

# ANIL SOMANI & ASSOCIATES

B-4, Ganpati Complex, Near Vishal Mega Mart, Bhilwara, Rajasthan - 311001  
Email Id: [corporatesolutions14@gmail.com](mailto:corporatesolutions14@gmail.com), (M) 09166611876

## Secretarial compliance report of Systematix Securities Ltd. for the year ended 31<sup>st</sup> March, 2019

1. We have examined:

- all the documents and records made available to us and explanation provided by **Systematix Securities Ltd.** ("the listed entity"),
- The filings/ submissions made by the listed entity to the stock exchanges,
- Website of the listed entity,
- Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31<sup>st</sup> March, 2019 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

2. The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

And based on the above examination, we hereby report that, during the Review Period:

(a) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified below:

S. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 31 of SEBI (LODR) Regulations, 2015	Late Submission	Company has delayed submitted quarterly shareholding pattern for 30-Sep-2018 to BSE Ltd.
2.	Regulation 31 of SEBI (LODR)	Late Submission	Company has delayed



	Regulations, 2015		submitted quarterly shareholding pattern for 31-Dec-2018 to BSE Ltd.
3.	Regulation 31 (2) of SEBI (LODR) Regulations, 2015	100% promoters holding not in dematerialized form	The Company has not obtained ISIN Number from NSDL/CDSL
4.	Regulation 33 of SEBI (LODR) Regulations, 2015	Late Submission	Company has delayed submitted quarterly/yearly financial results for 31-March-2018 to BSE Ltd.
5.	Regulation 33 of SEBI (LODR) Regulations, 2015	Late Submission	Company has delayed submitted quarterly/yearly financial results for 30-Sept-2018 to BSE Ltd.
6.	Regulation 33 of SEBI (LODR) Regulations, 2015	Late Submission	Company has delayed submitted quarterly/yearly financial results for 31-Dec-2018 to BSE Ltd.
7.	Regulation 34 of SEBI (LODR) Regulations, 2015	Late Submission	Company has delayed submitted annual report for 2017-18 to BSE Ltd.
8.	Regulation 13(3) of SEBI (LODR) Regulations, 2015	Late Submission	Company has delayed submitted statement of investor complaints for 30-Sep-18 to BSE Ltd.
9.	Regulation 13(3) of SEBI (LODR) Regulations, 2015	Late Submission	Company has delayed submitted statement of investor complaints for 31-Dec-2018 to BSE Ltd.
10.	Regulation 16(1) of SEBI (LODR) Regulations, 2015	Not appointed Company Secretary and compliance officer during Oct- Dec., 2018	The Company has Not appointed Company Secretary and compliance officer during Oct- Dec., 2018
11.	Regulation 46 of SEBI (LODR) Regulations, 2015	Website of the company is not functional and accessible	Website of the company is not functional and accessible at the time of our verification
12.	Provisions of clause 3(b) the SEBI general order No. 1 of 2015 dated July 20, 2015	promoters have transferred shares during suspension of the company from BSE Ltd. during the period Jan- March, 2019	the suspended company and the depositories shall not effect transfer, by way of sale, pledge, etc., of shares of a suspended company held by promoters /promoter group and directors till three months after the date of revocation of suspension by the concerned recognized stock exchange or till securities of such company are delisted



			in accordance with the applicable delisting requirements, whichever is earlier
13.	Regulation 47 of SEBI (LODR) Regulations, 2015	Not published advertisements in Newspapers	Not published advertisements in Newspapers as per Regulation 47

**The Company has suspended by the BSE Ltd during the quartered ended March 2019. The BSE Ltd has imposed penalty of Rs. 16,18,960/- through email dated 02.04.2019 for above delayed compliances. The Company has paid above penalty on 03.05.2019 to BSE Ltd.**

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

(c) No action was taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI by Stock Exchanges (including under the Standard Operating Procedures Issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/ guidelines issued thereunder **except that:**

**The Company has suspended by the BSE Ltd during the quartered ended March 2019 due to penal reasons and freezed demat accounts of promoters of the company.**

(d) This being the first reporting since the notification of the requirement to submit this report, reporting on actions to comply with observations made in previous reports does not arise.

Place: Bhilwara  
Date: 30<sup>th</sup> May, 2019



For Anil Somani & Associates  
Company Secretaries

*Anil Somani*

Anil Kumar Somani  
ACS: 36055  
COP: 13379