

SYSTEMATIX SECURITIES LTD.

Registered Office: 35, Old Industrial RIICO Area, Chittorgarh, Rajasthan, India 312001, Mob. No. - 9414111117
Web: www.systematixsecurities.in, E-mail- systematixctor@gmail.com, CIN: L65999RJ1986PLC070811

To,
The Secretary,
Corporate Relationship Department,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Date : 28th May 2024

Sub. : Submission of Annual Secretarial Compliance Report for the year ended 31st March 2024

Ref. : SYSTEMATIX SECURITIES LTD (BSE Scrip Code 531432, SCRIP Name: SYTIXSE, ISIN No. INE07P301011)

Dear Sir/Madam,
Pursuant to Regulation 24A of the SEBI (LODR) Regulations read with the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2024 issued by Varun Bhomia and Co., Practicing Company Secretaries.

Since, the XBRL mode of submission is under development hence, provisionally the Annual Secretarial Compliance Report to be submitted in PDF format.

You are requested to please take on record the above said document for your reference & further needful.

This is for your information and record

Thanking you.

Yours faithfully,
For Systematix Securities Limited

RAJESH
KUMAR INANI

Digitally signed by
RAJESH KUMAR INANI
Date: 2024.05.28
16:34:39 +05'30'

Rajesh Kumar Inani
Director
DIN: - 00410591



VARUN BHOMIA & CO.
PRACTICING COMPANY SECRETARY

Reg Add: UG-13-14, Shreewardhan Complex, RNT Marg, Near Lemon Tree Hotel, Indore M.P.

SECRETARIAL COMPLIANCE REPORT

(Pursuant to Regulation 24A of the SEBJ (LODR) Regulations, 2015 read with various circulars issued by SEBI)

OF

SYSTEMATIX SECURITIES LIMITED

For the year ended 31.03.2024

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **SYSTEMATIX SECURITIES LIMITED** (hereinafter referred as '**the listed entity**'), having its Registered Office at 35, Old Industrial RIICO Area, Chittorgarh, Rajasthan, India 312001. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on **March 31, 2024**, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We, M/s Varun Bhomia & Co., Company Secretaries have examined:

- a) all the documents and records made available to us, and explanation provided by **SYSTEMATIX SECURITIES LIMITED** (CIN: L65999RJ1986PLC070811);
- b) The filings/ submissions made by the listed entity to the BSE Ltd.
- c) Website of the listed entity i.e. www.systematixsecurities.in;
- d) Any other document/filing, as may be relevant, which has been relied upon to make this certification.

For the year ended **31 March, 2024** ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (SEBI).

The specific Regulations, whose provisions and the circulars/guidelines issued there under, have been examined, include:

- (a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) SEBI {Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not Applicable to the Listed entity during the period under review)**;

(c) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) SEBI (Buy back of Securities) Regulations, 2018 **(Not Applicable to the Listed entity during the period under review)**;

(e) SE BI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not Applicable to the Listed entity during the period under review)**;

(f) SEBI (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to the Listed entity during the period under review)**;

(g) SEBI {Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not Applicable to the Listed entity during the period under review)**;

(h) SEBI (Prohibition of Insider Trading) Regulations,2015;

(i) other regulations as applicable; and circulars/guidelines issued there under.

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status(Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI),as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	YES	
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	YES	

3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/ information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs other relevant document(s)/ section of the website 	YES	
4.	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: <ul style="list-style-type: none"> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries 	NA	Company did not have any subsidiary company during the year under review
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	
8.	Related Party Transactions: <ul style="list-style-type: none"> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained. 	YES NA	Please Refer point no 8 (a)
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.	YES	

10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued there under except as provided under separate paragraph herein (**).	NA	No actions were taken by SEBI or by the stock Exchanges during the Review period including under the Standard Operating Procedures issued by SEBI through various circulars.
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NO	1. The Company does not have any Special contingency insurance policy to meet out the risk arising out of issuance of duplicate securities as per SEBI Circular No. SEBIIHO/MIRSD/MIRSD_RTAMB/P/CIR/20221 70 dated May 25, 2022. 2. Shareholding of 100% of Promoters are not held in the dematerialized form.

Compliances related to resignation of statutory auditors from listed entities and the immaterial subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status(Yes/No/NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	There is no instance of resignation of Auditor.
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	
	iii. If the auditor has signed the limited review/audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	
2.	Other conditions relating to resignation of statutory auditor		

	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p>	NA NA	There is no instance of resignation of Auditor.
	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, alongwith relevant documents have been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the detail so f information/explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee/Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the audit or relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer incase of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI/NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA NA NA	
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18thOctober, 2019.	NA	There is no instance of resignation of Auditor.

(A)(**)The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued there under, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Re- marks
1.	The Listed company shall take special contingency insurance policy from the insurance company towards the risk arising out of the requirement relating to issuance of duplicate securities in order to safeguard and protect the interest of the listed company	Para 5 of SEBI Circular No. SEBIIHO/MIRSD/MIRSD_RTAM B/P/CIR/2021 70 dated May 25, 2022.	The company has not taken any contingency insurance policy to meet out the risk arising out of issuance of duplicate of securities	As informed by management no action has been taken by any authority for such non - compliance.	-	-	As informed by management no fine imposed by any authority for such non compliance.	The Company is required to obtain the contingency insurance policy but the same was not obtained by company.	The company is in process to obtain referred policy but till date no insurance company agreed to provide the same.	-
2.	The Listed company Shareholding of 100% of Promoters are held in the dematerialized form only	SEBI Listing obligations and Disclosure Requirements, 2015 dated 2 nd September 2015.	Shareholding of 100% of Promoters are not held in the dematerialized form	As informed by management no action has been taken by any authority for such non compliance.	-	-	As informed by management no fine imposed by any authority for such non compliance.	The Company is required to Shareholding of 100% of Promoters are held in the dematerialized form only	The company is in process to 100% of Promoters are held in the dematerialized form	-

B. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Com-pliance Require- ment (Regu- lations/ circulars/ guide- lines including specific clause)	Regu- lation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Obser- vations/ Remarks of the Practicing Company Secretary	Man- age- ment Re- sponse	Re- marks
NONE										

Assumptions & Limitation of scope and Review:

- I. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Indore
DATE: 27-05-2024

For: Varun Bhomia & Company
Company Secretaries



CS VARUN BHOMIA
C.P. No. 10561
FCS NO. 9144
PEER REVIEW 3844/2023
UDIN:- F009144F000457196