

**September 20, 2024**

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400001

**Scrip Code:** 526506

Dear Sir/Madam,

**Sub: Notice of the Extra Ordinary General Meeting of the Members of the Company**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and any other applicable provision, We hereby inform you that, the Extra Ordinary General Meeting (“**EGM**”) of the Members of the Company has been scheduled to be held on Monday, October 14, 2024 at 11.00 AM (IST) at the Corporate Office of the Company at “The Capital, A wing, 6<sup>th</sup> Floor, No. 603-606, Plot No. C-70, G-Block, Bandra Kurla Complex, Bandra East, Mumbai - 400051” to transact the businesses stated in the Notice of EGM dated September 14, 2024.

Notice of the EGM along with the Explanatory Statements will also be available on the Company’s website [www.systematixgroup.in](http://www.systematixgroup.in) website of BSE Limited ('**BSE**') at [www.bseindia.com](http://www.bseindia.com) and on the website of Company’s Registrar and Transfer Agent, Cameo Corporate Services Limited at [www.cameoindia.com](http://www.cameoindia.com) .

Further, in terms of Section 108 of the Companies Act, 2013 and relevant rules, the Company has fixed Monday, October 07, 2024 as the cut – off date for determining the eligibility of the Members to cast their vote through electronic means through remote E-voting prior to the Meeting and Physical Voting at EGM for the Resolutions proposed in the said Notice of the EGM.

The remote e-Voting facility will be available during the following period

Commencement of Remote E-voting	From 09:00 a.m. Friday, October 11, 2024
End of Remote-E-voting	At 05:00 p.m. Sunday, October 13, 2024

This is for your information and records.

Thanking you.

**For Systematix Corporate Services Limited**

**Divyesh Badiyani**  
**Company Secretary & Compliance Officer**  
**(ACS:63381)**  
**Encl:** as above.

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**Systematix Corporate Services Limited**

**Registered Office:** 206 - 207, Bansi Trade Centre, 581/5, 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 -400051.

Tel: +91-22-6619 8000 / 4035 8000 Fax: +91-22-6619 8029 /40358029

CIN: L91990MP1985PLC002969 Website: [www.systematixgroup.in](http://www.systematixgroup.in) Email: [secretarial@systematixgroup.in](mailto:secretarial@systematixgroup.in)

**SEBI Merchant Banking Registration No. :** INM000004224



## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that 01(2024-25) Extra-Ordinary General Meeting (“EGM”) of the Members of **Systematix Corporate Services Limited** (the “Company”) will be held on **Monday, October 14, 2024 at 11.00 A.M.** at The Capital, A-wing, No. 603–606, 6th Floor, Plot No. C-70, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 to transact the following business:

### **SPECIAL BUSINESS:**

#### **ITEM NO. 1: ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTERS**

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 (i) Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Companies Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**SEBI ICDR Regulations**”), (iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the “**SAST Regulations**”), (iv) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the “**PIT Regulations**”), (v) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), (vi) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India, BSE Limited (“**BSE**”) where the shares of the Company are listed (hereinafter referred to as the “**Stock Exchanges**”) and/or any other statutory / regulatory authority; (vii) the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder as amended, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), (viii) Any other applicable procedural laws made under any of the above mentioned statutes in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc, and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; (ix) the memorandum and articles of association of the Company; (x) and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (the “**Board**”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) the approval of the members of the Company be and is hereby accorded to issue and allot 6,73,543 (Six Lakh Seventy Three Thousand Five Hundred and Forty Three) equity shares of the Company of the face value of Rs. 10/- (Rupees Ten) each fully paid-up (“**Equity Shares**”) for cash consideration on preferential basis, at a price of Rs. 1531/- (Rupees One Thousand Five Hundred and Thirty One only) per Equity Share (including premium of Rs. 1521/- per share) aggregating upto Rs. 1,03,11,94,333/- (Rupees Hundred and Three Crore Eleven Lakhs Ninety Four Thousand Three Hundred and Thirty Three only) to following persons:

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### **Systematix Corporate Services Limited**

**Registered Office:** 206 - 207, Bansi Trade Centre, 581/5, 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 - 400051.

Tel: +91-22-6619 8000 / 4035 8000 Fax: +91-22-6619 8029 /40358029

CIN: L91990MP1985PLC002969 Website: [www.systematixgroup.in](http://www.systematixgroup.in) Email: [secretarial@systematixgroup.in](mailto:secretarial@systematixgroup.in)



Sr. No.	Name of Proposed Allottees	Category	Proposed No. of Equity Shares to be issued
1.	Belgrave Investment Fund	Non-promoter	3,26,583
2.	Mr. Madhukar Chimanlal Sheth	Non-promoter	2,00,000
3.	Authum Investment & Infrastructure Limited	Non-promoter	97,975
4.	Mr. Siddharth Iyer	Non-promoter	22,860
5.	Nikhil Vora HUF	Non-promoter	13,063
6.	Capri Global Holdings Private Limited	Non-promoter	6,531
7.	Sky Hawk Ventures	Non-promoter	6,531
	<b>Total</b>		<b>6,73,543</b>

**“RESOLVED FURTHER THAT** in accordance with the provision of Chapter V of the SEBI ICDR Regulations, the relevant date for the purpose of calculating the floor price for the Preferential Issue of Equity Shares be and is hereby fixed as Friday, September 13, 2024, (**“Relevant Date”**) being 30 days prior to the date of the Extra Ordinary General Meeting (**“EGM”**) i.e. Monday, October 14, 2024 (while reckoning the 30th day i.e. Saturday, September 14, 2024, the same falls on a weekend therefore the day preceding the weekend i.e., Friday, September 13, 2024 is considered as the relevant date for the purpose);

**RESOLVED FURTHER THAT** the Board of Directors in their meeting held on August 09, 2024 has approved sub-division/split of equity shares, subject to the approval of members in the ensuing Annual General Meeting (**“AGM”**) scheduled to be held on September 26, 2024. Accordingly in terms of Regulation 166(1)(e) of SEBI ICDR Regulations, the issue price and the number of equity shares determined as above at the time of allotment shall be subject to appropriate adjustments for sub-division of equity shares, if the sub-division/split is approved in the AGM;

**“RESOLVED FURTHER THAT** the Preferential Allotment shall be made to the Non-Promoters on the following terms and conditions: (i) **The issue price and the number of equity shares will be appropriately adjusted for sub-division/split of equity shares, if the sub-division/split is approved in the Annual General Meeting of the Company to be held on September 26, 2024** (ii) The Allottees shall be required to bring in 100% of the consideration for the relevant Equity Shares on or before the date of allotment hereof. (iii) The consideration for allotment of the relevant Equity Shares shall be paid to the Company from the bank account of the Allottees and shall be kept by the Company in a separate bank account. The monies received by the Company from the Investor(s) for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account. (iv) Allotment of Equity Shares shall only be made in dematerialized form. (v) The Equity Shares allotted to the Allottees shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company (**“MOA & AOA”**) and any applicable lock-in requirements in accordance with Regulation 167 of the SEBI ICDR Regulations. (v) In accordance with the provisions Chapter V of the SEBI ICDR Regulations, the pre-preferential allotment shareholding of the shareholder/allottee shall be locked-in for a period of 90 (Ninety) days from the date of trading approval. (vi) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of this resolution. Where the allotment of the Equity Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchange(s) i.e., BSE Limited within the timelines prescribed under the applicable laws;

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorised to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to make application(s) to the Stock Exchanges for obtaining in-principle approval for issuance of the

subscription and listing of the Equity Shares; (b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, Reserve Bank of India, SEBI, Stock Exchange(s) and any other statutory authority for and on behalf of the Company; (c) to represent the Company before any Government / regulatory authorities; (d) to appoint any merchant bankers or other professional advisors, consultants and legal advisors, and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies (“ROC”) and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required.”

**For Systematix Corporate Services Limited**  
**Divyesh Badiyani**

**Sd/-**  
**Company Secretary & Compliance Officer**  
**(ACS: 63381)**

**Date: September 14, 2024**

**Place: Mumbai**

**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](mailto: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 Nos. 1 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. PROXY FORM SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Shareholder.
3. 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, 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 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 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.

4. 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. October 07, 2024 can cast their votes using remote e-voting by following the procedure as mentioned in the Notice.
5. Pursuant to Section 113 of the Act, Corporate Members are requested to send a certified copy of the Board Resolution 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](mailto:secretarial@systematixgroup.in) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
6. Pursuant to the provisions of Sections 101 of the Act read with the Companies (Accounts) Rules, 2014 the notice of the Extra-Ordinary General Meeting (EGM) along with Attendance Slip and Proxy form, are being sent by electronic mode to the members whose email addresses are registered with the Company/ Depository Participant(s) and in physical mode to those members whose email addresses are not registered with the Company/Depository Participants and the Notice of EGM available on website of the company at <https://www.systematixgroup.in/>. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
7. 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 in case the shares are held by them in physical form for receiving all communication(s) including Annual Report, 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.
8. 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, Tamilnadu Tel No.: 044-40020700, E-mail: [investor@cameoindia.com](mailto:investor@cameoindia.com)
9. 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.
10. 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. These forms will be made available on request.
11. 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; 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;

12. Members are requested to intimate the change, if any, in their registered address immediately.
13. 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.
14. 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.
15. 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. Shareholders are requested to take note of the same.
16. Members/Proxies should bring the Attendance Slip duly filled in and signed for attending the meeting.
17. It will be appreciated that queries, if any, on accounts and operations of the Company are sent to the Corporate Office of the Company seven days in advance of the meeting so that the information may be made readily available.
18. Register of Members and the Share Transfer Books of the Company will remain closed from October 08, 2024 to October 14, 2024.
19. The non-resident Indian shareholders are requested to inform the company immediately about:
  - a. The change in the residential status on return to India for Permanent settlement.
  - b. The particulars of NRO bank account in India if not furnished Earlier.
20. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts.
21. In case of Joint holder's attending the meeting, the Joint-holder's who is higher in the order will be titled to vote at the meeting.
22. A route map showing direction to reach the venue of the meeting is given at the end of this Notice.
23. 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 for inspection by the members during the EGM. All documents referred in the accompanying notice are available for inspection at the Registered Office & Corporate Office of the Company during working days between 10.00 A.M. to 2.00 P.M. till the date of Extra-Ordinary General Meeting and also at the meeting.
24. Any person who is entitled to receive notice and have not received the notice may obtain the copy of the Notice of EGM by e-mail at company's e-mail id i.e. [secretarial@systematixgroup.in](mailto:secretarial@systematixgroup.in)

#### **VOTING RESULTS**

1. M/s. Kothari H. & Associates, Practising Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process In a fair and transparent manner.

2. The scrutinizer shall, after conclusion of the EGM, electronically submit the scrutinizer report i.e., (vote caste through remote e-voting) 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.com](http://www.systematixgroup.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

**THE INTRUCTIONS FOR E-VOTING IS AS UNDER:**

1. The voting period begins on Friday, October 11, 2024 at 9.00 a.m. and ends on Sunday, October 13, 2024 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. October 07, 2024 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 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 **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	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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab.

	<p>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 &amp; 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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 <b>NSDL Depository</b></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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.e-Voting.nsdl.com/">https://www.e-Voting.nsdl.com/</a> 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>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.</p>

**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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 Remote e-Voting 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](http://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.
- 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](http://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:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
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"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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.</li> </ul>

- (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.
- (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](http://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](mailto: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 viz; [secretarial@systematixgroup.in](mailto: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.

**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](mailto:secretarial@systematixgroup.in) / RTA at [investor@cameoindia.com](mailto:investor@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.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS:**

The Board of Directors in their meeting held on Saturday, September 14, 2024, had approved to raise the funds required by way of issuance of Equity Shares on the preferential basis. Accordingly, the Company proposes to issue and allot 6,73,543 Equity Shares to Non-Promoters, at a price of Rs. 1531/- (Rupees One Thousand Five Hundred and Thirty One) per equity shares (including a premium of Rs. 1521/- (Rupees One Thousand Five Hundred and Twenty One only) such price being not less than the minimum price (Floor Price) as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and valuation report issued by Perch Valuation LLP.

As per Article of Association of the Company the issue price of the Equity Shares to be allotted on preferential basis is to be determined by the Valuation Report of a Registered Valuer. Accordingly, the Board has appointed Perch Valuation LLP (Reg. No. IBBI/RV-E/06/2022/173) for conducting valuation and determining the fair price of the equity shares.

A Company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rules framed thereunder (the “Companies Act”) further read with provisions of Chapter V – “Preferential Issue” of the SEBI ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Companies Act and the SEBI ICDR Regulations.

The following details of the proposed preferential issue of the Equity Shares are disclosed in accordance with the provisions of the Companies Act and the SEBI ICDR Regulations:

**A. The object / purpose of the preferential issue:**

The Company intends to utilize the proceeds raised through the Preferential Issue (“Issue Proceeds”) towards the following object:

1. Investment in Subsidiary – For Investment in one of the subsidiaries, namely Systematix Shares and Stocks (India) Limited for the purposes of its working capital requirements, either in the form of equity / quasi equity.
2. Investment in Subsidiary – To invest in AIFs as “Sponsor” in line with SEBI (Alternative Investment Funds) Regulations, 2012 where our Wholly Owned Subsidiary (WOS), Systematix Ventures Private Limited, is acting as “Investment Manager
3. General Corporate Purpose

Sr. No.	Particulars	Total estimated amount to be utilised for the Objects (Rs. In crore)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	For Investment in one of the subsidiaries, namely Systematix Shares and Stocks (India) Limited for the purposes of its working capital requirements, either in the form of equity / quasi equity.	Rs. 60,00,00,000/-	24 months
2	To invest in AIFs as "Sponsor" in line with SEBI (Alternative Investment Funds) Regulations, 2012 where our Wholly Owned Subsidiary (WOS), Systematix Ventures Private Limited, is acting as "Investment Manager".	Rs. 30,00,00,000/-	24 months
3	For General Corporate Purposes	Rs. 13,11,94,333/-	24 months
<b>Total</b>		<b>Rs. 103,11,94,333/-</b>	

In terms of the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

#### **Interim Use of Issue Proceeds**

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

#### **B. Monitoring of utilisation of funds:**

Given that the issue size exceeds Rs. 100 Crore (Indian Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed CARE Ratings Limited, a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("**Monitoring Agency**").

The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the BSE Limited.

#### **C. The total number of shares or other securities to be issued:**

The Board, at its meeting held on Saturday, September 14, 2024 had approved the preferential issue, subject to the approval of the Members and such other approvals as may be required, involving the issue and allotment of 6,73,543 Equity Shares to Non Promoters each at a price of Rs. 1531/- (Rupees One Thousand Five Hundred and Thirty One) per Equity Share each payable in cash, aggregating up to Rs. 1,03,11,94,333 /- (Rupees Hundred and Three Crore Eleven Lakhs Ninety Four Thousand Three Hundred and Thirty Three only) such price being not less than the minimum price (Floor Price) as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and the valuation report.

**The price or price band at / within which the allotment is proposed:**

The Equity Shares are proposed to be issued at an issue price of Rs. 1531/- (Rupees One Thousand Five Hundred and Thirty One) being a price not less than the minimum price determined as on the Relevant Date in accordance with Regulation 164 of the SEBI ICDR Regulations and the valuation report as required under Articles of Association of the Company.

**D. The Price at which the allotment price is proposed and Basis on which the price has been arrived at:**

The Equity Shares of the Company are listed on Stock Exchanges viz. BSE Limited and are frequently traded in accordance with the SEBI ICDR Regulations.

For the purpose of computation of the price per Equity Share, BSE Limited ("BSE"), the only stock exchange where the equity shares of the Company are listed, during the preceding 90 Trading days prior to the relevant date has been considered. The price at which Equity Shares shall be allotted shall not be less than higher of the following:

- a. the 90 (Ninety) trading days volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date, i.e. Rs. 1174.69/- (Rupees One Thousand One Hundred and Seventy Four and Paise Sixty Nine) per Equity Share;
- b. the 10 (Ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date, i.e. Rs. 1530.42 (Rupees One Thousand Five Hundred and Thirty and Paise Forty Two only) per Equity Share.

Accordingly, the floor price in terms of Regulation 164 of the SEBI ICDR Regulation and the valuation report is Rs. 1530.42 (Rupees One Thousand Five Hundred and Thirty and Paise Forty Two only) per Equity Share, being higher of the above two prices.

Also, the Articles of Association of the Company doesn't contain any article which provides for determination of price though any specific valuation methodology in case of preferential issue, except for the appointment of Registered Valuer for conducting valuation for determination of the issue price.

The issue price is Rs. 1531/- (Rupees One Thousand Five Hundred and Thirty One Only) per Equity Shares the said issue price is higher than the minimum floor price of Equity Shares arrived at, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at <https://www.systematixgroup.in/>

**E. Relevant date with reference to which the price has been arrived at:**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue of the Equity Shares is Friday, September 13, 2024, ("Relevant Date") being 30 days prior to the date of the Extra Ordinary General Meeting ("EGM") i.e. Monday, October 14, 2024 (while reckoning the 30th day i.e. Saturday, September 14, 2024, the same falls on a weekend therefore the day preceding the weekend i.e., Friday, September 13, 2024 is considered as the relevant date for the purpose);

**F. Name and address of valuer who performed valuation:**

Name of the Valuer:

**Perch Valuation LLP**

Registered Valuer

Asset Class – Securities or Financial Assets

Reg. No. IBBI/RV-E/06/2022/173

Address: 904, Centrum IT Park, Opp. TMC Office, Wagle Estate, S G Barwe Road, Thane 400604.

**G. The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made to the Proposed Allottees belonging to Non-Promoters as detailed in point J below.

**H. The intention / proposal of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company to subscribe to the proposed preferential offer:**

None of the promoters / directors / key managerial personnel / Senior Management intends to subscribe to the Preferential Issue of Equity Shares.

**I. Proposed time within which the allotment shall be completed:**

The Company will issue and allot Equity Shares within the time limit specified under the SEBI ICDR Regulations or any longer time limit as may be permitted under the SEBI ICDR Regulations or any other law. Provided further that where the allotment to any of the Proposed Allottees is pending on account of pendency of any application for approval or permission by any regulatory authority, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchanges or other concerned authorities.

**J. The identity of the proposed allottees, maximum number of Equity Shares proposed to be issued and the percentage of post issue capital that may be held by the proposed allottees:**

The Company proposes to issue Equity Shares by way of preferential issue to the Non-Promoters (Public category) for cash. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by the allottees are as per the details given herein below:

Sr. No	Name of the Proposed Allottees	Ultimate beneficial owners	Category	Pre-Preferential Issue		Preferential Issue of Equity Shares	Post Preferential Issue	
				No of Shares held	% of Holding	(Present Issue)	No of Shares held	% of Holding
1.	Belgrave Investment Fund	Yajjadeo Lotun	Non-promoter	Nil	Nil	3,26,583	3,26,583	2.39
2.	Mr. Madhukar Chimanlal Sheth	Not Applicable	Non-promoter	6,33,212	4.88	2,00,000	2,00,000	6.10
3.	Authum Investment & Infrastructure Limited	Not Applicable	Non-promoter	1,25,000	0.96	97,975	97,975	1.63
4.	Mr. Siddharth Iyer	Not Applicable	Non-promoter	Nil	Nil	22,860	22,860	0.17
5.	Nikhil Vora HUF	Nikhil Vora	Non-promoter	7,000	0.05	13,063	13,063	0.15

6.	Capri Global Holdings Private Limited	Rajesh Sharma	Non-promoter	Nil	Nil	6,531	6,531	0.05
7.	Sky Hawk Ventures	Poonam Singhal	Non-promoter	Nil	Nil	6,531	6,531	0.05

**K. Shareholding Pattern of the Company before and after the preferential issue of Equity Shares:**

Shareholding pattern before and after the proposed preferential issue of Equity Shares is provided as Annexure A to the Notice.

**L. Change in control, if any, in the company that would occur consequent to the preferential issue:**

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

**M. Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price:**

Prior to this Preferential Issue, the Company has not made a preferential allotment in the same financial year (i.e. FY 2024-25). However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2024-25 will not exceed the limit specified in the Act and Rules made thereunder.

**N. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

This is not applicable in the present case since the Company being a listed Company the pricing is in terms of SEBI ICDR Regulations. Further, the proposed allotment is for cash.

**O. the current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:**

The current status of the Proposed Allottees is Non - Promoter and after the proposed allotment also the status will remain Non – Promoter only and there will be no change in the status of the proposed allottees.

**P. Lock-in Period:**

The Equity Shares issued on preferential basis shall be subject to a Lock-in for such period as specified under Regulation 167 of the SEBI ICDR Regulations.

**Q. Requirements as to re-computation of price:**

Pursuant to Regulation 166(1)(e) of SEBI ICDR Regulations, the issue price and the number of equity shares determined as above at the time of allotment shall be subject to appropriate adjustments for sub-division of equity shares, if the sub-division/split is approved in the AGM.

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI ICDR Regulations are not applicable.

**R. Practicing Company Secretary's Certificate:**

The Company has obtained a certificate from M/s. Kothari H. & Associates, Practising Company Secretaries, having CP No. 12402 certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations and same shall be placed at the website of the

Company at <https://www.systematixgroup.in/> to facilitate online inspection of relevant documents until the end of EGM.

**S. Disclosure pertaining to wilful defaulters and fugitive economic offender:**

- a. Neither the Company nor any of its Promoters or Directors is wilful defaulter and hence disclosures as specified in Schedule VI of the SEBI ICDR Regulations are not applicable.
- b. None of the Company's Promoters or Directors is a fugitive economic offender as defined under the SEBI ICDR Regulations.

**T. Other Disclosures:**

- a. The Company will make an application to BSE Limited at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued. Such Equity Shares, once allotted pursuant this preferential issue shall be rank pari-passu with the existing Equity Shares of the Company.
- b. The proposed allottees has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date. All the existing holdings of the Proposed Allottees are already held by them in dematerialized form.
- c. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- d. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
- e. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
- f. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- g. SEBI Takeover code

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges.

**The Board of Directors in its meeting held on August 09, 2024 approved sub-division/split of equity shares, subject to the approval of members in the Annual General Meeting ("AGM") held on September 26, 2024. Accordingly the issue price and the number of equity shares determined, as above at the time of allotment, shall be subject to appropriate adjustments for sub-division of equity shares, if the sub-division/split is approved in the AGM.**

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 1 in the accompanying notice for your approval.



None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any.

**For Systematix Corporate Services Limited**  
**Divyesh Badiyani**

**Sd/-**  
**Company Secretary & Compliance Officer**  
**(ACS: 63381)**

**Date: September 14, 2024**  
**Place: Mumbai**

**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](mailto:secretarial@systematixgroup.in)  
**Website:** <https://www.systematixgroup.in/>

**Annexure A**

\*Shareholding pattern before and after the proposed preferential issue:

Sr. No.	Category of Shareholders	Pre-Preferential Shareholding Pattern		Current Preferential Issue	Post Preferential Shareholding Pattern (Proposed) (*)	
		No. of Equity Shares	% of Holding	Equity Shares to be allotted	No. of Equity Shares	% of Holding (*)
<b>A</b>	<b>Promoter and Promoter Group</b>					
<b>1</b>	<b>Indian</b>					
a	Individuals/Hindu undivided Family	7,72,393	5.95	-	7,72,393	5.66
b	Financial Institutions/ Banks	-	-	-	-	-
c	Any Other (specify)	88,62,276	68.28	-	88,62,276	64.91
	<b>Sub-Total (A)(1)</b>	<b>96,34,669</b>	<b>74.23</b>	<b>-</b>	<b>96,34,669</b>	<b>70.57</b>
<b>2</b>	<b>Foreign</b>					
a	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-
b	Government	-	-	-	-	-
c	Institutions	-	-	-	-	-
d	Foreign Portfolio Investor	-	-	-	-	-
e	Any Other (specify)	-	-	-	-	-
	<b>Sub-Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>96,34,669</b>	<b>74.23</b>	<b>-</b>	<b>96,34,669</b>	<b>70.57</b>
	<b>Public Shareholder</b>					
<b>1</b>	<b>Institutions</b>					
a	Mutual Funds/	-	-	-	-	-
b	Venture Capital Funds	-	-	-	-	-
c	Alternate Investment Funds	-	-	-	-	-
d	Foreign Venture Capital Investors	-	-	-	-	-
e	Foreign Portfolio Investors	20,788	0.16	3,26,583	3,47,371	2.54
f	Financial Institutions/ Banks	-	-	-	-	-
g	Insurance Companies	-	-	-	-	-
h	Provident Funds/ Pension Funds	-	-	-	-	-
i	Any Other (specify)	-	-	-	-	-
	<b>Sub-Total (B)(1)</b>					
<b>2</b>	<b>Central Government/ State Government(s)/</b>					

	President of India					
	<b>Sub-Total (B)(2)</b>					
3	Non-institutions					
a	Individuals	24,94,206	19.21	2,22,860	27,17,066	19.90
b	NBFCs registered with RBI	-	-	-	-	-
c	Employee Trusts	-	-	-	-	-
d	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-
e	Any Other (specify)	-	-	-	-	-
	Hindu Undivided Family	18,076	0.14	13,063	31,139	0.23
	Trusts	-	-	-	-	-
	Non Resident Indians Non Repatriable	-	-	-	-	-
	Non Resident Indians	1,72,160	1.33	-	1,72,160	1.26
	LLP	1	0.00	-	1	0.00
	Clearing Member	-	-	-	-	-
	Bodies Corporate	6,40,358	4.93	1,04,506	7,44,864	5.46
	Partnership Firm	-	-	6,531	6,531	0.04
	Unclaimed or Suspense or Escrow Account	-	-	-	-	-
	<b>Sub-Total (B)(3)</b>					
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)</b>	<b>33,45,589</b>	<b>25.77</b>	<b>6,73,543</b>	<b>40,19,132</b>	<b>29.43</b>
	<b>Total shareholding (A+B)</b>	<b>12,980,258</b>	<b>100</b>	<b>6,73,543</b>	<b>13,653,801</b>	<b>100.00</b>

\*The Shareholding pattern in as on June 30, 2024

**ATTENDANCE SLIP**

**(TO BE PRESENTED AT THE ENTRANCE)**

01(2024-25) Extra-Ordinary General Meeting of the Company to Be Held on Monday, October 14, 2024 at 11.00 A.M at The Capital, A-Wing, No. 603-606, 6th Floor, Plot No. C-70, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 to Transact the Business Set Out in Notice of EGM.

Folio No..... DP ID ..... Client ID .....

Name of the Member: ..... Signature:  
.....

Name of the Proxy holder: ..... Signature:  
.....

No. of Share(s) held .....

I HEREBY RECORD MY PRESENCE AT THE 01<sup>ST</sup> EGM OF THE COMPANY.

**NOTE:**

1. Only Members/Proxy holders can attend the meeting.

In the case of joint holders, the signatures of any one holder shall be sufficient, but names of all joint holders should be stated.

**Proxy Form**  
**Form No. MGT-11**

(Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules 2014)

**CIN:** L91990MP1985PLC002969

**Name of the Company:** Systematix Corporate Services Limited

**Registered Office:** 206-207, Banshi Trade Centre, 581/5 M.G Road, Indore - 452001.

**Tel :** +91 - 22 - 66198000 / 40358000 / 0731-4068253

**Fax:** +91 - 22 - 66198029 / 40358029

**E-mail id:** [secretarial@systematixgroup.in](mailto:secretarial@systematixgroup.in)

Name of the member .....

Registered Address .....

.....

Email .....

Folio No./Client ID/DP ID .....

I/We, being the Member (s) of .....shares of the above named Company, hereby appoint

1.Name.....Address:.....

.....E-mail Id.....

Signature.....or failing him/her

2.Name.....Address:.....

.....E-mail Id.....

Signature.....or failing him/her

3.Name.....Address:.....

.....E-mail .....

Signature.....

as my / our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at 01(2024-25) Extra-Ordinary General Meeting of the Members of Systematix Corporate Services Limited to be held at the Corporate office of the Company situated at The Capital, "A" Wing, 6th Floor, No. 603-606, Plot No. C-70, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400051 on Monday, October 14, 2024 at 11.00 a.m. and any adjournment thereof in respect of such resolutions are indicated below:.

Resolution Number	Resolution		
		For	Against
<b>Special Business</b>			
1	Issue of Equity Shares on Preferential Basis to Non-Promoters		

Signed this.....day of.....2024

.....  
Signature of the Member    Signature of proxy holder (s)

Affix Revenue Stamp
---------------------------

**Notes:**

- This form, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the Meeting.
- Notwithstanding the above the Proxies can vote at such other items which may be tabled at the meeting by the shareholders present.

**Venue of Annual General Meeting**  
The Capital, "A" wing, 6th Floor,  
No. 603-606, Plot No. C-70, G-Block,  
Bandra Kurla Complex,  
Bandra East,  
Mumbai – 400051

**Road Map to the venue of the Annual General Meeting**

