

SYSTEMATIX SECURITIES LIMITED

ANNUAL REPORT

2022 – 2023

EXECUTIVE DIRECTOR	: Mr. Rajesh Kumar Inani (DIN: 00410591)
NON EXECUTIVE DIRECTOR	: Mrs. Anita Maheshwari (DIN: 08416603) : Mr. Basanti Lal Agal (DIN: 08416577) : Mr. Madhav Inani (DIN: 03370896)
WOMEN DIRECTOR	: Mrs. Anita Maheshwari (DIN: 08416603)
INDEPENDENT DIRECTORS	: Mrs. Anita Maheshwari (DIN: 08416603) : Mr. Basanti Lal Agal (DIN: 08416577) : Mr. Madhav Inani (DIN: 03370896)
CHIEF FINANCIAL OFFICER	: Mr. Ajit Singh Kumpawat (PAN-AOEPK6450J)
COMPANY SECRETARY	: Mrs. Pratibha Ranka (PAN-BMGPK7987R)
BANKERS	: Axis Bank
AUDITORS	: Jyoti Dad & Co. Chartered Accountants (FRN 013288C)
LISTED AT	: Bombay Stock Exchange : Kolkata Stock Exchange Association
REGISTRAR & SHARE TRANSFER AGENT	: Ankit Consultancy Private Limited 60 Electronic Complex Pardeshipura, Indore (M.P.) 452010 IN Tel No-0731- 4065799, 4065798 Email-compliance@ankitonline.com
REGISTERED OFFICE AND ADMINISTRATIVE OFFICE	: Plot No. 35, Old Industrial RIICO Area Chittorgarh, Rajasthan Pin code - 312001 IN Web: - www.systematixsecurities.in Email: systematixctor@gmail.com Mobile No: +91 94141 11117 CIN: L65999RJ1986PLC070811

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 37th (Thirty Seventh) Annual General Meeting of the Members of **Systematix Securities Limited** will be held on Monday, 25th September, 2023 at 2:00 P.M. (IST) through Video Conferencing(VC) / Other Audio Visual Means(OAVM) for which purposes the registered office of the company situated at Plot No. 35, Old Industrial RIICO Area Chittorgarh Rajasthan 312001 IN shall be deemed as the venue for the meeting and the proceedings of the Annual General Meeting shall be deemed to be made there to transact the following businesses:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended March 31, 2023 and the reports of Board of Directors and Auditors thereon and in this regard to consider and if though fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:**

“RESOLVED THAT the audited financial statement of the company for the financial year ended March 31, 2023 and the reports of Board of Directors and Auditors thereon, as circulated to members be and are hereby considered and approved.”

2. To reappoint Mr. Basanti Lal Agal (DIN- 08416577), who is liable to retire by rotation and being eligible has offered himself for reappointment and in this regard to consider and if though fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

“**RESOLVED THAT** in accordance with the provision of section 152 and other applicable provisions of the Companies Act, 2013 Mr. Basanti Lal Agal (DIN-08416577), who retires by rotation and being eligible be and is hereby re-appointed as a Director of the company.”

Place: Chittorgarh
Date: 09th August, 2023

By order of the Board

Sd/-
RAJESH KUMAR INANI
WHOLE TIME DIRECTOR
DIN: 00410591

Notes:-

1. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
2. Corporate Members are requested to forward a Certified Copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
3. Members may also note that Notice of this Annual General Meeting and the Annual Report for financial year 2022-23 will also be available for the Company's website i.e <http://www.systematixsecurities.in>
4. The Register of Members and share transfer book of the Company will remain closed during the period from Saturday 19th Day of September, 2023 to Friday 25th Day of September, 2023 (both days inclusive) for the purpose of Annual General Meeting.
5. A statement pursuant to Section 102(1) of the Companies Act 2013, relating to the special business to be transacted at the meeting is annexed hereto.
6. Members are requested to send their queries, if any at least 7 days in advance so that the information can be made available at the meeting.
7. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folio and send relevant share certificates to companies Registrar and Share Transfer Agent for their doing needful.
8. Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at Ankit Consultancy Private Limited, 60 Electronic Complex , Pardeshipura, Indore 452010 M.P. IN
9. The Company has designated an exclusive email ID systematixctor@gmail.com which would enable the members to post their grievances and monitor its redressed. Any member having any grievance may post the same to the said Email address for its quick redressal.
10. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account details to Registrar and Share Transfer Agents/Company by sending a duly signed letter along with self attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the member. In the alternative Members are requested to submit a copy of bank passbook/ statement attested by the bank.
11. Additional information pursuant to Regulation 36(3) of the Listing Regulation with the stock exchanges in respect of the Directors seeking appointment / re-appointment at the

AGM is furnished and forms a part of the Annual Report. The Directors have furnished the requisite consents/declarations for their appointment /re-appointment.

12. Electronic copy of the Annual Report for 2022-23 is being sent to all the Members whose e-mail ids are registered with the Company for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copies of the Annual Report for 2022-23 is being sent in the permitted mode. Members who do not yet register their e-mail id so far are requested to register the same with the Company. Members are also requested to intimate to the Company the changes, if any in their e-mail address.
13. The Ministry of Corporate Affairs ('MCA') has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by companies and has issued Circular No. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011. The Company proposes to send the documents to its Members like notices, annual report, etc. in electronic form. Members are requested to provide their email ID to our Registrar Ankit Consultancy Private Limited, 60, Electronic Complex, Pardeshipura Indore M.P. 452010 IN for sending the document in electronic form.
14. In view of the ongoing COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Ministry of Corporate Affairs (MCA) Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 followed by Circular No. 20/2020 dated 5th May, 2020,(collectively refer to as 'MCA Circulars') permitted the holding of AGM through VC/OAVM, without physical presence of members at common venue, and Annual General Meeting (AGM) held through Video Conferencing (VC) or Other Audio Visual Means (OAVM) stands perfectly valid. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only and no physical presence at the meeting is required. In continuation of this Ministry's [General Circular No. 20/2020](#), dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2022 to conduct their AGMs on or before 31.12.2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 and as per MCA circular no. 02/2021 dated January 13,2021.
15. Since this AGM is being scheduled to be held through VC/OAVM, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxy by the members is not available for the AGM and hence the proxy form, attendance slip and route map are not annexed to this notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
16. The Members can join the AGM in the VC/OAVM mode 15 minutes before or after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and

Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

17. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
18. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the MCA dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for Video Conference/ OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.
19. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
20. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company www.systematixsecurities.in as soon as possible after the Meeting is over.
21. In compliance with the aforesaid MCA Circulars dated 5th May, 2020 and SEBI Circular dated May 12, 2020, Notice of the 37th AGM along with the Annual Report for the Financial Year 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website - www.systematixsecurities.com, websites of the Stock Exchanges i.e. BSE Limited at <https://www.bseindia.com> and on the website of CDSL <https://www.evotingindia.com>.
22. However, if any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company but subject to time taken by the courier and Postal Department looking to the prevailing Covid-19 situation.
23. CS Alok Chandak, Practicing Company Secretary (M. No. FCS 10250 & C.P. No. 12623) and Proprietor of M/s. Alok Chandak & Associates., Company Secretaries, Nagpur has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.

24. The businesses as set out in the Notice may be transacted through electronic voting system and the Company shall provide a facility for voting by electronic means. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the companies (Management and Administration) Rules, 2014, the company is pleased to offer the facility of the voting through electronic means, as an alternate, to all its members to enable them to cast their votes electronically instead of casting their vote at the meeting. If a member has opted for e-voting, then he/she should not vote by physical ballot also and vice-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid. For E-voting facility, the Company has entered into an agreement with the CDSL for facilitating E-voting. The Procedure and instructions for E-voting given below:

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on and ends on Friday, 22nd September, 2023 to Sunday 24th September, 2023. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 18th September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, 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.

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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) 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 and joining virtual meetings 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	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 hold 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 or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 or joining virtual meeting & voting during the meeting.

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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings 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.
- 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 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:

	For Physical shareholders and other than individual shareholders holding
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	shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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.
Dividend Bank Details OR 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"> 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 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.
 - 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; systematixctor@gmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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/RTA email id**.
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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

By order of the Board

Place: Chittorgarh

Date: 09th August, 2023

Sd/-

RAJESH KUMAR INANI
WHOLE TIME DIRECTOR
DIN: 00410591

DIRECTORS' REPORT

To
The Members,

Your Directors have pleasure in presenting their **37th Annual Report** and the Audited Accounts for the Financial Year ended **31st March 2023**.

Financial Results and Operations:

(Rupees in Lacs)

Particulars	2022-23	2021-22
Revenue from operations	39.67	44.30
Profit/(Loss) before Interest, Dep. & Taxes	(13.09)	(13.79)
Interest	4.44	1.92
Depreciation	6.16	9.02
Profit Before Tax	(2.49)	(2.85)
Provision for Taxation	0.04	0.52
Provision for Deferred Tax	(0.67)	(1.24)
Profit After Tax	(1.86)	(2.13)
Other Comprehensive Income	0.00	0.00
Total Comprehensive Income	(1.86)	(2.13)
Earnings Per Share	(0.04)	(0.04)

DIVIDEND

During the year under review due to requirement of funds and company has occurred loss and to strengthen the capital base of the Company, your Directors do not recommend any dividend.

FIXED DEPOSITS

Your company has not accepted or invited any deposits from public under Companies Act 2013, during the year under review.

DIRECTORS:

During the year under review there was no change in board of the directors of the Company.

DISQUALIFICATIONS OF DIRECTORS

During the year declarations received from the Directors of the Company pursuant to Section 164 of the Companies Act, 2013. Board appraised the same and found that none of the director is disqualified for holding office as director.

DIRECTOR'S RESPONSIBILITIES STATEMENT

Pursuant to the requirement under Section 134(3) (C) read with section 134(5) of the Companies Act, 2013, with respect to the Director's Responsibility Statement, your directors hereby confirm:

- I) That in the preparation of the annual accounts for the financial year ended 31st March 2023; the applicable accounting standards have been followed;
- II) That they have selected such accounting policies and applied them consistently and made judgments, and estimate that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the profit of the Company for the year under review;
- III) That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of this Act, for safeguarding the assets of the Company and for preventing and detecting Fraud and other irregularities.
- IV) That they have prepared the annual accounts on a going concern basis.
- V) That they have laid down internal financial controls in the company that are adequate and were operating effectively.
- VI) That they have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

AUDITORS:

M/s. Jyoti Dad & Co., Chartered Accountants (FRN – 013288C) registered with the Institute of Chartered Accountants of India (ICAI) vide Firm Registration No. 013288C, be and is hereby appointed as Statutory Auditors of the Company for a consecutive term of five years commencing from the conclusion of the 36th Annual General Meeting of the Company till the conclusion of the 41st Annual General Meeting on such terms and remuneration plus taxes, out-of-pocket expenses, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors.

COMMENTS ON AUDITORS REPORT

The Board has duly reviewed the Statutory Auditors' Report on the Accounts. The observations and comments, if any, appearing in the Auditors' Report are self-explanatory and do not call for any further explanation/clarification by the Board of Directors.

AUDIT COMMITTEE

Under the provisions of section 177 of Companies Act, 2013 and Listing Regulation with the Stock Exchanges an Audit Committee Comprises of Shri Madhav Inani , Shri Basanti Lal Agal , Mrs. Anita Maheshwari and further note that Shri Basanti Lal Agal , Mrs. Anita Maheshwari and Shri Madhav Inani are independent directors of the Company.

CORPORATE GOVERNANCE:

A separate section titled “Corporate Governance” including a certificate from the Auditors of the Company confirming compliance of the conditions of the Corporate Governance as stipulated under Regulation 27 of the Listing Regulation and also the Management Discussion and Analysis Report and CEO certification are annexed hereto and form part of the report.

PARTICULARS OF EMPLOYEES

The Company did not have any employee, during the year drawing remuneration attracting the provision of section 197 read with rule 5 of the Companies Act, 2013 read with the Companies (particulars of employees) Rule 1975. The company continued to have cordial and harmonious

relations with employees. In totality our employees have shown a high degree of maturity and responsibility in responding to the changing environment, economic and the market condition.

HUMAN RESOURCES DEVELOPMENT

Your Company believes that nurturing and development of human capital is of key importance for its operations, The HR policies and procedures of your Company are geared up towards this objective. In totality our employees have shown a high degree of maturity and responsibility in responding to the changing environment, economic and the market condition.

CODE OF CONDUCT

The company has laid-down a code of conduct for all Board members and senior management of the Company. All the Board members and senior management personnel have affirmed compliance with the code of conduct. The code of conduct has posted on website of the company i.e <http://www.systematixsecurities.in>

EXTRACT OF ANNUAL RETURN

The detail forming part of the extract of the Annual Return in Form MGT-9 and further details provided in Form MGT-7 which is hosted on the website of the Company and can be accessed at www.systematixsecurities.in.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

In terms of section 135 and Schedule VII of the Companies Act, 2013 are not applicable to our company. So there is not constituted a CSR Committee of the Board.

SECRETARIAL AUDIT

Pursuant to provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, your Company engaged the services of M/s Varun Bhomia & co., Company Secretary in Practice, Indore to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2023. The Secretarial Audit Report (in Form MR-3) is attached as Annexure-B to this Report.

RELATED PARTY TRANSACTIONS

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interest of the company. Transactions with related parties entered by the company in the normal course of business are periodically placed before the Audit Committee for its omnibus approval and the particulars of contracts entered during the year as per Form AOC-2 is enclosed as **Annexure-C**

The board of Director of the company has on the recommendation of the Audit Committee adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules thereunder and the Listing Regulations. This Policy was considered and approved by the Board has been uploaded on the website of the company at www.systematixsecurities.in under investors/policy documents/Related Party Policy link.

BOARD MEETING HELD DURING THE YEAR

During the year, 4 meetings of the Board of Directors were held. The dates on which board meeting were held are as follow:

16th May, 2022, 10th August, 2022, 14th November, 2022 and 06th February, 2023.

APPLICATION AND PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 AND THEIR STATUS

There is no application made or any proceeding pending against the Company under the Insolvency and Bankruptcy Code, 2016 during the year.

DIFFERENCE IN VALUATIONS DONE AT ONE TIME SETTLEMENT AND WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS

Not Applicable, There was no one time settlement in the company during the financial year, further the company has taken loan from the Banks or Financial Institutions during the financial year so no question of difference in valuations has been arises.

VISHAKA COMMITTEE

The Company has duly constituted Internal Complaint Committee under the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There is no complaint from any person pursuant to provisions of the said Act.

ACKNOWLEDGMENT:

The Board places on record its deep appreciation of the devoted services of loyal workers, executives and other staff of the Company, who have contributed to the performance and company's continue inherent strength. Your directors also wish to thank the banks and other stakeholders for their

Continued support and faith respond in the Company. We look forward to their continued support in the future.

For and behalf of the Board

Date: 09th August, 2023
Place: Chittorgarh

Rajesh Kumar Inani
Whole Time Director
DIN: - 00410591

Management Discussions and analysis forming part of Directors' Report

The Management of Systematix Securities Limited is pleased to present the following Management Discussion and Analysis Report which contains a brief write-up on the industry structure, opportunities and concerns, performance of the company with respect to the operations other information. This chapter on Management Discussion and Analysis forms a part of the compliance report on Corporate Governance.

Indian Economy and Industry Overview

The Indian economy had its own sets of challenges during the year. It dealt with issues like high inflation, tightening monetary policy, weakening industrial growth and investments and depreciating rupee. In the domestic market, better macroeconomic conditions, coupled with improved sentiment post the general elections helped India to be among the better performing emerging market economies. There was a slight increase in the GDP growth, while inflation moderated and the Rupee remained relatively stable during the year.

Economic Overview (2022-23)

The global economy grew an estimated 6.2% in 2021 compared to a degrowth of 3.4% in 2022. Growth was in-line with pre-pandemic 3.4% despite Russia-Ukraine conflict and aggressive rate hikes by central banks. However, the global economy was affected by prohibitive shipping freight rates, and a shortage of shipping containers and semiconductor chips in 2022. Inflation was at its highest since 2011, especially in the advanced economies. The commodities that reported a sharp increase in prices comprised steel, coal, oil, copper, food grains, fertilisers and gold. The global economy is projected to grow at a modest 2.7% in 2023 following the Russia-Ukraine crisis.

OPPORTUNITIES & THREATS

As a financial services intermediary, the company's growth and profitability are, to a large part, dependent on the stable growth and functioning of the Capital markets. The growth of financial services sector will allow the Company to grow businesses in each of the verticals. However, stubborn inflation, high fiscal and slow pace of reforms has led to the sliding of Indian GDP growth to around 6.1%. Renewed political uncertainty at the centre currently is continuing to cast its shadow on the return of growth. Given this none too-rosy scenario for FY18, the goal for this year for the Company will be to improve operating efficiency.

RISKS AND CONCERNS

The Company faces normal business challenges of market competition in its business and needs to continuously seek attractive growth opportunities. The Company adopts suitable

business strategies to counter these challenges. As a part of the overall risk management strategy, the

Company consistently insures its assets and generally follows a conservative financial profile by following prudent business practices.

INTERNAL CONTROL SYSTEM

The Companies Internal control/supervisory system is established to ensure that board and management are able to achieve their business objectives in a prudent manner, safeguarding the interest of Companies shareholders and other stakeholders whilst minimizing the key risk such as fraud, misleading financial statements, breach of legal and contractual obligation, unauthorized business activity.

HUMAN RESOURCE

Your Company follows a strategy of attracting and retaining the best talent and keep employees engaged, motivated and innovative. The Company continues to have cordial relations with its employees and provide personnel development opportunities for all round exposure to them.

FINANCIAL & OPERATIONAL PERFORMANCE

Financial and Operational performance forms part of the Annual Report and is presented elsewhere in the report.

CAUTIONARY STATEMENT

Some of the Statements in Management discussion and Analysis describing Companies objective may be “forward looking statement” within the meaning of applicable Securities law and Regulations. Actual results may differ substantially or materially from those expressed or implied. Important factors that could influence companies operation include various global and domestic economic factors.

REPORT ON CORPORATE GOVERNANCE

A report of the financial year ended 31st March, 2023 on the compliance by the company with the corporate governance requirement under Regulation 34 read with Schedule V of the SEBI (Listing Obligation & Disclosure Requirement) Regulation 2015 is furnished below:

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Systematix Securities Limited recognizes the ideals and importance of corporate governance and acknowledges its responsibilities towards all its shareholders, employees, customers and regulatory authorities. The Company believes that a good corporate governance process aims to achieve a balance between the shareholders' interest and corporate goals of the Company. It aims to attain the highest levels of transparency, accountability and integrity to all its shareholders by implementing transparent corporate governance, thereby enhancing the value of the shareholders and their Company.

BOARD OF DIRECTORS

- i) The Company's policy is to maintain an optimum combination of Executive and non Executive Independent directors. The Composition of your Company's Board, which comprises of five directors, is given in the table below and is in conformity with Regulation 17 of the SEBI (LODR), 2015 and with stock exchange. As will be seen from the following table, none of the directors hold directorship in more than ten public companies , nor is any of them a member of more than ten committees of the prescribed nature or holds chairmanship of more than five such committee across all public limited companies in which they are directors. The Board does not have any nominee director representing any institution.

The last Annual General meeting was held on 08th September 2022.

Name of Director	Category	No. of Board Meeting Attended	Other Directorship		Committee Position other than Company		Whether attended last AGM held on 08.09.2022
			Chairman	Member	Chairman	Member	
Shri Rajesh Kumar Inani (DIN 00410591)	Whole Time Director	4	Yes	NIL	NIL	NIL	Yes

Shri Madhav Inani (DIN 03370896)	Non Executive Independent Director	4	NIL	NIL	NIL	NIL	Yes
Shri Basanti Lal Agal (DIN 08416577)	Non Executive Independent Director	3	NIL	NIL	NIL	NIL	Yes
Mrs. Anita Maheshwari (DIN 08416603)	Non Executive Independent Director	4	NIL	NIL	NIL	NIL	Yes

Note: This includes directorship in public limited companies and subsidiary of public limited companies and excludes directorship in Private Limited Companies, overseas companies, companies under section 8 of the Companies Act, 2013 and alternate directorship.

Board Meetings are governed by a structured agenda. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions.

The necessary quorum remained present in all the meetings. Leave of absence was granted to the concerned directors who could not attend the respective Board Meeting. In financial year 2022-23 Four Board Meetings were held and the gap between two meetings did not exceed one hundred twenty days. The dates on which the said Meetings were held are as follows:

16.05.2022	10.08.2022	14.11.2022	06.02.2023
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None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company which is prejudicial to the interest of the company.

ii) Inter-se relationship among directors

Rajesh kumar inani and Madhav inani cousin in relationship.

iii) Role of Independent Director

Independent Directors play a key role in the decision making process of the Board and in shaping various strategic initiatives of the Company. The Independent directors are committed to act in what they believe to be in the best interest of the Company and its

stakeholders. The Independent Directors are professionals, with expertise and experience in general corporate management, public policy, finance, financial services and other allied fields. The Company benefits immensely from their inputs in achieving its strategic direction. All the independent directors were present at the meeting.

iv) Shareholding of Non-executive Director

The Number of equity shares held by Non-Executive Directors as on 31.3.2023 were as under:

Name of Director	No. of shares
Shri Madhav Inani (DIN 03370896)	65254
Shri Basanti Lal Agal (DIN 08416577)	NIL
Mrs. Anita Maheshwari (DIN 08416603)	NIL

v) Details of the Directors seeking re-appointment at the forthcoming Annual General Meeting as per Regulation 36 of the SEBI (LODR), 2015. Notes on Directors appointment / re-appointment.

1 Board Procedure

A detailed agenda folder is sent to each Director in advance of Board and Committee meetings. To enable the Board to discharge its responsibilities effectively, the Executive Director briefs the Board at every meeting on the overall Company performance and compliance of the company wherever applicable.

Committees of the Board

(I) Audit Committee (Mandatory Committee)

The Audit Committee acts as a link among the Management, the Statutory Auditors, Internal Auditors and the Board of Directors to oversee the financial reporting process of the Company. The Committee's purpose is to oversee the quality and integrity of accounting, auditing and financial reporting process including review of the internal audit reports and action taken report. All the members of the committee are financially literate.

I) Meeting and Composition

The Composition of Audit Committee as on 31.3.2023 and attendance record of the members at the meetings held during the year was as under:

Name of the Member	Category	Status	No. of meetings attended
--------------------	----------	--------	--------------------------

			Held during tenure	Attended
Shri Madhav Inani	Non executive Independent Director	Member	4	4
Shri Basanti Lal Agal	Non-Executive, Independent Director	Chairman	4	3
Smt. Anita Maheshwari	Non-Executive, Independent Director	Member	4	4

During the year the committee met on four occasions during the year on following dates namely:

16.05.2022	10.08.2022	14.11.2022	06.02.2023
------------	------------	------------	------------

As mandated by Regulation 18 of the SEBI (LODR), 2015.

- A. The representative of statutory of the company are also invited in the audit committee meetings.
- B. The gap between two audit committee meetings was not more than one hundred twenty days.

Terms of reference of the Audit Committee

The terms of reference of Audit Committee are as under:

- Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment and removal of external auditor, fixation of audit fee and approval of payment of any other services:
- Reviewing with management, the annual financial statement before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Directors responsibility statement to be included in the board's report as per Section 134(3)(C) of the Companies Act, 2013.
 - b. Changes in the Accounting policies and practices and the reasons for the same, major accounting entries and significant adjustments made in the financial statements arising out of audit findings.

- c. Compliance with listing and other legal requirements relating to financial statements.
- d. Disclosure of any related party transactions.
- e. Qualifications in the draft audit report if any.
- Discussing with external auditors before the audit commences on the nature and scope of audit, as well as having post-audit discussion to ascertain any area of concern,
- Reviewing the management discussion and analysis of the financial conditions and results of operations.
- Reviewing with the management and the statutory auditors anticipated changes in the Accounting Standards.
- Reviewing the Company's financial and risk management policies;
- Undertake such other functions as may be entrusted to it by the Board from time to time.

(II) Stakeholders' Relationship Committee

The Company had a Stakeholders Relationship Committee of director to look into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend / notices / annual reports, etc. The nomenclature of the said committee was changed to stakeholders' relationship committee in the light of provisions of the Act and Regulation 20 of the SEBI (LODR), 2015.

A. Meeting and Composition

The Composition of Committee as on 31.3.2023 and attendance record of the members at the meetings held during the year was as under:

Name of the Member	Category	Status	No. of meetings attended	
			Held during tenure	Attended
Shri Madhav Inani	Non executive Independent Director	Member	4	4
Shri Basanti Lal Agal	Non-Executive, Independent Director	Chairman	4	3

Smt. Anita Maheshwari	Non-Executive, Independent Director	Member	4	4
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During the year the committee met on four occasions during the year on following dates namely:

16.05.2022	10.08.2022	14.11.2022	06.02.20223
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- A. During the year under review one complaints was received from shareholders, there was no complaint pending unresolved as at the end of the year.
- B. Share transfer in physical form are registered by the Company and returned to respective Transferee/person within a period ranging from one to two weeks provided the documents lodged with Company are clear in all respects.
- C. Name, designation and address of Compliance Officer:-
 Mrs. Pratibha Ranka, Compliance Officer (PAN - BMGPK7987R)
 13, Jawahar Nagar
 Chittorgarh, Rajasthan
 Email: systematixctor@gmail.com

Terms of Reference:

- Oversee and review all matters connected with the transfer of the Company's securities.
- Monitor redressal of investors' / shareholders' / security holders' grievances.
- Oversee the performance of the Company's Registrar and Transfer Agents.
- Recommend methods to upgrade the standard of services to investors.
- Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

(III) Nomination and Remuneration Committee

The company had a Nomination and Remuneration Committee of the board. The nomenclature of the said committee was changed to Nomination and Remuneration Committee in the light of provisions of the Act and Regulation 19 of the SEBI (LODR), 2015. The constitution and terms of reference of Nomination and Remuneration Committee of the Company are in compliance with provisions of the Companies Act,

2013 and Regulation 19 of the SEBI (LODR), 2015. All the members of the committee are Non Executive independent directors.

A. Terms of reference in brief

- Formulate Remuneration Policy and a policy on Board diversity
- Formulate criteria for evaluation of Directors and the Board.
- To ensure that the Remuneration Policy shall also include the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
- Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.
- To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully; relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

B. Meeting and Composition

The Committee constitutes Shri Basanti Lal Agal, Shri Madhav Inani and Smt Anita Maheshwari all the members of the committee are Non-Executive Directors.

Remuneration policy Executive Directors

The remuneration of executive directors is reviewed by the nomination and remuneration committee and thereafter recommended to the Board of the directors of the Company for subject to approval of the members at general meeting and such other authorities as may be required. While recommending remuneration, the committee considers various factors such as practices prevalent in the industry for the time being, qualification and expertise of the appointee and financial position of the company.

C. Remuneration of directors

- During the year Rs. 1,20,000 remuneration was paid to the Mr. Rajesh Kumar Inani, director of the Company.
- No sitting Fees was paid to any Director of the Company during the financial year.
- The company does not have any service contract with any of its directors.

- The company has not granted any stock option to any of its director/employees.
- During the year the committee met on one occasions during the year.

MANAGEMENT

A. The Management discussion and analysis report

The Annual Report has a detailed chapter on Management Discussion and Analysis.

B. Disclosure by Management to the Board

All details relating to the financial and commercial transactions where directors may have a potential interest are provided to the Board, and the interested Directors neither participate in the discussion, nor do they vote on such matters.

Compliance with Mandatory / Non Mandatory requirements.

- The submissions of report on Corporate governance under Regulation 27(2) SEBI (SEBI (LODR), 2015 and Disclosure Requirements) Regulations, 2015 is not applicable to the Company (Paid up capital of the Company is below Rs.10 Crores & Net Worth is below Rs.25 Crores) pursuant to Regulation 15(2) SEBI (SEBI (LODR), 2015 and Disclosure Requirements) Regulations, 2015.
- The Company has also adopted the non mandatory requirement as specified in Schedule V 10 (C) to regulation 27 of the SEBI (LODR), 2015 regarding constitution of remuneration committee, the details of which already been provided in this report and audit qualification. There is no audit qualification in the financial statement.

DISCLOSURES

- a) There were no material transactions of the Company with its promoters, directors, and management on their relatives that may have conflict with the interest of the Company at large.
- b) The particulars of transactions between the Company and its related parties in accordance with the Ind AS 24 are set out in Annual report. These transactions are in the ordinary course of business and are not likely to have any conflict with the interest of the Company. These have been approved by the audit committee. The board has approved a policy for related party transaction which has been uploaded on the Company's website.
- c) The Company adopted Indian Accounting Standards ("Ind AS") from 1st April, 2017 and accordingly the financial results have been prepared in accordance with the recognition and measurement principal laid down in the Ind AS 34 'Interim Financial reporting' prescribed under section 133 of the Companies Act 2013 read with the relevant rules issued there under and the other accounting principles generally accepted in India.

- d) The Company has well defined management policies to manage the risk inherent in the various aspects of business. The Board is regularly informed about the business risks and the steps taken to mitigate the same.
- e) There has been no non-compliance by the company or penalty or strictures imposed on the company by the stock exchange or SEBI or any statutory authority, on any matter related to capital markets during last three years.
- f) During the year under review Company has not issued any type of securities. No GDR/ADR issued by the Company.
- g) The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behaviors. No person has been denied access to the chairman of the audit committee. The said policy has been also put up on the website
- h) As per Regulation 39(4) of the SEBI (LODR), 2015 there is no unclaimed shares in the company.

SHAREHOLDER'S INFORMATION

Means of Communication

Presently, the quarterly/half yearly financial results are not sent individually to the shareholders. However as required under the SEBI (LODR), 2015, the same are published in the news paper.

The Company's website <http://www.systematixsecurities.in> contains information on the Company and its performance. Presentations to analysts, as and when made, are immediately put on the website for the benefit of the shareholders and the public at large. The secretarial department's e-mail address is systematixctor@gmail.com

Annual General Meetings

The last three Annual General Meetings of the Company were held as detailed below:

Meeting	Date	Time	Venue
36th Annual General Meeting 2021-22	08th September 2022	02.00 P.M.	At Regd. Office at Plot No. 35, Old Industrial RIICO Area Chittorgarh RJ 312001 IN
35th Annual General Meeting 2020-21	30th September 2021	02.00 P.M.	At Regd. Office at Plot No. 35, Old Industrial RIICO Area Chittorgarh RJ 312001 IN
34th Annual General Meeting 2019-2020	30th September 2020	10.30 A.M.	At Regd. Office at Plot No. 35, Old Industrial RIICO Area Chittorgarh RJ 312001 IN

POSTAL BALLOT & SPECIAL RESOLUTION:

No resolutions were passed by postal ballot in last three years. None of the Businesses proposed to be transacted in the ensuing Annual General Meeting require passing of a resolution through Postal Ballot.

No Extra Ordinary General meeting was held during the financial year.

General shareholder information
A. Address of Registered office and administrative office of the Company:

Plot No. 35, Old Industrial RIICO Area Chittorgarh Rajasthan 312001 IN

B. Forthcoming Annual General Meeting:

Date & time of meeting: Monday, 25th September, 2023 at 02.00 P.M.

Last date for receipt of proxy forms: NA

Financial Calendar:	1 st April 2022 to 31 st March 2023
Annual General Meeting	08 th September, 2022
Results for the quarter ended	
1 st Quarter ending 30 th June, 2022 (First quarter)	Before 14 th Aug. 2022
2 nd Quarter ending 30 th Sept, 2022 (Second quarter)	Before 14 th Nov. 2022
3 rd Quarter ending 31 st Dec, 2022 (Third quarter)	Before 14 th Feb. 2022
4 th Quarter ending 31 st March, 2023 (Fourth quarter and Annual)	Before 30 th May 2023

C. Book Closure:

The book closure period is from Tuesday 19th September, 2023 to Monday 25th September, 2023 (both days inclusive).

D. Dividend Payment:

No Dividend was recommended by the board of the Directors for financial year 31st March, 2023.

Listing on Stock Exchange & ISIN No.

The Company's equity shares are listed on following exchange:

Bombay Stock Exchange Ltd, Mumbai

The Company has paid listing fees for the financial year 2022-23

ISIN Number: INE07P301011 (Shares are in both form – physical as well as demat)

Bombay Stock Exchange, Mumbai Script Code: 531432

E. Registrar and Transfer Agents

Ankit Consultancy Pvt. Ltd.
60, Electronic Complex
Pardeshipura
Indore 452010. (M.P.) IN
Ph.0731-4065799, 4065798, 4065797

F. Share Transfer System

All the transfer received is processed by the Registrar and Transfer Agent.

G. Outstanding GDRs/ADRs/Warrants or any convertible instruments, Conversion date and likely impact on equity:- Not issued

H. Market Price data

April, 2022 to March, 2023 at BSE

April, 2022 to March, 2023 at BSE

Month	Apr.	May	June	July	Aug	Sept	Oct	Nov	Dec	Jan	Feb	Marc
High	3.59	3.59	3.59	3.59	3.59	5.38	7.90	7.80	8.87	9.22	7.98	8.07
Low	3.26	3.26	3.26	3.26	3.26	5.38	5.02	4.17	5.75	6.79	6.34	6.42

I. SHAREHOLDING PATTERN AS AT 31ST MARCH 2023 [SHAREHOLDING PATTERN]

	Category	No. Of Share held	Percentage of Shareholding
A	Promoters Holding		
1.	Promoters Indian Promoters: Foreign Promoters:	525500	10.51%
2.	Persons acting in concert		
	Sub Total	525500	10.51%

B.	Non-Promoters Holding	-	-
1.	Institutional Investors	-	-
2.	Mutual Funds and UTI	-	-
3.	Banks, Financial Institutions, Insurance Companies [Central/State Govt. Institutions Non- Government Institutions]	-	-
4.	FIs	-	-
5.	Sub-Total	-	-
6.	Others	-	-
	Private Corporate Bodies	793303	15.86%
7.	Individuals	-	-
	Holding up to Rs. 2.00 lacs	935410	18.71%
	Holding excess Rs. 2.00 lacs	2744387	54.89%
8.	NRIs/OCBs	1400	0.03%
9.	Any other [Clearing member]	-	-
	Sub-Total	4474500	89.49%
	Grand Total	5000000	100.00%

Distribution of Shareholding by size as on 31st March 2023:

Share or Debenture holding of nominal value of Rs.	Shares/Debenture holders		Shares/Debentures Amount	
	Number	% of total number	In Rs.	% of Total Amount
UPTO - 1000	512	30.83	371030	0.74
1001 - 2000	280	16.86	550110	1.10
2001 - 3000	313	18.84	934540	1.87
3001 - 4000	159	09.57	632010	1.26
4001 - 5000	59	03.55	294090	0.59
5001 - 10000	114	06.86	971240	1.94
10001 - 20000	71	4.28	1129870	2.26
20001 - 30000	33	01.99	834920	1.67
30001 - 40000	14	0.84	505210	1.01
40001 - 50000	27	1.63	1292470	2.59
50001 - 100000	21	1.26	1572120	3.14
100000 - ABOVE	58	3.49	40912390	81.83
	1661	100.00	50000000	100.00

Secretarial Audit for Reconciliation of Capital.

All the Equity shares of the Company are held in both form physical form as well as demat form company has entered into agreement with CDSL and NSDL for dematerialisation of its equity shares bearing ISIN (INE07P301011).

S.No.	Particulars	Number of Shares	% of total Paid-up capital.
1.	Held in dematerialized form in CDSL	3541507	70.83%
2.	Held in dematerialized form in NSDL	247803	4.96%
3.	Physical	1210690	24.21%
4.	Total No. of Shares (1+2+3)	5000000	100.00%

CODE OF CONDUCT

The Company has laid down a code of conduct for all Board members and senior management of the Company. All the Board members and management personnel have affirmed compliance with the Code of Conduct.

CODE FOR PREVENTION OF INSIDER TRADING PRACTICES.

In Compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1997, as amended till date on prohibition of insider trading, the Company has a comprehensive code of conduct and the same is being strictly adhered to by its management, staff and relevant business associates. The code expressly lays down the guidelines and the procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences on non-compliance thereof.

CEO Certification.

The CEO certification of the financial statements and the cash flow statement for the year is obtained and was placed before the Board.

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE.

The Company has obtained the certificate from the Auditors of the Company regarding compliance with the provisions relating to corporate governance laid down in SEBI (LODR), 2015 with the stock exchanges. This report is annexed to the Director's Report for the year 2022-23. This certificate will be sent to the stock exchanges, along with the annual report to be filed by the Company.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT.

This is to confirm that the Company has adopted a code of conduct for the Board of Directors and Senior Management of the Company.

As Managing Director of the Systematix Securities Limited and as required by Regulation 26(3) of the SEBI (LODR), 2015 of the Stock Exchange in India, I hereby declare that all the

Board Members and senior Management personnel of the Company have affirmed compliance with the code of Conduct for financial year 2022-23

For Systematix Securities Ltd.

Place: Chittorgarh
Date: 09/08/2023

Rajesh Kumar Inani
Whole Time Director
DIN No. 00410591

CEO CERTIFICATION

I hereby certify to the Board of Directors of **Systematix Securities Limited** that:

- A. I have reviewed financial statements and the cash flow statement for the year ended on 31/03/2023 and that to the best of my knowledge and belief.
- B. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading.
- C. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- D. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.
- E. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- F. I have indicated to the auditors:
 - significant changes in internal control over financial reporting during the year;
 - significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

FOR SYSTEMATIX SECURITIES LTD.

Place: Chittorgarh
Date: 09/08/2023

Rajesh Kumar Inani
Whole Time Director
DIN No. 00410591

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

We have examined to the compliance of conditions of Corporate Governance by **SYSTEMATIX SECURITIES LTD.**, for the year ended 31st March, 2023, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and paragraphs C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations 2015 (Collectively referred to as "SEBI SEBI (LODR), 2015").

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (LODR), 2015.

We state that in respect of investor grievances received during the year ended 31st March, 2023, the Registrars of the Company have certified that as at 31st March, 2023, there were no investor grievances remaining unattended/pending for more than 30 days.

We further state that such compliance is neither an assurance as to the future viability of the Company nor to the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Jyoti Dad & Co
Chartered Accountants
(FRN. 013288C)

Place: Bhayandar West (MH.)
Date: 09/08/2023

CA Jyoti Dad
(Proprietor)
M.No. 405674
UDIN: 23405674BGZBRZ2287

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(As per clause C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with regulation 34(3) of the said SEBI (LODR), 2015).

To
The Members,
SYSTEMATIX SECURITIES LTD.

As required by item 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 we certify that none of the directors on the board of Systematix Securities Limited have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority.

For Jyoti Dad & Co
Chartered Accountants
(FRN. 013288C)

Place: Bhayandar West (MH.)
Date: 09/08/2023

CA Jyoti Dad
(Proprietor)
M.No. 405674
UDIN: 23405674BGZBRY5777

Secretarial Audit Report
(For the financial year ended 31.03.2023)
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
SYSTEMATIX SECURITIES LIMITED
CIN: L65999RJ1986PLC070811

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SYSTEMATIX SECURITIES LIMITED (hereinafter called the Company) for the financial year ended 31.03.2023. Secretarial Audit 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 books, papers, minute books, forms and returns filed and other records maintained by the Company and also on the basis of the information provided by the Company, its management, its officers, auditors, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period ended on 31.03.2023, has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the period ended on 31.03.2023, in accordance to the provisions of:

- I. The Companies Act, 2013 (**the Act**) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under.
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company:-
 - (a) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
 - (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (h) The Memorandum and Articles of Association of the company.

We have also examined compliance with the applicable clauses of the following:

- i) The compliance of Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- iii) The Factories Act, 1948
- iv) The Minimum Wages act, 1948

During the period under review the Company has complied with the provisions of The Act, Rules, Regulations, Guidelines, etc. mentioned above, except to the extent as mentioned below:

S. No.	Relevant Provision for Compliance Requirement	Observation
1.	Report on Annual General Meeting (Section 121) In case of a listed company, it has to file with the Registrar in Form No. MGT-15 of the Companies (Management and Administration) Rules, 2014 the report on the AGM, within thirty days of the conclusion of the annual general meeting.	The Company has not complied with the provision of Report on Annual General Meeting, to be filed with the registrar within thirty days in Form No. MGT-15.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Audit period, there were no instances of:

- i. Public/Rights/Preferential Issue of shares/Debentures/Sweat Equity.
- ii. Redemption/Buy-back of securities.
- iii. Merger/Amalgamation/Reconstruction etc.
- iv. Foreign Technical Collaborations.

We further report that We have not reviewed the applicable financial laws (Direct & Indirect tax laws), the compliance of the accounting standards and the annual financial statements, since the same have been subject to review and audit by the Statutory auditors of the company.

Place: Indore

Date: 08.08.2023

CS VARUN BHOMIA

C.P. No. 10561

UDIN:- F009144E000761423

Note: This report is to be read with our letter of even date which is annexed as annexure "A" and forms an integral part of this report.

**ANNEXURE TO
Secretarial Audit Report**

To,
The Members
SYSTEMATIX SECURITIES LIMITED
CIN: L65999RJ1986PLC070811

Our report of even date is to be read along with this letter.

- 1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on this secretarial record based on our audit.**
- 2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the content of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, We followed provide a reasonable basis for our opinion.**
- 3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.**
- 4. Where ever required, We have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.**
- 5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.**
- 6. The secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.**

**Place: Indore
Date: 08.08.2023**

**CS VARUN BHOMIA
C.P. No. 10561
UDIN:- F009144E000761423**

ANNEXURE C

Form AOC -2

(Pursuant to clause (h) of sub section (3) of section 134 of the Act and Rule 8(2)
of the Companies (Accounts) Rules,2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso is given below:

Details of contracts or arrangements or transactions not at Arm's length basis:

S. No.	Particulars	Details
1	Name(s) of the related party &nature of relationship	Nil
2	Nature of contracts/arrangements/transaction	Nil
3	Duration of the contracts/arrangements/transaction	Nil
4	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
5	Justification for entering into such contracts or arrangements or transactions	Nil
6	Date of approval by the board	Nil
7	Amount paid as advances, if any	Nil
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Nil

For Systematix Securities Limited

Place: Chittorgarh

Date: 09th August, 2023

RAJESH KUMAR INANI
WHOLE TIME DIRECTOR
DIN: 00410591



JYOTI DAD & CO.

601, VASUDEV DHAM, 150 FEET ROAD,
NEAR FLYOVER, BHAYANDAR WEST (MH.)-401101

Contact: 9320879653

Email : jyoti.maheswari@gmail.com

INDEPENDENT AUDITORS' REPORT

To
The Members of
M/s Systematix Securities Limited

Report on the Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Systematix Securities Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2023 the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit and changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Based on the facts and our professional judgment during the audit of financial statements of the current period, we have determined that there are no key audit matters to communicate in our report.

Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon



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In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information. We are required to report the fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements to give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act and the Rules made thereunder including the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.



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Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section of section 143 of the Act ("the Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account
 - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of the written representations received from the directors as on 31 March 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164 (2) of the Act; and
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'; and
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - i. The Company has disclosed the impact of pending litigations as at March 31, 2023 on its financial position in its financial statements.
 - ii. The Company has made provision, as at March 31, 2023 as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There were no amounts required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2023.

**For M/s Jyoti Dad & Co.
Chartered Accountants
(FRN - 013288C)**

**Place: BHAYANDAR WEST (MH.)
Date: 29/05/2023**

**CA Jyoti Dad
(Proprietor)
M.No. 405674
UDIN - 23405674BGZBRW6867**



ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT

Referred to in paragraph 1 of the Independent Auditors’ Report of even date to the members of **Systematix Securities Limited** on the standalone financial statements as of and for the year ended March 31, 2023

- (1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed asset.
- (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (2) The physical verification of inventory excluding stocks with third parties has been conducted at reasonable intervals by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. No material discrepancies were noticed on physical verification of inventory as compared to book records.
- (3) The Company has not granted unsecured loans to Companies, firms or parties covered in the register maintained under section 189 of the Act.
- (4) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans and investments made, if any.
- (5) The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- (6) Pursuant to the rules made by the Central Government of India, the Company is not required to maintain cost records as specified under Section 148(1) of the Act in respect of its products.
- (7) The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act, for any of the services rendered by the Company.
- (8) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted in the books of account in respect of undisputed statutory dues like income tax, tax deduct at source and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable.



JYOTI DAD & CO.

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NEAR FLYOVER, BHAYANDAR WEST (MH.)-401101

Contact: 9320879653

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- (9) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (10) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- (11) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (12) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid / provided for managerial remuneration during the year however requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act has been taken by the company.
- (13) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (14) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (15) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (16) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (17) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

For M/s Jyoti Dad & Co.
Chartered Accountants
(FRN - 013288C)

Place: BHAYANDAR WEST (MH.)
Date: 29/05/2023

CA Jyoti Dad
(Proprietor)
M.No. 405674
UDIN - 23405674BGZBRW6867



Annexure B to the Auditors' Report

Referred to in paragraph 2(f) of the Independent Auditors' Report of even date to the members of **Systematix Securities Limited** on the standalone financial statements for the year ended March 31, 2023. Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of **Systematix Securities Limited** ('the Company') as of 31 March 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



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Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company.
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipt and expenditure of the Company are being made only in accordance with authorizations of the Management and directors of the Company.
3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls w.r.t. Ind AS Financial Statements were operating effectively as at 31 March 2023, based on the internal controls with reference to Ind AS Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M/s Jyoti Dad & Co.
Chartered Accountants
(FRN - 013288C)

Place: BHAYANDAR WEST (MH.)
Date: 29/05/2023

CA Jyoti Dad
(Proprietor)
M.No. 405674
UDIN - 23405674BGZBRW6867

STANDALONE BALANCE SHEET as at 31.03.2023

(Amount in Rs)

Particulars	Note No.	Year Ended 31.03.23	Year Ended 31.03.22
ASSETS			
1 Financial Asset			
(a) Cash & Cash Equivalents	3	402752	16,86,175
(b) Bank balance other than (a) above		-	-
(c) Receivables			
(i) Trade receivables	4	-	-
(ii) Other receivables		-	-
(d) Loans	5	6,88,18,410	6,75,94,528
(e) Investments	6	1,43,26,875	1,43,26,875
(f) Other financial assets	7	54,43,156	54,06,992
Sub- Total - Financial Asset		8,89,91,193	8,90,14,570
2 Non-Financial Asset			
(a) Current tax asset (net)		67,532	1,58,135
(b) Deferred Tax Asset		1,62,409	95,277
(c) Property, Plant & Equipment	8	13,40,146	19,55,802
(d) Other Non-Financial Asset	9	42,136	69,037
Sub- Total - Non Financial Asset		16,12,223	22,78,251
TOTAL		9,06,03,416	9,12,92,821
LIABILITIES AND EQUITY			
LIABILITIES			
1 Financial Liabilities			
(a) Trade Payables			
(i) Total outstanding dues of micro enterprises and small enterprises		-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
(b) Borrowings	1	9,48,478	18,27,235
(c) Deposits	0	-	-
(d) Other Financial liabilities		13,75,425	10,04,705
2 Non-Financial Liabilities	1		
(a) Current tax liabilities (net)		-	-
(b) Deffered Tax Liability		-	-
(b) Provisions		1,03,487	98,535
(c) Other Non-Financial Liabilities		-	-
Total Liabilities	2	24,27,390	29,30,475
3 Equity			
(a) Equity Share Capital		5,00,00,000	5,00,00,000
(b) Other Equity		3,81,76,026	3,83,62,346
Total Liabilities & Equity	1	9,06,03,416	9,12,92,821

Significant Accounting Policies and Notes forming part of the Financial Statement (1 to 20) of even date attached

For M/s Jyoti Dad & Co.
Chartered Accountants
(Registration No. 013288C)

Jyoti Dad
Proprietor
M.No. 405674

Place : BHAYANDAR WEST (MH.)
Date : 29/05/2023

For & On behalf of the Board

Rajesh Kumar Inani
(Director)

Basanti Lal Agal
(Director)

Pratibha Ranka
(Company Secretary)

STATEMENT OF PROFIT AND LOSS for the year ended 31.03.2023

(Amount in Rs `)

Particulars	Note No.	Year Ended 31.03.23	Year Ended 31.03.22
(I) Income			
(a) Revenue from Operations	15	39,66,889	44,30,275
(b) Other Income	16	-	-
Total Revenue (I)		39,66,889	44,30,275
(II) Expenses			
(a) Finance Cost	17	4,43,891	1,91,701
(b) Fees & Commission expenses	18	4,52,122	10,89,140
(c) Employee benefits expenses	19	14,37,509	14,40,893
(d) Depreciation, amortisation and impairment	9	6,15,656	9,01,720
(e) Other Expenses	20	12,66,696	10,92,134
Total Expenditure (II)		42,15,874	47,15,588
(III) Profit/(Loss) from ordinary activities before exceptional items and tax (I-II)		(2,48,985)	(2,85,313)
(IV) Exceptional items		-	-
(V) Profit/(Loss) before tax (III-IV)		(2,48,985)	(2,85,313)
(VI) Tax Expense			
(a) Current Tax		4,468	51,865
(b) Deferred Tax		(67,132)	(1,23,673)
Total Tax Expense (VI)		(62,664)	(71,808)
(VII) Profit/(Loss) after tax (V-VI)		(1,86,321)	(2,13,505)
(VIII) Other Comprehensive Income/(Loss), Net of Tax			
a) Items that will not be reclassified to profit or loss		-	-
b) Items that will be reclassified to profit or loss		-	-
(IX) Total Comprehensive Income for the year (VII+VIII)		(1,86,321)	(2,13,505)
(X) Earnings per share (Face value ` 10/- per share)		(0.04)	(0.04)
- Basic and Diluted EPS			

Significant Accounting Policies and Notes forming part of the Financial Statement (1 to 20) As per our report of even date attached

For M/s Jyoti Dad & Co.
Chartered Accountants
(Registration No. 013288C)

Jyoti Dad
Proprietor
M.No. 405674

Place : BHAYANDAR WEST (MH.)

Date : 29/05/2023

For & On behalf of the Board

Rajesh Kumar Inani
(Director)

Basanti Lal Agal
(Director)

Pratibha Ranka
(Company Secretary)

STATEMENT OF CASH FLOW for the year ended 31st MARCH 2023

(Amount in Rs)

Particulars	For the Year ended 31st March, 2023	For the Year ended 31st March, 2022
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extra ordinary items	(2,48,985)	(2,85,313)
Adjustments for : -		
Depreciation	6,15,656	9,01,720
Interest Paid	4,43,881	
Foreign Exchange/Dep. Investments	-	-
Investments Extraordinary items	-	-
(Net Investments Loss)	-	-
Excess Income Tax provision written back	-	-
Loss on Sale/Derocognition of Property, Plant & Equipment	-	-
Lease Equilisation	-	-
Interest/Dividend Received	(39,66,889)	(44,30,275)
Discount Received	-	-
Loss (Profit) on Sale of Shares	-	-
Operating profit before working capital changes	(31,56,337)	(38,13,868)
Adjustments for : -		
Trade and other receivables	(12,09,673)	25,85,408
Trade Payable and other Paybles	3,75,672	(7,19,772)
Cash Generated from operation	(39,90,338)	(19,48,232)
Direct Taxes paid	62664	(2,29,161)
Cash Flow Before extraordinary items	(39,27,674)	(21,77,393)
Extraordinary items	-	-
Net Cash from/ (Used) in Operating activities (A)	(39,27,674)	(21,77,393)
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	-	-
Sale of Fixed Assets	-	-
Acquisitions of Companies	-	-
Purchase of Investments	-	-
and increase in share application money		
Sale of Investments	-	-
and decrease in share application money		
Interest received	39,66,889	44,30,275
Dividend Received	-	-
Preliminary Exp. Incurred		
Net Cash from/ (Used) in investing activities (B)	39,66,889	44,30,275

STATEMENT OF CASH FLOW for the year ended 31st MARCH 2023

Particulars	For the Year ended 31st March, 2023	For the Year ended 31st March, 2022
(C) CASH FLOW FROM FINANCIANG ACTIVITIES		
Proceeds from issue of share capital	-	-
Proceeds from issue of share application money	-	-
Proceeds from long and short term borrowings	90,33,500	-
Repayment of long and short term borrowings	(99,12,257)	(8,07,470)
Interest Paid	(4,43,881)	(1,60,084)
Dividend paid	-	-
Net Cash From/used in financiing activities ©	(13,22,,638)	(9,67,554)
Net increase/(Decrease) in Cash and Cash equivalents(A+B+C)	(12,83,423)	12,85,328
Cash and Cash equivalents as (Opening Balance)	16,86,175	4,00,847
Cash and Cash equivalents as (Closing Balance)	4,02,752	16,86,175

For M/s Jyoti Dad & Co.
Chartered Accountants
(Registration No. 013288C)

Jyoti Dad
Proprietor
M.No. 405674

Place : BHAYANDAR WEST (MH.)
Date : 29/05/2023

For & On behalf of the Board

Rajesh Kumar Inani
(Director)

Basanti Lal Agal
(Director)

Pratibha Ranka
(Company Secretary)

STATEMENT OF CHANGES IN EQUITY AS AT 31st MARCH, 2022

(Amount in Rs.)

Particulars	Equity Share Capital	Other Equity			Total Equity Attributable to Equity Shareholders
		Share Premium Reserves	General Reserves	Other Comprehensive Income	
Balance as at April 1,2021	5,00,00,000	2,04,72,498	1,81,03,353	-	8,85,75,851
Changes in Equity for the year Ended March 31,2022					
<i>Proposed Dividend</i>					
<i>Profit for the year</i>	-	-	(2,13,505)	-	(2,13,505)
Balance as at March 31,2022	5,00,00,000	2,04,72,498	1,78,89,848	-	8,83,62,346

STATEMENT OF CHANGES IN EQUITY AS AT 31st MARCH, 2023

(Amount in Rs.)

Particulars	Equity Share Capital	Other Equity			Total Equity Attributable to Equity Shareholders
		Share Premium Reserves	General Reserves	Other Comprehensive Income	
Balance as at April 1,2022	5,00,00,000	2,04,72,498	1,78,89,848	-	8,83,62,346
Changes in Equity for the year Ended March 31,2023					
<i>Proposed Dividend</i>					
<i>Profit/(Loss) for the year</i>	-	-	(1,86,321)	-	(1,86,321)
Balance as at March 31,2023	5,00,00,000	2,04,72,498	1,77,03,528	-	8,81,76,026

Significant Accounting Policies and Notes forming part of the Financial Statement (1 to15) As per our report of evendate attached

For M/s Jyoti Dad & Co.
Chartered Accountants
(Registration No. 013288C)

For & On behalf of the Board

Rajesh Kumar Inani
(Director)

Basanti Lal Agal
(Director)

Jyoti Dad
Proprietor
M.No. 405674
Place : BHAYANDAR WEST (MH.)
Date : 29/05/2023

Pratibha Ranka
(Company Secretary)

Notes forming part of Standalone Financial Statements

For the year ended 31st March, 2023

1. Corporate Information

The Company was incorporated as a Murari Consultancy Private Limited in 1986 but the name of Company was changed to Systematix Securities Pvt. Ltd. on 16th December 1994 and subsequently converted into a Public Limited Company with effect from 21st December 1994 and continue to grow its operations through expanding its client base and providing different types of services. Company is proud to be part of the growth and diversifications of Indian Financial markets. The Growth story of systematix coincides with India's growth story in the field of Financial Market. Liberalization measures introduced in the Indian stock market since 1992 have made drastic growth in the financial sector of the economy. Setting up of regulatory bodies like SEBI, Nationwide fully automated Stock exchange i.e. National Stock Exchange (NSE), electronic based delivery with setting up of NSDL and CSDL depositories is making it more efficient, transparent and investor friendly.

2. Significant Accounting Policies:

A. Basis of Preparation of Financial Statement:

The financial statements of the Company comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the Act") read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act. The financial statements have been prepared using the significant accounting policies and measurement bases summarized as below. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to the existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements are prepared on accrual basis under historical cost convention, except for certain financial instruments which are measured at fair value.

B. Use of estimates

The preparation of financial statements requires the management of the company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expense during the year. Example of such estimates include provision for doubtful receivables, employee benefits, provision for income taxes, accounting for contract costs expected to be incurred, the useful lives of depreciable fixed assets and provision for impairment.

C. Own Fixed Assets

Fixed Assets are stated at cost and includes amounts added on revaluation, less accumulated depreciation and impairment loss, if any. All costs, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the fixed assets, if any are capitalized.

D. Intangible Assets

The company does not have any Intangible Asset.

E. Depreciation and Amortization

Depreciation is provided based on useful life of the assets as prescribed in Schedule II of the Companies Act' 2013.

F. Impairment of Assets

Notes forming part of Standalone Financial Statements

For the year ended 31st March, 2023

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

G. Foreign Currency Transactions

There is no foreign currency transactions made during the year.

H. Investments

Investments are stated at cost.

I. Inventories

Company is engaged in service providing activity hence there is no stock.

J. Revenue Recognition

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection.

K. Employee Benefits

No Provision has been made in respect of liabilities for future payment of gratuities as on 31st March 2023 as the company follows the system of accounting such expenses as and when it arises.

L. Borrowing Costs

Term Loans:

a) Loan from Bank

Vehicle Loan of Rs. 26, 34,705 is taken by Company in year 2020-21 in which Rs. 8,78,757 & 8,07,470 is repaid in current year 2022-23 & 2021-22.

b) Term of repayment:

Loan is repayable in equal monthly instalment, the last instalment will due on March 5, 2024.

M. Financial Derivatives and Commodity Hedging Transactions

There is no financial derivatives and commodity hedging transaction made during the year.

N. Earning Per Shares:

Particulars	Current Year (2022-23)	Previous Year (2021-22)
Profit/(Loss) after tax as per Profit & Loss a/c	(1,86,321)	(213505)
Nos. of Equity Shares	5000000	5000000
Earning Per Share (In Rs.)	(0.04)	(0.04)

O. Segment Reporting

As per Accounting Standard (AS) 17 on "Segment Reporting", the Company is engage in one segment.

P. Related Party Disclosures'

A) List of Related Parties:

- i) **Key Managerial Personnal** :
- (a) Shri Ajit Singh Kumpawat, Chief Financial Officer
 - (b) Smt. Pratibha Ranka, Company Secretary

Notes forming part of Standalone Financial Statements

For the year ended 31st March, 2023

- ii) **Independent Directors** : (a) Shri Rajesh Kumar Inani, Whole Time Director
 (b) Shri Basanti Lal Agal, Director
 (c) Shri Madhav Inani, Director
 (d) Smt. Anita Maheshwari, Director

iii) **Enterprises over which Directors and Relatives of such personnel exercise significant influence:**

- (a) Action Marble & Granites Private Limited
 (b) Inani Minchem Private Limited
 (c) Golden Mineral Resources

iv) **Relatives of the Independent Director:**

- (a) Smt. Parwati Inani

B) The following transactions were carried out with the related parties during the year:-

i) Related Parties / Parties Holding Significant Influe	01.04.2022 TO 31.03.2023 (Rs. In Lakhs)
a) Sale made to Related Parties	-
b) Purchase made from Related Parties	-
c) Loan Given to Related Parties	
Action Marble & Granites Private Limited	-
Inani Minchem Private Limited	168.15
Golden Minerals Resources	-
d) Loan Received from Related Parties	
Action Marble & Granites Private Limited	-
Inani Minchem Private Limited	-
Parwati Inani	-
Golden Minerals Resources	-
e) Interest Paid to Related Parties	
Action Marble & Granites Private Limited	-
Inani Minchem Private Limited	-
Golden Minerals Resources	-
f) Commission Given to Related Parties	-

Notes on Accounts:

1. Contingent Liabilities: NIL
2. Auditors Remuneration:

Particulars	Current Year (2022-23)	Previous Year (2021-22)
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Notes forming part of Standalone Financial Statements

For the year ended 31st March, 2023

Audit Fees	35000	35000
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3. Tax expenses for the current year comprises of current tax and deferred tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of Income Tax Act 1961. Deferred tax is recognized, on timing differences between the taxable income and periods.
4. Previous year figures have been regrouped / rearranged wherever necessary to confirm to current year's presentation.
5. Figures have been rounded off nearest to the Rupees.
6. There is no Micro, small and Medium enterprises, as defined in the Micro, small and Medium Enterprises Development Act, 2006 to whom the Company owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made. The above information regarding micro, small and medium enterprises have been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Note 3. CASH AND CASH EQUIVALENTS

Particulars	(Amount in Rs)	
	As at 31.03.2023	As at 31.03.2022
Cash in Hand	2,64,953	5,61,168
Balances with Scheduled Bank	1,37,799	11,25,007
Total	4,02,752	16,86,175

Note 4. TRADE RECEIVABLES (Considered good- Unsecured)

Particulars	(Amount in Rs)	
	As at 31.03.2023	As at 31.03.2022
Debts outstanding for a period more than six months	-	-
Others	-	-
TOTAL	-	-

Note 5. LOANS

Particulars	(Amount in Rs)	
	As at 31.03.2023	As at 31.03.2022
Loans & Advances (Unsecured, Considered Good)	6,88,18,410	6,75,94,528
TOTAL	6,88,18,410	6,75,94,528

Notes forming part of Standalone Financial Statements

For the year ended 31st March, 2023

Note 6. INVESTMENTS

Particulars	(Amount in Rs)	
	As at 31.03.2023	As at 31.03.2022
Unquoted -		
Inani Securities & Investments Ltd.		
200000 Equity Shares of Rs. 10/- each fully paid	20,00,000	20,00,000
Arawali Associates Pvt. Ltd.		
2050 Equity Shares of Rs. 100/- each fully paid	10,25,000	10,25,000
Inani Marbles Pvt. Ltd.		
3850 Equity Shares of Rs. 100/- each fully paid	25,00,000	25,00,000
Inani Marmo & Granite Pvt. Ltd.		
25000 Equity Shares of Rs. 10/- each fully paid	15,00,000	15,00,000
Inani Tiles Pvt. Ltd.		
5380 Equity Shares of Rs. 100/- each fully paid	26,90,000	26,90,000
Nathani Marble Pvt. Ltd.		
15000 Equity Shares of Rs. 10/- each fully paid	1,50,000	1,50,000
Action Marble & Granite Pvt. Ltd.		
60000 Equity Shares of Rs. 10/- each fully paid	17,25,000	17,25,000
Vijaydeep Silk Mill Pvt. Ltd.		
129540 Equity Shares of Rs. 10/- each fully paid	12,96,875	12,96,875
Inani Infraprojects Pvt. Ltd.		
4800 Equity Shares of Rs. 10/- each fully paid	14,40,000	14,40,000
TOTAL	1,43,26,875	1,43,26,875
Aggregate cost of unquoted investments	1,43,26,875	1,43,26,875

Note 7. OTHER FINANCIAL ASSETS

Particulars	(Amount in Rs)	
	As at 31.03.2023	As at 31.03.2022
Tax Deducted at Source (Receivable)	19,80,912	19,10,910
Tax Collected at source (Receivable)	-	-
Fringe Benefit Refundable	18,767	18,767
Income Tax Refund	-	33,838
Deposit with Income Tax Deptt.	9,352	9,352
Others	34,34,125	34,34,125
TOTAL	54,43,156	54,06,992

Notes forming part of Standalone Financial Statements

For the year ended 31st March, 2023

Note 8. Property, Plant & Equipment

(Amount in Rs)

Particulars	Computer	Vehicle	Furniture	Office Equipment	Total
Gross Block					
As at 01.04.2021	-	28,44,561	30,502	93,000	29,68,063
Additions during the year	-	-	-	-	-
Deductions during the year	-	-	-	-	-
As at 31.03.2022	-	28,44,561	30,502	93,000	29,68,063
Additions during the year	-	-	-	-	-
Deductions during the year	-	-	-	-	-
As at 31.03.2023	-	28,44,561	30,502	93,000	29,68,063
Accumulated Depreciation					
As at 01.04.2021	-	89,278	5,301	15,962	1,10,541
Depreciation Expenses for the year	-	8,60,476	6,524	34,720	9,01,720
Deductions during the year	-	-	-	-	-
As at 31.03.2022	-	9,49,754	11,825	50,682	10,12,261
Depreciation Expenses for the year	-	5,91,749	4,835	19,072	6,15,656
Deductions during the year	-	-	-	-	-
As at 31.03.2023	-	15,41,503	16,660	69,754	16,27,917
Net Block as at 31st March, 2022	-	18,94,807	18,677	42,318	19,55,802
Net Block as at 31st March, 2023	-	13,03,058	13,842	23,246	13,40,146

Note 9. OTHER NON FINANCIAL ASSETS

(Amount in Rs)

Particulars	As at 31.03.2023	As at 31.03.2022
Advance payment of expenses	-	-
Prepaid expenses	42,136	69,037
TOTAL	42,136	69,037

Note 10. BORROWINGS

(Amount in Rs)

Particulars	As at 31.03.2023	As at 31.03.2022
Bank Loan for Vehicle	9,48,478	18,27,235
TOTAL	9,48,478	18,27,235

Notes forming part of Standalone Financial Statements

For the year ended 31st March, 2023

Note 11. OTHER FINANCIAL LIABILITIES

Particulars	(Amount in Rs)	
	As at	As at
	31.03.2023	31.03.2022
Creditors for Expenses	13,46,277	9,75,557
Other Liabilities	29,148	29,148
TOTAL	13,75,425	1,00,4,705

Note 12. PROVISIONS

Particulars	(Amount in Rs)	
	As at	As at
	31.03.2023	31.03.2022
Audit Fees Payable	-	-
Bonus Payable	-	-
Income Tax	80,536	80,536
T.D.S Payable on Professional Services	22,951	17,999
TOTAL	1,03,487	98,535

Note 13. SHARE CAPITAL

Particulars	(Amount in Rs)	
	As at	As at
	31.03.2023	31.03.2022
(a) AUTHORISED		
7000000 Equity Shares of Rs. 10/- each	70000000	70000000
(b) ISSUED SUBSCRIBED & FULLY PAID UP SHARES		
5000000 Equity Shares of Rs. 10/- each fully paid	50000000	50000000

(c) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period.

Equity Shares	As at 31.03.2023		As at 31.03.2022	
	Nos.		Nos.	
At the beginning of the year	<u>5000000</u>	<u>50000000</u>	<u>5000000</u>	<u>50000000</u>
Increase/(Decrease) during the year	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Outstanding at the end of the year	5000000	50000000	5000000	50000000

(d) Terms/Rights attached to equity shares

- (1) The Company has only one class of equity shares having par value of Rs. 10/- per share. Each holder of equity share is entitled to one vote per share.
- (2) The holders of equity shares are entitled to dividends, if any, proposed by the board of directors and approved by the Shareholders at the Annual General Meeting.
- (3) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of preferential amount. However, no such preferential amount exists currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

Notes forming part of Standalone Financial Statements

For the year ended 31st March, 2023

(e) Pattern of Shareholding

Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:

Shareholder	As at 31.03.2023		As at 31.03.2022	
	Nos of shares	% held	Nos of shares	% held
Neelam Sethiya	377500	7.55	377500	7.55

Note 14. OTHER EQUITY

(Amount in Rs)

Particulars	As at	As at
	31.03.2023	31.03.2022
(i) Reserves and Surplus		
(a) Securities Premium		
Opening Balance	2,04,72,498	2,04,72,498
Add: Additions During the year (net)	-	-
Closing Balance	<u>2,04,72,498</u>	<u>2,04,72,498</u>
(b) Profit & Loss Account		
Opening Balance	1,78,89,848	1,81,03,353
Add : Profit for the year	(1,86,321)	(2,13,505)
	<u>1,77,03,528</u>	<u>1,78,89,848</u>
TOTAL	<u>3,81,76,026</u>	<u>3,83,62,346</u>

Note 15. INCOME FROM OPERATIONS

(Amount in Rs)

Particulars	As at	As at
	31.03.2023	31.03.2022
Interest Income	39,66,889	44,30,275
Profit on Sale of Investment	-	-
TOTAL	<u>39,66,889</u>	<u>44,30,275</u>

Note 16. OTHER INCOME

(Amount in Rs)

Particulars	As at	As at
	31.03.2023	31.03.2022
Dividend Income	-	-
Discount received	-	-
TOTAL	<u>-</u>	<u>-</u>

Notes forming part of Standalone Financial Statements

For the year ended 31st March, 2023

Note 17. FINANCE COST

Particulars	(Amount in Rs)	
	As at	As at
	31.03.2023	31.03.2022
Interest on ICICI Bank LOAN(INNOVA)	1,09,539	1,60,084
Interest on ISIL LOAN	3,34,342	-
Interest on Income Tax/TDS	10	31,617
TOTAL	4,43,891	1,91,701

Note 18. FEES & COMMISSION EXPENSES

Particulars	(Amount in Rs)	
	As at	As at
	31.03.2023	31.03.2022
Listing & License Fees	4,52,122	10,89,140
TOTAL	4,52,122	10,89,140

Note 19. EMPLOYEE BENEFITS EXPENSES

Particulars	(Amount in Rs)	
	As at	As at
	31.03.2023	31.03.2022
Salaries	14,37,509	14,40,893
TOTAL	14,37,509	14,40,893

Note 20. OTHER EXPENSES

Particulars	(Amount in Rs)	
	As at	As at
	31.03.2023	31.03.2022
<u>Operational & Administration Expenses</u>		
Auditors Remuneration	35,000	35,000
Printing and Stationery Expenses	88,068	72,025
RENTAL & Fuel of vehicle	55,670	30,850
Electricity Expenses	1,56,046	1,94,361
Advertisement & Publicity	39,064	61,243
Office Lighting Expenses	25,930	15,650
Office Shifting and Documentation Expenses	-	-
Vehicle Running & Maintenance	32,510	18,696
Website development expenses	2,736	7,500
Loss on Sale of Computer	-	-
Loss on Derocognition of Vehicle	-	-
Bank Charges	4,128	1,595

Notes forming part of Standalone Financial Statements

For the year ended 31st March, 2023

Postage & Telegram	15,345	11,410
Rent	1,44,000	1,44,000
Legal & Professional Charges	4,09,843	3,53,474
Insurance	52,360	26,743
General expenses	78,912	38,657
Water Expenses	30,240	22,780
Office Refreshment Expenses	35,775	27,225
Telephone & Mobile expenses	15,680	9,050
Conveyance expenses	45,390	21,875
TOTAL	12,66,696	10,92,134

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