

Transcript of 36th Annual General Meeting (AGM) of Systematix Corporate Services Limited

Spruha Deshpande

Good Morning everyone. I Spruha Deshpande, Company Secretary and Compliance Officer of the Company, welcoming you all to the 36th Annual General Meeting of Systematix Corporate Services Limited. I'm attending this Meeting from Corporate Office of the Company situated at BKC, Mumbai.

Hope, all of you are safe & in good health and wish you all to stay that way.

We would like to inform you all that this meeting is being held in accordance with the MCA circulars dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021 and SEBI circular dated 12th May, 2020 & 15th January, 2021 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.

Now I request Mr. Chandra Prakash Khandelwal, Chairman and Managing Director of the Company to commence the proceedings of the Meeting.

Chandra Prakash Khandelwal

Am I audible? Yes Sir. Good Morning everyone. Welcome to the Company's 36th Annual General Meeting. I am Chandra Prakash Khandelwal Chairman and Managing Director of Systematix Corporate Services Limited, attending AGM from Corporate office of the Company at Bandra Kurla Complex, Mumbai.

It's 11.00 a.m. time to begin the meeting, before we start the proceedings, I request other board members to introduce themselves. Now I request Mrs. Anju Khandelwal to introduce herself.

1. Anju Khandelwal

Myself Anju Khandelwal, attending this meeting from my residence on Webex.

2. Nikhil Khandelwal

Hi, I am Nikhil Khandelwal, Managing Director of the Company, attending Meeting from Delhi on Webex. Thank You.

Now I request Mr. Shriram Khandelwal to introduce himself.

3. Shriram Khandelwal

I am Shriram Khandelwal, I am an Independent Director of the Company, attending this meeting from Sonawala Building, Fort, Mumbai.

I request Mr. Sanjay Khandelwal to introduce himself.

4. Sanjay Khandelwal

Hello I am Sanjay Khandelwal, Independent Director and member of Stakeholders Relationship committee, Nomination & Remuneration Committee and Audit Committee of the Company, I am attending meeting from my office from Lamington Road at Mumbai. Thank You.

Now I request Mr. Rakesh Mehta to introduce himself.

5. Rakesh Mehta

I Rakesh Mehta, Independent Director on the Board of the Company, attending this AGM from Thane on Webex. Thank you.

Now I request Mr. Anil Bhagchandani to introduce himself.

6. Anil Bhagchandani

Hello everyone, Good Morning. I am Anil Bhagchandani, CFO of the Company attending this meeting from Sonawala Building, Fort, Mumbai.

Apart from all of you, we also have, Mr. S Jawahar, Partner of S. Jawahar & Associates, Statutory auditor of the Company and authorised representative of Kothari H. & Associates, Secretarial Auditor & Scrutinizer.

Further, I request Spruha to confirm whether the requisite quorum is present. Over to you Spruha.

SPRUHA DESHPANDE

Yes. Going forward I would like to inform that we have the requisite quorum present through video conference to conduct the proceedings of this meeting. Participation of members through video conference is being counted for the purpose of quorum as per the circulars issued by MCA and Section 103 of the Companies Act, 2013.

Now would like to give general instructions to our Shareholders.

The Company has enabled the Members to participate at the 36th AGM through the video conferencing facility provided by Central Depository Services Limited (CDSL). The proceedings of this meeting are being recorded for compliance purposes. Members may please note that for seamless conduct of meeting we have kept you all under Mute Mode.

In accordance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Remote e-voting facility was made available to all Members holding shares as on the cut-off date, during the period commencing from 9.00 a.m. Saturday, 25th September 2021 and ends on Monday, 27th September, 2021 at 05.00 p.m.

The Register of Directors and Key Managerial Personnel, the Register of Contracts or Arrangements, has been made available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send their requests to secretarial@systematixgroup.in.

Members joining the meeting through Vide Conferencing who have not cast their vote by means of remote e-voting may vote through venue e-voting facility through provided by CDSL. Members who have cast their vote by remote e-voting prior to the meeting, they are not entitled to cast their vote again.

The Board of Directors has appointed Mr. Hitesh Kothari, Partner of Kothari H. & Associates, as the Scrutinizer for this meeting. Based on the report of the Scrutinizer, the combined results of remote e-voting and the e-voting done at the meeting today will be announced and displayed on the website of the Company, and will also be submitted within two working days to the Stock Exchange.

I request Mr. Chandra Prakash Khandelwal, to continue with the proceedings of the meeting.

CHANDRA PRAKASH KHANDELWAL

Thanks Spruha,

Under the current circumstances, the Company has taken all feasible efforts to enable members to participate through video conference and vote at the AGM. I thank all the members, colleagues on the Board, auditors and the management team for joining this meeting over video conference. I hope all of you are safe and are in good health.

Due to the Pandemic situation, your Company has evaluated the impact on its business operations under various scenarios. However, the Company had continued its operations during the lockdown period considering that revenue are based on assignments for Merchant Banking activities, which is its core business.

Further, the business of lending and broking is been carried through its material subsidiary companies. Accordingly, the Group has continued its operations during the lockdown period with minimal capacity of employees which is in line with the directives from the relevant government authorities.

Let me now turn to the financials of our Company.

As is evident from the financial, during the year, the company has earned standalone income of ₹ 1,021.17 Lakh as compared to income of ₹ 480.30 Lakh of the previous year which is increased by 112.62% as compared to last year Income. Consolidated income of ₹ 5,574.69 Lakh as compared to income of ₹ 5,367.12 Lakh of the previous year, which is 3.87% more as compared to last year Income.

The Company has incurred standalone profit during the year of ₹ 104.41 Lakh as compared to the standalone loss of the previous year of ₹ 377.80 Lakh, and consolidated profit after tax during the year of ₹ 131.64 Lakh as compared to the consolidated Loss after tax of the previous year of ₹ 444.90 Lakh.

I now request Ms. Spruha Deshpande to provide summary of the Auditor's report.

Spruha Deshpande

Thank you Sir. S Jawahar & Associates, Statutory Auditors and Kothari H. & Associates, Secretarial Auditor have not made any qualifications, reservations, adverse remarks and disclaimer in the Audit Reports for year ended 31st March, 2021, therefore, with your permission, I, take the Statutory Auditors' Reports and Secretarial Audit Report as read.

The notice dated 12th August, 2021 convening the 36th Annual General Meeting of the Company is already circulated to all the members; I take the Notice as read.

We now proceed with the resolutions as set forth in the Notice. We will open the floor for any questions by members after all the resolutions are tabled.

Item No. 1

To consider and approve the standalone and consolidated audited financial statements comprising balance sheet as at 31st March, 2021, statement of profit and loss alongwith the schedules and cash flow statement of the company for the year ended 31st March, 2021 together with the reports of Directors and Auditors thereon.

Item No. 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.

Item No. 3

To ratify the appointment of Auditors and fix their remuneration.

Item No. 4

To increase the overall managerial remuneration of Mr. Chandra Prakash Khandelwal, Managing Director of the Company.

Item No. 5

To re-appoint Mr. Nikhil Khandelwal as a Managing Director of the Company.

Since this meeting is held through VC facility and resolutions are put to vote only through evoting, the practice of proposing and seconding of resolutions is not being followed.

Dear shareholders, thank you for joining our 36th AGM today and for taking time to participate in today's AGM. Before we go live with the Q&A, here are some points to note for your convenience. Kindly turn on your video and audio while asking question. Once you have asked your question, you can log off and continue to watch the proceedings. To avoid repetition, the Board will respond to all the questions at the end.

I now request our Chairman to answer the shareholders query.

CHANDRA PRAKASH KHANDELWAL

I now request Shareholders to ask their questions/queries....., through facility available on your screen.

It seems that there are no questions raised by shareholders so we now conclude the meeting.

This brings us to the end of this meeting. Before I announce conclusion of this meeting, few important points –

1. Members who have still not voted on resolutions are requested to cast their vote on CDSL e-voting system which shall open for a period of 30 minutes after the conclusion of this meeting
2. My sincere thanks to all shareholders, Board Members, Auditors.
3. Thanks to all of you present at this meeting for your cooperation for conducting this meeting in order.

Time being 11.27 a.m.

There being no other business, I declare the meeting as closed.

Stay safe and take good care of your health.

Thank you everyone.

Spruha Deshpande

Thank you Sir and thank you all of you.