

SYSCHEM (INDIA) LIMITED

Regd. Off.: Village BARGODAM, Tehsil Kalka, Distt. Panchkula (Haryana)
Tel. No.: 0172-5070472; CIN: L24219HR1993PLC032195;
Website : www.syschem.in; Email: info@syschem.in

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of Syschem (India) Limited will be held on Saturday, April 9, 2022 at 11:30 AM through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business. The venue of the meeting shall be deemed to be at the registered office of the company at Village BARGODAM, Tehsil Kalka, Distt. Panchkula (Haryana)

ITEM NO. 1

TO EXTEND GUARANTEE IN RESPECT OF THE CREDIT FACILITIES AVAILED BY M/S PHARMA CARE INTERNATIONAL, PARTNERSHIP CONCERN

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

“RESOLVED THAT pursuant to the provisions of Section 179 read with Section 186 of the Companies Act, 2013 and the rules made thereunder, including the statutory modifications and re-enactments thereof, for the time being in force, and subject to the compliance with the provisions of and the limits envisaged under Section 186 of the Companies Act, 2013 and subject to such other necessary compliances, permissions and approval as may be required in the matter, the approval of the members be and is hereby accorded to extend the corporate guarantee in respect of credit facilities availed from banks/financial institutions by M/s Pharma Care International, a partnership concern, in which the directors of the company are not concerned or interested, for an amount not exceeding Rs 50 crores (Rupees Fifty Crores only).

FURTHER RESOLVED THAT Mr. Ranjan Jain (DIN: 00635274), Managing Director and/or Mr. Suninder Veer Singh (DIN: 07693557), Whole Time Director of the company be and are hereby jointly and/ or severally authorised to sign all necessary papers, guarantee agreements, deeds, contracts and arrangement letters as may be agreed and required in this regard and to do all such acts, things and deeds as may be required from time to time to give effect to this resolution.”

ITEM NO. 2

TO APPROVE RELATED PARTY TRANSACTION

To consider and, if thought fit, to pass with or without modification(s), the following resolution as ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement), 2015 ('Listing Regulations') including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time, as per the recommendation and approval of Audit Committee, consent of the members be and is hereby accorded to Board of Directors to enter into sale /purchase of goods arrangements/contacts with M/s Pharma Care International, a partnership concern being the deemed related party in terms of Listing Regulations in ordinary course of business and at arm's length, with respect to sale, purchase or supply of goods and material, availing and rendering of services, selling or otherwise disposing off or buying properties of any kind, leasing of property of any kind and other transactions in the ordinary course of

the company's business upto the maximum value of 500 crores (Five Hundred Crores) during the financial year 2021-22 and every year thereafter, upto the maximum value of transactions per annum, as set above.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, make such changes to the terms and conditions as may be considered necessary or desirable in order to give effect to this resolution in the best interest of the Company.”

ITEM NO. 3

TO APPROVE THE APPOINTMENT AND RE-DESIGNATION OF MR. RANJAN JAIN (DIN: 00635274) AS MANAGING DIRECTOR AND PAYMENT OF REMUNERATION

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and on the recommendation of Nomination and Remuneration Committee, consent of the Company be and is hereby accorded to appoint and re-designate Mr. Ranjan Jain (DIN 00635274) as Managing Director of the Company for a period of 5 (five) years w.e.f. 09.03.2022 at a remuneration of up to Rs. 5,00,000 per month.

FURTHER RESOLVED THAT notwithstanding anything contained in the aforesaid Resolution, in the absence or inadequacy of profits in any financial year during the tenure of Mr. Ranjan Jain as aforesaid, the Company shall pay remuneration to Mr. Ranjan Jain as per his entitlement as aforesaid for the time being in force, provided that such remuneration shall not exceed the limits specified under Schedule V to the Companies Act, 2013 or such limits as may be prescribed by the Central Government from time to time.

FURTHER RESOLVED THAT notwithstanding the provisions contained in the Articles of Association of the Company, Mr. Ranjan Jain, be and is hereby appointed as Managing Director, whose period of office shall be liable to determination by retirement of Directors by rotation.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary and expedient to give effect to the aforesaid Resolution.”

ITEM NO. 4

TO APPROVE THE APPOINTMENT AND RE-DESIGNATION OF MR. SUNINDER VEER SINGH (DIN: 07693557) AS WHOLETIME DIRECTOR AND PAYMENT OF REMUNERATION

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or

re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and on the recommendation of Nomination and Remuneration Committee, approval of the Company be and is hereby accorded to appoint and re-designate of Mr. Suninder Veer Singh (DIN 07693557) as Wholetime Director of the Company for a period of 5 (five) years w.e.f. 09.03.2022 at a remuneration of up to Rs. 5,00,000 per month.

FURTHER RESOLVED THAT, notwithstanding anything contained in the aforesaid Resolution, in the absence or inadequacy of profits in any financial year during the tenure of Mr. Suninder Veer Singh as aforesaid, the Company shall pay remuneration to Mr. Suninder Veer Singh as per his entitlement, provided that such remuneration shall not exceed the limits specified under Schedule V to the Companies Act, 2013 or such limits as may be prescribed by the Central Government from time to time.

FURTHER RESOLVED THAT notwithstanding the provisions contained in the Articles of Association of the Company, Mr. Suninder Veer Singh, be and is hereby appointed as Wholetime Director, whose period of office shall be liable to determination by retirement of Directors by rotation.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary and expedient to give effect to the aforesaid Resolution.”

By Order of the Board of Directors

For Syschem (India) Limited

(Sd/-)

Ranjan Jain

Managing Director

DIN: 00635274

Place: Chandigarh

Date: 09.03.2022

Registered Office:

Village BARGODAM, Tehsil Kalka,
Distt. Panchkula (Haryana)

NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. 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 MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting

votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.syschem.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

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

- (i) The voting period begins on 06.04.2022 at 9.00 A.M. and ends on 08.04.2022 at 5.00 P.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 02.04.2022 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 through remote evoting would not be entitled to vote through e-voting during the proceedings of the meeting
- (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.

- (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 | <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. |

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| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <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.nsd.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.nsd.com. Select “Register Online for IDeAS Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p> | <p>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.</p> |

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 022- 23058738 and 22-23058542-43. |
| 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 |

(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 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 | 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 |

| | |
|-------|------------------------------|
| (DOB) | 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 Syschem (India) Limited 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) **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 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.
- Alternatively Non Individual shareholders are required 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; info@syschem.in, 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 EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the 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 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 info@syschem.in. The shareholders who do not wish to speak during the EGM 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 info@syschem.in. 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 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.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall 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 EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 on 022-23058542/43.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013:

The following Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned under each item of the accompanying notice.

Item No. 1

As per provisions of section 186 of the Companies Act, 2013 the Board of directors of a company can give any loan, guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities by way of subscription, purchase or otherwise to any person or body corporate to the extent of sixty percent paid up share capital, free reserves and securities premium or one hundred per cent of its free reserves and securities premium account whichever is more and for giving any loan or providing guarantee and security in excess of limit specified above, the prior approval of the members of the company in General Meeting by way of Special resolution has to be obtained.

The members are hereby informed that the company is having the majority of its business dealing with M/s Pharma Care International, a partnership concern, in which none of the director or their relative is partner and the partnership firm is not a related party as per provisions of Companies Act, 2013. Pharmicare International has approached the management to provide the corporate guarantee for the loans availed by it upto Rs. 50 crores from various banks and financial institution. As the provisions of section 186 the permission of members is required by way of special resolution for providing the corporate guarantee.

The Directors recommends the resolution in Item No. 1 to be passed as a special resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in this Resolution.

Item No. 2

The members are hereby informed that majority of the business transactions of the company are executed with Pharma Care International, in which none of the director or their relative is interested as a partner or otherwise. Hence, M/s Pharmacare International is not a related party to the company as per the provisions of Companies act, 2013. However, as per the recent amendment in Regulation 2(1)(zb) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement), 2015, any person or entity holding 20% or more of the shareholding in the company shall be deemed to be a related party. Further as per amended provisions of Regulation 23 (4) of the SEBI (Listing Obligations and Disclosure Requirement), 2015 the prior permission of members is required for all material related party transactions. Further Regulation 23 (8) of the SEBI (Listing Obligations and Disclosure Requirement), 2015 provides that all existing material related party contracts or arrangements entered into prior to the date of notification of these regulations and which may continue beyond such date shall be placed for approval of the shareholders in the first General Meeting subsequent to notification of these regulations. Since the company is doing its majority of business transactions with Pharma Care International, which falls under the category of related party as per recent amendment, hence the permission of members is hereby sought. The audit committee of the company has already approved the business transactions with Pharmacare International.

The Board of directors recommends the resolution in Item No. 2 to be passed as an ordinary resolution.

None of the Director or Key Managerial Personnel or their relatives is concerned or interested in Resolution.

Item No. 3

Mr. Ranjan Jain was appointed as Chairman cum Managing Director of the Company at the Board Meeting held on 16 th June, 2017 for a period of 5(five) years and was re-designated as Wholetime Director w.e.f. 18.01.2019, for the remaining part of his tenure upto 15.06.202, while all other terms and conditions remained the same As the completion of the existing tenure term of Mr. Ranjan Jain as Wholetime Director was approaching, the Board in compliance with the provisions of Section 178 of the Companies Act, 2013, the Companies(Appointment and Qualifications of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Companies Act, 2013 and based on the recommendation of the Nomination and Remuneration Committee, has decided to re-appoint and re-designate Mr. Ranjan Jain as Managing Director for a period of 5(five) years and payment of remuneration to him upto Rs. 5,00,000 for a period of 3 (three) w.e.f 09.03.2022.

The aforesaid remuneration of Mr. Ranjan Jain falls within the maximum ceiling limits specified under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and provisions of the Rules framed thereunder.

The Board considered the knowledge, experience and expertise of Mr. Ranjan Jain in the field of Finance & Administration and is of the opinion that appointment of Mr. Ranjan Jain as Managing Director shall be of immense benefit to the Company. The Board recommends Resolution Nos. 3 for approval by the Members as a special resolution.

Mr. Ranjan Jain does not hold Directorship or Membership of Committees of the Board in any other company.

Mr. Ranjan Jain holds 480386 equity shares of the company amounting to 2.06% of the share capital.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 3 is annexed hereto as Annexure 1.

None of the director or KMP or their relatives except Mr. Ranjan Jain and his wife Mrs. Ruchika Jain, is concerned or interested in Resolution No. 3 as contained in the Notice.

ANNEXURE 1: THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013:

| I General Information | | | | | |
|-------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|----------------|----------------|
| 1 | Nature of Industry | Pharmaceutical Industry | | | |
| 2 | Date or expected date commencement of Commercial Production | The company is in production for more than 25 years. | | | |
| 3 | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable | | | |
| 4 | Financial performance based indicators given | Particulars | 2018-19 | 2019-20 | 2020-21 |
| | | (Rs. In Lacs) | | | |
| | | Net Revenue from operations | 10959.95 | 8801.60 | 7441.48 |
| | | Other Income | 8.43 | 9.02 | 25.56 |
| | | Total | 10968.39 | 8810.62 | 7467.04 |
| | | Profit/Loss before Tax | 150.31 | (220.03) | (731.49) |
| | | Tax Expenses | 75.06 | (34.72) | (174.90) |
| | Net Profit/Los safter Tax | 75.25 | (185.31) | (556.59) | |
| 5 | Foreign investments collaborations, if any. | Not applicable | | | |
| II Information about the appointee | | | | | |
| 1 | Background details | Mr. Ranjan Jain, s/o Sh. Dharam Das Jain, R/o House No: 17 Sector 33-D Chandigarh 160022 is a commerce graduate. He has vast knowledge, experience and expertise in the field Finance & Administration and his appointment shall be of immense benefit to the Company. He is having 25 years of experience in the chemical industry. | | | |
| | Past remuneration | For 2020-21: Rs. 12,00,000 | | | |
| | Recognition or awards | Nil | | | |
| | Job profile and his suitability | Looking after Finance, marketing & commercial and day to day activities the company | | | |
| | Remuneration proposed | Rs. 60,00,000 p.a | | | |

| | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | The proposed remuneration commensurate with the pharma industry and size of the company, qualification and experience of Mr. Jain and efforts involved. | | | | | | | | | | | | | | | | |
|------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----------|-----------|-----------|--------------------|---------|---------|----------|--------|-------|--------|--------|-------------------|---------|---------|---------|
| | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | Mr. Ranjan Jain is an executive director of the company and is holding 4,80,386 shares in the company. His remuneration during the year was Rs. 12.00 lakhs and remuneration of his wife was 18.00 lakhs. Except this he does not have any other direct or indirect relationship with the company. | | | | | | | | | | | | | | | | |
| III other information | | | | | | | | | | | | | | | | | | |
| | Reasons of loss or inadequate profits | In the earlier financial years, the turnover of the company was low due to adverse market conditions and company was also in default in paying the debts. | | | | | | | | | | | | | | | | |
| | Steps taken or proposed to be taken for improvement | The company has changed its product line from chemical production to pharmaceutical business. The company is all strengthening its financial position through various means. The company has also paid all its debts taken from financial institutions and banks. The company is hopeful of improving its position in the coming years. | | | | | | | | | | | | | | | | |
| | Expected increase in productive and profits in measurable terms. | <table border="1"> <thead> <tr> <th>YEAR</th> <th>2021-2022</th> <th>2022-2023</th> <th>2023-2024</th> </tr> </thead> <tbody> <tr> <td>Turnover (Net GST)</td> <td>7500.00</td> <td>9500.00</td> <td>10450.00</td> </tr> <tr> <td>EBITDA</td> <td>80.00</td> <td>105.00</td> <td>115.50</td> </tr> <tr> <td>Net Profit/(Loss)</td> <td>-220.00</td> <td>-195.00</td> <td>-214.50</td> </tr> </tbody> </table> | YEAR | 2021-2022 | 2022-2023 | 2023-2024 | Turnover (Net GST) | 7500.00 | 9500.00 | 10450.00 | EBITDA | 80.00 | 105.00 | 115.50 | Net Profit/(Loss) | -220.00 | -195.00 | -214.50 |
| YEAR | 2021-2022 | 2022-2023 | 2023-2024 | | | | | | | | | | | | | | | |
| Turnover (Net GST) | 7500.00 | 9500.00 | 10450.00 | | | | | | | | | | | | | | | |
| EBITDA | 80.00 | 105.00 | 115.50 | | | | | | | | | | | | | | | |
| Net Profit/(Loss) | -220.00 | -195.00 | -214.50 | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | |

Item No. 7

Mr. Suninder Veer Singh was appointed as Joint Managing Director of the Company at the Board Meeting held on 16th June, 2017 for a period of five years. The Board of directors in its meeting held on 18.01.2019, approved the change in designation of Mr. Suninder Veer Singh to Chairman cum Managing Director, for the remaining part of his tenure upto 15.06.2022, while all other terms and conditions remained the same. As the completion of tenure of Mr. Suninder Veer Singh as Chairman cum Managing Director was approaching, The Board of directors in compliance with the provisions of Section 178 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Companies Act, 2013 and based on the recommendation of the Nomination and Remuneration Committee of the Board has re-appointed and re-designated Mr. Suninder Veer Singh as Wholetime Director for a period of 5(five) years and payment of remuneration to him upto Rs. 5,00,000 for a period of 3 (three) years w.e.f. 09.03.2022.

The aforesaid remuneration of Mr. Suninder Veer Singh falls within the maximum ceiling limits specified under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and provisions of the Rules framed thereunder.

The Board considered the knowledge, experience and expertise of Mr. Suninder Veer Singh in the field of marketing of finished products of the Company and is of the opinion that appointment of Mr. Suninder Veer Singh as Wholetime Director shall be of immense benefit to the Company. The Board recommends Resolution Nos. 4 for approval by the Members as a special resolution.

Mr. Suninder Veer Singh does not hold Directorship or Membership of Committees of the Board in any other company.

Mr. Suninder Veer Singh holds 10,59,180 (4.55%) shares in the Company.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 4 is annexed hereto as Annexure 1.

Except Mr. Suninder Veer Singh and his wife Mrs. Gurcharan Kaur, no Director or Key Managerial Personnel or their relatives is concerned or interested in Resolution No. 4 as contained in the Notice.

ANNEXURE 1: THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013:

| I General Information | | | | | |
|-------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|----------------|----------------|
| 1 | Nature of Industry | Pharmaceutical Industry | | | |
| 2 | Date or expected date commencement of CommercProduction | The company is in production for more than 25 years. | | | |
| 3 | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable | | | |
| 4 | Financial performance based given indicators | Particulars | 2018-19 | 2019-20 | 2020-21 |
| | | (Rs. In Lacs) | | | |
| | | Net Revenue from operations | 10959.95 | 8801.60 | 7441.48 |
| | | Other Income | 8.43 | 9.02 | 25.56 |
| | | Total | 10968.39 | 8810.62 | 7467.04 |
| | | Profit/Loss before Tax | 150.31 | (220.03) | (731.49) |
| | | Tax Expenses | 75.06 | (34.72) | (174.90) |
| | Net Profit/Loss after Tax | 75.25 | (185.31) | (556.59) | |
| 5 | Foreign investments collaborations, if any. | Not applicable | | | |
| II Information about the appointee | | | | | |
| 1 | Background details | Mr. Suninder Veer Singh, s/o Sh. Lakhbir Singh, R/o House No: House No. 257 Anand Nagar-A, Tripuri Town Patiala 147001 is MBA Marketing. He has vast knowledge, experience and expertise in the field of Marketing and his appointment shall be of immense benefit to the Company. He is having 18 years of | | | |

| | | experience in the field of marketing. | | | | | | | | | | | | | | | | |
|------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----------|-----------|-----------|--------------------|---------|---------|---------|--------|-------|--------|--------|-------------------|---------|---------|---------|
| | Past remuneration | For FY 2020-21: Rs. 12.00Lacs | | | | | | | | | | | | | | | | |
| | Recognition or awards | Nil | | | | | | | | | | | | | | | | |
| | Job profile and his suitability | Looking after Personnel & Administration affairs of the company | | | | | | | | | | | | | | | | |
| | Remuneration proposed | Rs. 60,00,000 p.a | | | | | | | | | | | | | | | | |
| | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | The remuneration being paid and proposed is lower in pharmaceutical industry of the size of the company and rich experience of the managerial personnel. | | | | | | | | | | | | | | | | |
| | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | Mr. Suninder Veer Singh is a director of the company and is holding 10,59,180 shares in the company. His remuneration during the year was Rs. 12.00 lakhs and remuneration of his wife was 24.00 lakhs. The company has some business transactions at arm's length with Impetus Healthcare, a partnership firm in which Mr. Suninder Veer Singh is a partner. | | | | | | | | | | | | | | | | |
| III other information | | | | | | | | | | | | | | | | | | |
| | Reasons of loss or inadequate profits | In the earlier financial years, the turnover of the company was low due to adverse market conditions and company was also in default in paying the debts. | | | | | | | | | | | | | | | | |
| | Steps taken or proposed to be taken for improvement | The company has changed its product line from chemical production to pharmaceutical business. The company is all strengthening its financial position through various means. The company has also paid all its debts taken from financial institutions and banks. The company is hopeful of improving its position in the coming years. | | | | | | | | | | | | | | | | |
| | Expected increase in productivity and profits measurable terms. | <table border="1"> <thead> <tr> <th>YEAR</th> <th>2021-2022</th> <th>2022-2023</th> <th>2023-2024</th> </tr> </thead> <tbody> <tr> <td>Turnover (Net GST)</td> <td>7500.00</td> <td>9500.00</td> <td>10450.0</td> </tr> <tr> <td>EBITDA</td> <td>80.00</td> <td>105.00</td> <td>115.50</td> </tr> <tr> <td>Net Profit/(Loss)</td> <td>-220.00</td> <td>-195.00</td> <td>-214.50</td> </tr> </tbody> </table> | YEAR | 2021-2022 | 2022-2023 | 2023-2024 | Turnover (Net GST) | 7500.00 | 9500.00 | 10450.0 | EBITDA | 80.00 | 105.00 | 115.50 | Net Profit/(Loss) | -220.00 | -195.00 | -214.50 |
| YEAR | 2021-2022 | 2022-2023 | 2023-2024 | | | | | | | | | | | | | | | |
| Turnover (Net GST) | 7500.00 | 9500.00 | 10450.0 | | | | | | | | | | | | | | | |
| EBITDA | 80.00 | 105.00 | 115.50 | | | | | | | | | | | | | | | |
| Net Profit/(Loss) | -220.00 | -195.00 | -214.50 | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | |

By Order of the Board of Directors

For Syschem (India) Limited

(sd/-)

Ranjan Jain

Managing Director

DIN: 00635274

Place: Chandigarh

Date: March 9, 2022

Registered Office:

Village BARGODAM, Tehsil Kalka,
Distt. Panchkula (Haryana)