

Transcript of 35th Annual General Meeting (AGM) of Systematix Corporate Services Limited

Shweta Sharma

Am I audible? Yes. Yes Good Morning everyone. I Shweta Sharma, Company Secretary and Compliance Officer of the Company, welcoming you all to the 35th Annual General Meeting of Systematix Corporate Services Limited. I'm attending this Meeting from Corporate Office of the Company situated at BKC, Mumbai.

I hope all of you are safe and healthy during these tough times where whole world is affected by Covid-19 pandemic. We hope we could get over this situation soon and bounce back much stronger.

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 and 5th May, 2020 and Securities and Exchange Board of India circular dated 12th May, 2020, 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. For safety reasons, each of us is in a different location.

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

Chandra Prakash Khandelwal

Good Morning everyone. Welcome to the Company's 35th 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 BKC, Mumbai.

It's 11.10 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

Good Morning everyone. I am Anju Khandelwal, Director of the Company and Chairperson of Stakeholders Relationship Committee, attending this meeting from my residence at Nepeansea Road Mumbai. Thank you.

Now I request Mr. Nikhil Khandelwal to introduce himself.

2. Nikhil Khandelwal

Hello, Good Morning, This is Nikhil Khandelwal, Managing Director of the Company, attending AGM of Systematix Corporate Services Limited from Corporate Office of the Company at BKC, Mumbai.

Now I request Mr. Shriram Khandelwal to introduce himself.

3. Shriram Khandelwal

I am Shriram Khandelwal, attending this meeting from my residence. I am an Independent Director and Chairman of Audit Committee and Nomination and Remuneration committee. Thank you.

Now I request Mr. Sanjay Khandelwal to introduce himself

4. Sanjay Khandelwal

Hello everyone, this is Sanjay Khandelwal, Independent Director and member of Stakeholders Relationship committee, Nomination & Remuneration Committee and Audit Committee of the Company, I am attending AGM of Systematix Corporate Services Limited from my Office at Mumbai.

Now I request Mr. Rakesh Mehta to introduce

5. Rakesh Mehta

Hello, Good Morning everyone. I Rakesh Mehta, Independent Director and member of Stakeholders Relationship committee, Nomination & Remuneration Committee and Audit Committee of the Company, joining this AGM from my residence at Mumbai. Thank you.

Now I request Mr. Anil Bhagchandani to introduce himself

Anil, can you hear us.

Chandra Prakash Khandelwal: Should we proceed

Shweta Sharma: Yes sir

Apart from them, we also have, Mr. S Jawahar, Partner of S. Jawahar & Associates, statutory auditor of the Company and Mr. Hitesh Kothari, Partner of Kothari H. & Associates, Secretarial Auditor & Scrutinizer.

Further I request Shweta Sharma to confirm whether the requisite quorum is present.

Shweta Sharma

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 35th 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 Members have been provided the facility to exercise their right to vote by electronic means, both through remote e-voting and e-voting at the AGM.

Remote e-voting facility was made available to all Members holding shares as on the cut-off date, during the period commencing from 25th September, 2020 Friday, at 09.00 a.m. and ends on 27th September, 2020, Sunday 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 video conferencing, who have not already cast their vote by means of remote e-voting, may vote through venue e-voting facility provided by CDSL. Members can click on "Vote" tab on the video conference screen to avail this feature. The Members who have cast their vote by remote e-voting prior to the AGM shall not be 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 to the stock exchange.

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

Chandra Prakash Khandelwal

Thanks Shweta,

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.

The Covid-19 pandemic is one of the biggest crises the world has faced in the past century. Only an effective vaccine will be a stable solution to the pandemic.

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.

Hence, the company is having marginal impact on the profitability of the company on consolidated basis.

Let me now turn to the financials of our Company.

Companies financial statements for the year ended 31 March 2020 are the first financial statements of the Company prepared under Ind AS.

As is evident from the financial, during the year, the company has earned standalone income of ₹ 480.30 Lakh as compared to income of ₹ 864.07 Lakh of the previous year which is 44.41% less as compared to last year Income. Consolidated income of ₹ 5367.11 Lakh as compared to income of ₹ 5798.71 Lakh of the previous year which is 7.44% less as compared to last year Income.

The Company has incurred standalone loss during the year of ₹ 377.80 Lakh as compared to the standalone loss of the previous year of ₹ 45.37 Lakh, and consolidated loss during the year of ₹ 444.90 Lakh as compared to the consolidated Loss after tax of the previous year of ₹ 292.87 Lakh.

I now request Ms. Shweta Sharma to provide summary of the Auditor's report.

Shweta Sharma

Thank you Sir. S Jawahar & Associates, Statutory Auditors and Kothari H. & Associates, Secretarial Auditor has expressed unqualified opinion in the respective audit reports for the financial year 2019-2020. There were no qualifications, observations or adverse comments on financial statements and matters, which have any material bearing on the functioning of the Company. There being no qualifications, the entire report is not required to be read in this meeting and the Reports are being taken as read.

The notice of the 35th Annual General Meeting and the Annual Report, containing Audited Financial Statements (including consolidated financial statements) for the year ended March 31, 2020 and Board's and Auditors' Reports, have been sent by electronic mode to those Members whose e-mail addresses are registered with the Company or Depositories. These documents have also been made available on the Company's website. Considering the above, the Notice is being taken as read.

I am pleased to bring to your notice that, as required under the Companies Act, 2013, the Company had provided you all the facility to cast your vote electronically, on all resolutions set forth in the Notice. Members who have not cast their vote electronically and who are participating in this meeting will have an opportunity to cast their votes through the e-voting system provided by CDSL. Members may please note that there will be no voting by show of hands.

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, 2020, statement of profit and loss alongwith the schedules and cash flow statement of the company for the year ended 31st March, 2020 together with the reports of Directors and Auditors thereon.

Item No. 2

To appoint a director in place of Mrs. Anju Khandelwal (DIN: 00474604) who retires by rotation and being eligible, offers herself for re-appointment.

Item No. 3

To ratify the appointment of Auditors and fix their remuneration

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 35th 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 when you are projected on the broadcast screen, use head phones or ear phones to avoid outside noise and kindly unmute yourself, and proceed to ask the question. Each shareholder will have five minutes for their questions. To avoid repetition, the Board will respond to all the questions at the end. Once you have asked your question, you can log off and continue to watch the proceedings.

I now request our Chairman to answer the shareholders query.

Chandra Prakash Khandelwal

Few questions that have been received on our registered mail id is already been answered.

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 cast their vote on CDSL e-voting system. The detailed process of voting is mentioned in the AGM notice. Let me remind you that voting will close after 30 minutes from the time of closure 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 11.34 a.m.

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

Stay safe and take good care of your health.