

Extra-Ordinary
General Meeting
SYSEM (INDIA) LIMITED

-NOTICE-

Notice is hereby given that an Extra-ordinary General Meeting of Syschem (India) Limited will be held on Thursday 20th November, 2014 at 11.00 A.M. at Registered Office Village at Bargodam, Tehsil Kalka, Distt Panchkula, Haryana to transact the following business:

SPECIAL BUSINESS:

1. To consider and if thought fit, to pass, with or without modification (s), the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 61 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Issued, subscribed and paid up equity capital of Rs. 15,91,04,000 consisting of 15,91,04,000 ordinary shares of Rs. 1 each be divided into 1,59,10,400 equity shares of Rs. 10 each by consolidating in such manner that every ten of the existing equity shares of Rs. 1 each shall constitute one share of Rs. 10 each fully paid.”

FURTHER RESOLVED THAT the existing certificates of shares be called in by the Board of Directors and cancelled and that the new certificates be issued in lieu thereof in the terms of the Companies (Share Capital and Debentures) rules, 2014.

RESOLVED FURTHER THAT any one Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

2. To consider and if thought fit, to pass, with or without modification (s), the following resolution as an Special Resolution:

“RESOLVED THAT the existing Authorized Share Capital of Rs. 20,00,00,000/- (Rupees Twenty Crores only) of the Company consisting of 18,00,00,000 (Eighteen Crores only) Equity Shares of Rs. 1/- each and preference share capital of Rs. 2,00,00,000 (Rupees Two Crore) consisting of 2,00,00,000 Non-cumulative Non-Convertible Preference Shares of Rs. 1/- (one) each be and is hereby reclassified/Consolidated as 1,80,00,000 (One Crore Eighty Lacs only) Equity Shares of Rs. 10/- each aggregating to Rs. 18,00,00,000/- (Rupees Eighteen Crores only) and 2,00,00,000 (Two Crore only) Non-cumulative Non-Convertible Preference Shares of Rs. 1/- each aggregating to Rs. 2,00,00,000/- (Rupees Two Crore only) and consequently the Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the following new Clause V in place of existing Clause thereof:

'V. The Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 1,80,00,000 (One Crore Eighty Lacs only) Equity Shares of Rs. 10/- (Rupees Ten only) each and 2,00,00,000 (Two Crore only) Non-cumulative Non-Convertible Preference Shares of Rs. 1/-(Rupees One only) each.

3. To consider and if thought fit, to pass, with or without modification (s), the following resolution as an Special Resolution:

“RESOLVED THAT the existing Authorized Share Capital of Rs. 20,00,00,000/- (Rupees Twenty Crores only) of the Company consisting of 18,00,00,000 (Eighteen Crores only) Equity Shares of Rs. 1/- each and preference share capital of Rs. 2,00,00,000 (Rupees Two Crore) consisting of 2,00,00,000 Non-cumulative Non-Convertible Preference Shares of Rs. 1/- (one) each be and is hereby reclassified/Consolidated as 1,80,00,000 (One Crore Eighty Lacs only) Equity Shares of Rs. 10/- each aggregating to Rs. 18,00,00,000/- (Rupees Eighteen Crores only) and 2,00,00,000 (Two Crore only) Non-cumulative Non-Convertible Preference Shares of Rs. 1/- each aggregating to Rs. 2,00,00,000/- (Rupees Two Crore only) and consequently the Article 3 of the Memorandum of Association of the Company be and is hereby altered by substituting the following new Article 3 in place of existing Clause thereof:

'3. The Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 1,80,00,000 (One Crore Eighty Lacs only) Equity Shares of Rs. 10/- (Rupees Ten only) each and 2,00,00,000 (Two Crore only) Non-cumulative Non-Convertible Preference Shares of Rs. 1/-(Rupees One only) each.

DATE : 17/10/2014
PLACE : CHANDIGARH

For Board of Directors
M/S SYSCHEM (INDIA) LTD.

sd/-

(Jagmohan Arora)
WHOLETIME DIRECTOR
DIN:00828060

NOTES:

1. Explanatory statement as required under Section 102(1) of the Companies Act, 2013 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
3. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting.
4. The Company's Registrar and Share Transfer Agents for its Share Registry Work (Physical and Electronic) are M/s Beetal Financial & Computer Services Private Limited, having their office at Beetal House, 3rd Floor, 99 Madangir, Bh-Local Shopping Complex, Near Dada Harsukhdas Mandir, New Delhi-110 062.
5. Members/Proxies are requested to bring their attendance slips and copy of Notice to the Meeting.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar.
7. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form SH13 duly filled in to Company's Registrar and Share Transfer Agents, Beetal Financial & Computer Services Private Limited, at their abovementioned address. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
8. For receiving all shareholder communications faster, including annual reports, the shareholders are requested to kindly register/update their e-mail address with their respective Depository Participant, where shares are held in electronic mode. If, however, shares are held in physical form, shareholders are advised to register their e-mail address with Company's Registrar and Share Transfer Agent, Beetal Financial & Computer Services Private Limited, New Delhi.
9. Members are requested to:
 - Intimate to the Company's Registrar and Share Transfer Agents, Beetal Financial & Computer Services Private Limited at their abovementioned address, changes, if any, in their registered addresses at an early date, in case of shares held in physical form.

- Intimate directly to the respective Depository Participant, changes, if any, in their registered addresses, nomination, power of attorney etc. at an early date, in case of shares held in dematerialised form. The Company will not take cognizance of any such requests directly from shareholders.
- Quote their folio numbers/Client ID/ DP ID in all correspondence.
- consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.

10. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Securities Limited (CDSL):

- (i) The voting period begins on 14th November, 2014 (9:00 am) and ends on 16th November, 2014 (6.00p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 10th October, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:
- (viii)

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Syschem (India) Limited which is 141017001.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 they have to create 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- III. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, the 10th October, 2014.

- V. Mr. Kanwaljit Singh Thanewal, Practicing Company Secretary (Membership No. F-5901), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VI. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith.
- VII. The Results shall be declared on or after the EGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.syschem.in and on the website of CDSL within two (2) days of passing of the resolutions at the EGM of the Company and communicated to the Bombay Stock Exchange Limited and Delhi Stock Exchange, where the shares of the Company are listed.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES
ACT, 2013**

Item no 1, 2 and 3

Consolidate the Equity Share Capital of the Company

The Paid-up Share Capital of the Company is Rs. 15,91,04,000/- consisting of 15,91,04000 Equity Shares of Rs. 1/- each. Presently the shares of the company are not very frequently tradeable because of the involvement of higher expenses based on number of shares. The Board of Directors has considered consolidating the share capital of the Company from Rs. 1 per share to Rs. 10 per share resulting in decrease in total number of issued shares and increasing the scope of trading. Pursuant to Section 61 of the Companies Act, 2013 the consolidation of share capital requires the approval of members in general meeting and hence the resolution is submitted to the meeting for members' approval. Consequently Clause V of Memorandum of association and Article 3 of Article of Association will be altered accordingly.

Board of Directors recommends the resolution for approval of members.

None of the Directors, key managerial personnel or any of their relative is, in any way concerned or interested in the above resolution.

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of Companies (Management and Administration) Rules, 2014]

SYSCHEM (INDIA) LIMITED

(CIN: L24219HR1993PLC032195)

Registered Office: Village Bargodam, Teh. Kalka, Distt. Panchkula, Haryana – 133 302

Tel. 0172-3077777 Fax : 0172-3077700

Email: info@syschem.in **Website:** www.syschem.in

Name of the Member (s):
Registered Address:
Email id:
Folio / DP ID-Client ID No.*:

* Applicable for investors holding shares in electronic form

I/We, being the member(s) holding _____ equity shares of the above named Company hereby appoint:

(1) Name _____ Address _____

E-mail id _____ Signature _____ or failing him/her;

(2) Name _____ Address _____

E-mail id _____ Signature _____ or failing him/her;

(3) Name _____ Address _____

E-mail id _____ Signature _____

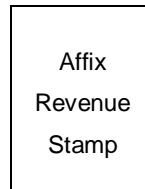
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company, to be held on Thursday 20th November, 2014 at 11.00 A.M. at the Registered office at Village Bargodam, Teh. Kalka, Distt. Panchkula, Haryana – 133 302 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions		Optional**	
Special Business			
1.	Consolidation of Equity Shares of the company		
2.	Alteration of Clause V of Memorandum of Association		

Signed this _____ day of _____ 2014

Signature of Shareholder _____

Signature of Proxy holder(s) _____



Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. For the Resolutions, Notes and Explanatory Statement, please refer to the Notice of the Extra-Ordinary General Meeting.
5. **It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Please complete all details including details of member(s) in the above box before submission.

SYSCHEM (INDIA) LIMITED

(CIN: L24219HR1993PLC032195)

Registered Office: Village Bargodam, Teh. Kalka, Distt. Panchkula, Haryana – 133 302

Tel. 0172-3077777 Fax : 0172-3077700

Email:info@syschem.in **Website:** www.syschem.in

Extra-Ordinary General Meeting 20th November, 2014

Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall.

Name of the Shareholder/ Proxy

Address

Folio No.

DP ID*

Client ID*

No. of Shares held

I/We hereby record my/our presence at the Extra-Ordinary GENERAL MEETING of the Company at its Registered Office & Works at Village Bargodam, Teh. Kalka, Distt. Panchkula, Haryana – 133 302 on Thursday, 20th November, 2014 at 11.00 A.M.

*To be used for shares held in electronic form

SIGNATURE OF THE SHAREHOLDER/PROXY

SYSCHEM (INDIA) LIMITED

REGD. OFFICE : VILLAGE BARGODAM, TEHSIL. KALKA, DISTT. PANCHKULA – 133 302

To

If undelivered, please returned to :

Syschem (India) Limited,

S.C.O. 291, 1st Floor, Sector 32-D,

CHANDIGARH – 160 031

Tel. : 91-172-3077777