

September 26, 2024

The Manager,
Listing Department
BSE Limited
P. J. Towers, Fort,
Mumbai -400 001

Scrip Code : 526506

Sub : Proceedings of the 39th Annual General Meeting of Systematix Corporate Services Limited for the financial year 2023-24 held on Thursday, September 26, 2024

Dear Sir / Madam,

This is to inform you that the 39th Annual General meeting (AGM) of Systematix Corporate Services Limited (the Company) was held on Thursday, September 26, 2024 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 (Listing Regulations), please find enclosed brief proceedings of 39th Annual General Meeting

Further, pursuant to Regulation 44(3) of the SEBI Listing Regulations and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the voting results (remote e-voting and e-voting done during AGM) of the Company along with the Consolidated Report of the Scrutinizer on the remote e-voting and e-voting at the AGM will be uploaded within the due course.

All the resolutions at the AGM were approved by the members with the requisite majority.

We hereby request you to kindly take the same on record.

Thanking You.

Yours faithfully,

For Systematix Corporate Services Limited

Divyesh Badiyani
Company Secretary & Compliance Officer
ACS: 63381

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 Email: secretarial@systematixgroup.in

SEBI Merchant Banking Registration No. : INM000004224



**Gist of the proceedings of the 39th Annual General Meeting
of Systematix Corporate Services Limited held on Thursday, September 26, 2024**

The 39th Annual General Meeting of the members of the Company was held on Thursday, September 26, 2024 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 April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 and the Securities and Exchange Board of India (“SEBI”) Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 07, 2023 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.

Mr. Divyesh Badiyani, Company Secretary welcomed all the Members joining over VC. He 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. He requested Mr. Nikhil Khandelwal, Chairman & Managing Director to take forward the proceedings of the Meeting.

The Chairman commenced the proceedings of the meeting. He welcomed all the members, board members, auditors, CFO, CS and Scrutinizer joining over VC. On request of the Chairman and Company Secretary, all the Directors introduced themselves and confirmed their presence from respective locations.

On confirmation from the Company Secretary that the requisite quorum being present, the chairman called the meeting to order.

The Company Secretary gave general instructions to our members. He also informed the Members that pursuant to the provisions of the Companies Act, 2013 and the 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 Monday, September 23, 2024 at 9.00 a.m. to Wednesday, September 25, 2024 at 05.00 p.m. The 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, he 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 at AGM process.

He further 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.

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Thereafter, the Chairman gave an overview of the Company business and financial performance of the Company for the financial year ended March 31, 2024.

Thereafter, the Company Secretary informed that M/s. Shah & Taparia , 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 March 31, 2024. Hence the same were taken as read.

He further informed that the notice dated August 09, 2024 convening the 39th Annual General Meeting of the Company is already circulated to all the members. Considering the above, the Notice was taken as read.

The following items were transacted and voted by members:

ORDINARY BUSINESSES:

1. To consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the reports of Directors and Auditors thereon – **Ordinary Resolution**
2. To declare Final Dividend of Rs. 1/- (Rupees One Only) (10%) per Equity Share of Rs. 10/- (face value) each for the financial year ended March 31, 2024 - **Ordinary Resolution**
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 - **Ordinary Resolution**

SPECIAL BUSINESS:

4. To appoint Mr. Ganesh Ramanathan (DIN: 00016260) as an Independent Director of the Company – **Special Resolution**
5. To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013 – **Special Resolution**
6. To adopt new set of the Memorandum of Association of the Company – **Special Resolution**
7. To approve Sub-Division / Split of Equity Shares of the Company – **Ordinary Resolution**
8. To approve an increase in the overall managerial remuneration of Mr. Nikhil Khandelwal, Managing Director of the Company – **Ordinary Resolution**
9. To approve an increase in the overall managerial remuneration of Mrs. Priyanka Khandelwal, Whole-time Director of the Company – **Ordinary Resolution**

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He then requested speaker members to ask their questions/queries through the facility provided by CDSL at the AGM.

There were 3 requests received from members for registration as speakers, and speaker members expressed their views and raised their queries at the AGM.

Mr. Nikhil Khandelwal then responded to the speaker shareholder.

Since there were no other queries/questions raised by the members the meeting was concluded by the Chairman.

The Company Secretary requested those members who had not voted on resolutions to cast their vote on CDSL e-voting system which was open for a period of 30 minutes after the conclusion of the meeting.

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

The annual general meeting was concluded at 11.20 a.m.

Post completion of the Annual General Meeting, after scrutiny of votes the Scrutinizer submitted the Report. As per the report submitted by the Scrutinizer considering the consolidated results of the remote e-voting held prior and e-voting during the AGM, all resolutions embodied in the Notice of Annual General Meeting dated August 09, 2024 were passed with requisite majority.

For Systematix Corporate Services Limited

Divyesh Badiyani
Company Secretary & Compliance Officer
ACS : 63381

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