

1. Mr. Nikhil Khandelwal, Chairman and Managing Director
2. Mrs. Anju Khandelwal, Director and Chairperson of Stakeholders Relationship Committee
3. Mrs. Priyanka Khandelwal, Whole Time Director
4. Mr. Shriram Khandelwal, Independent Director and Chairman of Audit Committee and Nomination and Remuneration committee
5. Mr. Sanjay Khandelwal, Independent Director and Member of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship committee
6. Mr. Rakesh Mehta, Independent Director and member of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship committee
7. Mr. Anil Bhagchandani, Chief Financial Officer
8. Mrs. Spruha Deshpande, Company Secretary
9. Mr. Narottam Shah, Partner of M/s. Shah & Taparia, Statutory Auditor of the Company
10. Mr. Kalpesh Joshi, Authorised Representative of Kothari H. & Associates, Secretarial Auditor & Scrutinizer

The Company Secretary welcomed all the Shareholders joining over VC. She also informed that this meeting is held in accordance with the above mentioned Circulars wherein the Annual General Meeting of the Company is allowed to be conducted through video conference or any other audio visual means without having physical presence of members at a common venue. She requested Mr. Nikhil Khandelwal to take the Chair.

The Chairman took the Chair and commenced the proceedings of the meeting. He welcomed all the shareholders, auditors and other board members joining over VC. On request of the Chairperson all the Directors introduced themselves and confirmed their respective locations. The requisite quorum being present, the Chairman called the meeting to order.

The Company Secretary gave general instructions to our shareholders. She also informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company had availed remote e-voting facility of Central Depository Services Limited (CDSL) in respect of businesses to be transacted at the Annual General Meeting. The remote e-voting commenced at 9.00 a.m. on Monday, September 26, 2022 and ended at 5.00 p.m. on Wednesday, September 28, 2022. Company had also provided e-voting facility during the AGM to enable Members to cast their vote who have not cast their vote through remote e-voting. Further, she informed that M/s. Kothari H. & Associates, Practicing Company Secretaries were appointed as the Scrutinizer by the Board for scrutinizing the remote e-voting and the e-voting process.

Thereafter, the Chairman gave an overview of the financial performance of the Company for the financial year ended March 31, 2022.

Thereafter, the Company Secretary informed that M/s. Shah & Taparia , Statutory Auditors and Kothari H. & Associates, Secretarial Auditor have expressed unqualified opinion in the respective audit reports for the financial year 2021-22. There were no qualifications, observations or adverse comments on financial statements and matters, which have any material bearing on the functioning of the Company. Hence the same were taken as read.

Thereafter, the Company Secretary further informed that the Notice of AGM alongwith Annual Report for the year ended March 31, 2022 and Board's and Auditors' Reports, had been sent by electronic mode to those Members whose e-mail addresses were registered with the Company or Depositories. These documents had also been made available on the Company's website. Considering the above, the Notice was taken as read.

The following items were transacted and voted by members:

ORDINARY BUSINESSSES:

1. To consider and approve the standalone and consolidated audited financial statements of the Company for the financial year ended March 31, 2022, together with the reports of Directors and Auditors thereon
2. To declare dividend on Equity Shares for the financial year ended March 31, 2022.
3. To appoint a director in place of Mrs. Anju Khandelwal (DIN: 00474604) who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint M/s. Shah & Taparia, Chartered Accountants (ICAI Firm Registration Number: 109463W) as Statutory Auditors of the Company

SPECIAL BUSINESS:

5. To re-appoint Mr. Rakesh Mehta (DIN : 03203106) as an Independent Director of the Company as a Special Resolution
6. To appoint Mrs. Priyanka Khandelwal (DIN: 01878267) as a Whole Time Director of the Company as Ordinary Resolution
7. To increase the overall managerial remuneration of Mr. Nikhil Khandelwal, Managing Director of the Company as a Special Resolution
8. To alter Articles of Association of the Company with respect to removal of Common Seal clause as a Special Resolution

Thereafter Chairman requested Members to raise query through the facility provided by CDSL at the AGM. Since there were no queries/questions raised by the Shareholders the meeting was concluded by the Chairman.

The Chairman thanked all the members for their participation in the meeting.

The Chairman informed that the combined results of voting (remote e-voting and e-voting during the AGM) alongwith Scrutinizer's Report will be notified to the Stock Exchange and also uploaded on the Company's website.

The Annual General Meeting was concluded at 11.22 a.m.

For Systematix Corporate Services Limited

Spruha Deshpande
Company Secretary