

ANIL SOMANI & ASSOCIATES

Company Secretaries

212, IInd Floor, Ganpati Complex, Pur Road, Bhilwara
Email Id: corporatesolutions14@gmail.com, (M) 09166611876

Scrutinizer's Report

To,
The Chairman
SYSTEMATIX SECURITIES LIMITED
237, Kamalaya Center, 156-A Lenin Sarani Road,
Kolkata - 700013

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on Remote E-Voting and poll for 31st Annual General Meeting of Equity Shareholders held on, 25th September, 2017

Pursuant to the resolution passed by the Board of directors of SYSTEMATIX SECURITIES LIMITED (hereinafter referred to as "company") on Friday, 11th August, 2017, I had been appointed as the scrutinizer for the remote e-voting process and polling to be carried out at the 31st Annual General meeting (hereinafter referred to as "AGM") in fair and transparent manner and ascertaining the requisite majority in respect of the resolutions contained in the notice to the 31st AGM of the members of the company.

To enable wider participation of equity shareholders, pursuant to the provisions of section 108 of the companies Act, 2013 and rules framed thereunder vide The companies (Management and administration) Rules, 2014 including The companies (Management and Administration) Amendment Rules, 2015, dated March 19, 2015 and SEBI's circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 dated April 17, 2014, every company having its equity shares listed on Recognized stock exchange, is required to provide remote e-voting facility to their shareholders on all shareholders' resolutions to be passed at general meeting or through postal ballot. Since the company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned circular of SEBI, remote e-voting which has been made applicable, the company provided for the same.

The company accordingly made arrangements with the system provider Central Depository Service Limited (herein after referred as "CDSL"), depository for providing a system of recording votes of the shareholders electronically through remote e-voting. The company has also accordingly made arrangements through its Registrar and Transfer Agent, M/s Ankit Consultancy Pvt. Ltd (herein after referred as "RTA") to set up the e-voting facility on the CDSL e-voting Website <https://www.evotingindia.com>.

The company through RTA has also uploaded the resolutions in which remote e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by CDSL, the system provider has been done by the company through its RTA. Necessary instructions in this regard to be followed by the shareholders had also been duly mentioned in the AGM notice dated 11th August, 2017. The members of the company as on the cut-off date i.e. 18th September, 2017 were entitled to vote on the resolutions contained in the notice to the 31st AGM of the members of the company.

| REFERENCE TO THE COMPANIES ACT, 2013 | THE | TYPE AND DESCRIPTION OF THE RESOLUTION |
|---|-----|--|
| 1) Ordinary Resolution: Adoption of Audited Financial Statement | | Ordinary Resolution under section 129 and all other applicable provisions, if any, of the companies (Accounts) Rules, 2014 to receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2017 and Statement of Profit & Loss Account of the Company for the year ended on the same date together with the Report of Board of Directors and Auditors thereon. |
| 2) Ordinary Resolution: Appointment of Statutory Auditors | | Ordinary Resolution pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. B. K. Dad & Associates, Chartered Accountants, Chittorgarh registered with the Institute of Chartered Accountants of India vide ICAI Registration No. 018840C, be and are hereby appointed as Statutory Auditors of the Company in place of the retiring auditors, M/s. Sethiya Khandelwal & Co., Chartered Accountants, Indore registered with the Institute of Chartered Accountants of India vide ICAI Registration No. 004058C to hold such office from the conclusion of this Annual General Meeting till the conclusion of the Thirty Sixth Annual General Meeting of the Company to be held in the calendar year 2022, Subject to ratification by the Members at every Annual General Meeting, at such remuneration as may mutually agreed between the Board of Directors of the Company and the auditors. |
| 3) Special Resolution: To adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 | | Special Resolution pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule 1 made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company. RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution. RESOLVED FURTHER THAT Shri Sudhir Sandani Managing Director and Shri Jagdish Rathi Director be and are |



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| | |
|--|---|
| | hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s) |
| 4) Special Resolution: Amendment (s) to Memorandum of Association of the Company | <p>Special Resolution pursuant to the provisions of section 13 of Companies Act, 2013 ('the Act'), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or reenactment thereof for the time being in force), and such other rules and regulations, as may be applicable, the consent of the Company be and is hereby accorded for alteration of Memorandum of Association of the Company by deleting Clause C - OTHER OBJECTS and accordingly Memorandum of Association will no longer carry Other Objects.</p> <p>RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.</p> <p>RESOLVED FURTHER THAT Shri Sudhir Samdani, Managing Director, Shri Jagdish Rathi Director, be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s)."</p> |

Further to the above, I submit my report as under: -

- As confirmed by management, the AGM notice dated 11th August, 2017 under section 101 of the Companies Act, 2013 was dispatched to 1363 (One Thousand Three Hundred Sixty Three) shareholders by registered post, courier and electronic means via e-mail respectively on or before 31st August 2017.
- As stated in sub rules 4 of rule 20 of the companies (Management and Administration) Amendment Rules, 2015 amending the Rule 20 of the (Management and Administration) Rules, 2014 an advertisement was published by the company on 2nd September, 2017 in "Business Standard Kolkata" English newspaper and on 2nd September, 2017 in "Business Standard Kolkata", vernacular newspaper, informing about the completion of the dispatch of the AGM notices, by means of registered post, courier and electronic means via e-mail, to the shareholders along with other related matters mentioned therein.
- The remote e-voting period remained open from Friday, 22nd September, 2017 from 9.00 A.M. and ended on Sunday, 24th September, 2017 at 5.00 P.M.
- The members of the company as on the cut-off date i.e. Monday, 18th September 2017 were entitled to vote on the resolutions.
- The empty polling box was locked and sealed in the presence of members. Immediately after the conclusion of voting at AGM, votes cast at the meeting were counted first and the votes cast through remote e-voting were unblocked next day in the presence of 2 witnesses who are not in the employment of the company.
- The total number of fully paid up shares of the company outstanding as on 18th September, 2017 were 5000000. As on cut-off date, out of 1363 shareholders, 13 shareholders have exercised their votes through remote e-voting and 17 (Seventeen) shareholders has exercised their vote through poll at the AGM. The results (consolidated) for the item placed for consideration by the members is given below.

Item no.1: ordinary Resolution for adoption of Audited Financial statements

| | | | |
|---|---------|-----------------------|------------------|
| Total No. of shareholders | 1363 | | |
| Total No. of shares | 5000000 | | |
| | | Number of Votes/Folio | Number of shares |
| Total votes cast through remote e-voting | A | 13 | 681900 |
| Total votes cast through polling at AGM | B | 17 | 593200 |
| Grand Total of remote e-voting /polling at AGM (A+B) | C | 30 | 1275100 |
| Less: Invalid remote e-voting/polls at AGM* (on account of for /against option not indicated) | D | 0 | 0 |
| Net remote e-voting/polling at AGM(c-d) | E | 30 | 1275100 |

NOTES:

- Invalid voting was not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the polling or the number of shares mentioned in the polling whichever is less.



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SUMMARY OF VOTING:

| Promoter/ public | No. of Share held (1) | No. of votes polled (2) | % of votes polled on outstandin g shares (3)=[(2)/(1)]* 100 | No. of votes in Favour (4) | No. of votes against (5) | % of votes in Favour on votes polled (6)=[(4)/(2)]*100 | % of against on votes polled (7)=[(5)/(2)]*100 |
|--------------------------------------|--------------------------------|----------------------------------|--|----------------------------------|--------------------------------|---|--|
| Promoter and promoter group | 2000000 | 5000 | 0.25% | 5000 | 0 | 100% | 0 |
| Public institution al holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- others | 3000000 | 1270100 | 42.33% | 1270100 | 0 | 100% | 0 |
| Total | 5000000 | 1275100 | 25.50% | 1275100 | 0 | 100% | 0 |

Percentage of votes cast in favour: 100% Percentage of votes cast against:0.00

RESULT: -

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 129 of the companies Act, 2013 as set out in the notice of AGM dated 11th August, 2017 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

Item No.2: Ordinary Resolution for Appointment of statutory Auditor

| | | | |
|--|---------|--------------------------|------------------|
| Total No. of shareholders | 1363 | | |
| Total No. of shares | 5000000 | | |
| | | Number of Votes/Folio | Number of shares |
| Total votes cast through remote e-voting | A | 13 | 681900 |
| Total votes cast through polling at AGM | B | 17 | 593200 |
| Grand Total of remote e-voting /polling at AGM (A+B) | C | 30 | 1275100 |
| Less: Invalid remote e-voting/polls at AGM*(on account of for /against option not indicated) | D | 0 | 0 |
| Net remote e-voting/polling at AGM(c-d) | E | 30 | 1275100 |

NOTES:

- Invalid voting was not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the polling or the number of shares mentioned in the polling whichever is less.

SUMMARY OF VOTING:

| Promoter/ public | No. of Share held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of votes in Favour (4) | No. of votes against (5) | % of votes in Favour on votes polled (6)=[(4)/(2)]*10 0 | % of against on votes polled (7)=[(5)/(2)]*100 |
|--------------------------------------|--------------------------------|----------------------------------|---|----------------------------------|--------------------------------|---|--|
| Promoter and promoter group | 2000000 | 5000 | 0.25% | 5000 | 0 | 100% | 0 |
| Public institution al holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- | 3000000 | 1270100 | 42.33% | 1270100 | 0 | 100% | 0 |



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| | | | | | | | |
|--------|---------|---------|--------|---------|---|------|---|
| others | | | | | | | |
| Total | 5000000 | 1275100 | 25.50% | 1275100 | 0 | 100% | 0 |

Percentage of votes cast in favour:100% Percentage of votes cast against:0.00

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 129 of the companies Act, 2013 as set out in the notice of AGM dated 11th August, 2017 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

Item No. 3: Special Resolution: To adopt new set of Articles of Association of the Company

| | | | |
|--|---------|-----------------------|------------------|
| Total No. of shareholders | 1363 | | |
| Total No. of shares | 5000000 | | |
| | | Number of Votes/Folio | Number of shares |
| Total votes cast through remote e-voting | A | 13 | 681900 |
| Total votes cast through polling at AGM | B | 17 | 593200 |
| Grand Total of remote e-voting /polling at AGM (A+B) | C | 30 | 1275100 |
| Less: Invalid remote e-voting/polls at AGM*(on account of for /against option not indicated) | D | 0 | 0 |
| Net remote e-voting/polling at AGM(c-d) | E | 30 | 1275100 |

NOTES:

- Invalid voting was not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the polling or the number of shares mentioned in the polling whichever is less.

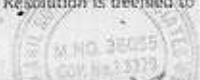
SUMMARY OF VOTING:

| Fromoter/ public | No. of Share held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of votes in Favour (4) | No. of votes against (5) | % of votes in Favour on votes polled (6)=[(4)/(2)]*10 0 | % of against on votes polled (7)=[(5)/(2)]*100 |
|--------------------------------------|--------------------------------|----------------------------------|--|----------------------------------|--------------------------------|---|--|
| Promoter and promoter group | 2000000 | 5000 | 0.25% | 5000 | 0 | 100% | 0 |
| Public institution al holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- others | 3000000 | 1270100 | 42.33% | 1270100 | 0 | 100% | 0 |
| Total | 5000000 | 1275100 | 25.50% | 1275100 | 0 | 100% | 0 |

Percentage of votes cast in favour:100% Percentage of votes cast against:0.00

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the special resolution under section 129 of the companies Act, 2013 as set out in the notice of AGM dated 11th August, 2017 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.



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Item No. 4: Special Resolution: Amendment (s) to Memorandum of Association of the Company

| | | | |
|--|---------|-----------------------|------------------|
| Total No. of shareholders | 1363 | | |
| Total No. of shares | 5000000 | | |
| | | Number of Votes/Folio | Number of shares |
| Total votes cast through remote e-voting | A | 13 | 681900 |
| Total votes cast through polling at AGM | B | 17 | 593200 |
| Grand Total of remote e-voting /polling at AGM (A+B) | C | 30 | 1275100 |
| Less: Invalid remote e-voting/polls at AGM*(on account of fpr /against option not indicated) | D | 0 | 0 |
| Net remote e-voting/polling at AGM(c-d) | E | 30 | 1275100 |

NOTES:

- Invalid voting was not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the polling or the number of shares mentioned in the polling whichever is less.

SUMMARY OF VOTING:

| Promoter/ public | No. of Share held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of votes in Favour (4) | No. of votes against (5) | % of votes in Favour on votes polled (6)=[(4)/(2)]*10 0 | % of against on votes polled (7)=[(5)/(2)]*100 |
|--------------------------------------|--------------------------------|----------------------------------|--|----------------------------------|--------------------------------|---|--|
| Promoter and promoter group | 2000000 | 5000 | 0.25% | 5000 | 0 | 100% | 0 |
| Public institution of holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public others | 3000000 | 1270100 | 42.33% | 1270100 | 0 | 100% | 0 |
| Total | 5000000 | 1275100 | 25.50% | 1275100 | 0 | 100% | 0 |

Percentage of votes cast in favour:100% Percentage of votes cast against:0.00

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the special resolution under section 139 of the companies Act, 2013 as set out in the notice of AGM dated 11th August, 2017 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

I further report that as per the notice dated 11th August, 2017 the chairman may declare and confirm the above result. The result of AGM together with the Scrutinizer's Report would be displayed on the company's website www.systematicsecurities.com and on the website of CDSL and shall also be communicated to the stock Exchange.

I further report that as per the said rules, the records maintained by me including the data as obtained from CDSL, the system provider for the remote e-voting facility extended by them as also a register recording the consent or otherwise received from the shareholders, voting through polling at AGM, which includes all the particulars of the shareholders such as the name, folio number /DPID/client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, allot papers and other related papers are in my safe custody which will be handed over to the chairman /company secretary of the company.

The report may be treated as a report under section 109 of the companies Act, 2013 and rule 21(2) of the companies (Management and Administration) Rules 2014.



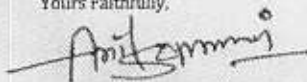
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I thank you for the opportunity given to act as a Scrutinizer for the remote e-voting and polling at AGM.

Yours Faithfully,



Name and Signature of the Scrutinizer
Anil Kumar Somani
Anil Somani & Associates
Practicing Company Secretary
COP: 13379



Date: 28.09.2017
Place: Bhilwara