

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 Extra ordinary General Meeting of the members of Syschem (India) Limited will be held on Friday, 17th June, 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).

SPECIAL BUSINESS:

Item No. 1. TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTLY ALTERATION OF MEMORANDUM OF ASSOCIATION.

To Consider and, if thought fit, to pass with or without modification(s), the following resolution for increase in Authorized Capital of the company as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there including statutory modifications or re-enactment thereof, enabling provisions of the Memorandum and Articles of Association of the Company and other laws notifications and regulations as may be applicable, the consent of members of the company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 30,00,00,000/- (Rupees Thirty Crore Only) divided into 2,80,00,000/- (Two Crore Eighty Lakhs only) equity shares of Rs. 10/- (Rupees Ten only) each and 2,00,00,000/- Preference Shares of Rs 1/- each to Rs. 34,00,00,000/- (Rupees Thirty Four Crore only) divided into 3,20,00,000 equity shares of Rs 10/- each and 2,00,00,000/- Preference Shares of Rs.1/- each by the creation of additional 40,00,000 (Forty Lakhs only) equity shares of Rs.10/-(Ten only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed there under, the Capital Clause 'Clause V' of the Memorandum of Association of the Company is substituted with the following Clause:

V. The Authorized Share Capital of the Company is Rs. 34,00,00,000/- (Rupees Thirty Four Crore only) divided into 32,00,00,000 (Thirty Two Crores only) equity share capital consisting of 3,20,00,000 (Three Crore Twenty Lakhs Only) equity shares of Rs10/-each and 2,00,00,000 (Two Crore only) of preference share capital consisting of 2,00,00,000/- (Two Crore Only) Preference Shares of Rs 1/- each with the rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the Capital of the Company and to divide the Shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be provided by the Articles of Association of the Company and the Companies Act, 2013.

RESOLVED FURTHER THAT Any Director of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution.”

Item No. 2. TO AMEND THE ARTICLES OF ASSOCIATION & TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

To Consider and, if thought fit, to pass with or without modification(s), the following resolution to amend Articles of Association of the company as a Special Resolution:

“**RESOLVED THAT** in order to reflect the increase in Authorized share capital of the Company, the consent of the members of the company is hereby accorded to amend the existing Article 3 of the Articles of Association of the Company with the following:

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed there under, the Clause 3 of the Articles of Association of the Company is substituted with the following Clause:

3. The Authorized Share Capital of the Company is Rs. 34,00,00,000/- (Rupees Thirty Four Crore only) divided into 3,20,00,000 (Three Crore Twenty Lakhs Only) equity shares of Rs10/-each and 2,00,00,000/- (Two Crore Only) Preference Shares of Rs 1/- each.

RESOLVED FURTHER THAT Any Director of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution.”

Item No. 3: TO APPROVE THE ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS

To approve the offer or invitation to subscribe to equity shares by way of preferential allotment on a private placement basis, and in this regard, to consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules,2014 and the Companies (Share Capital and Debentures) Rules,2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the“**Act**”);and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“**ICDR Regulations**” or “**SEBI ICDR Regulations**”); and any other rules/ regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”), Foreign Exchange Management Act,1999,as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Stock Exchanges where the equity shares of the Company are listed (“**Stock Exchanges**”) and/ or any other statutory/ regulatory authority; and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (“**Listing Regulations**”); and the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be

prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/ or sanction(s), and which may be agreed to by the Board of Directors of the Company(hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot on preferential basis up to maximum of 55,00,000 (Fifty Five Lakhs only) equity shares of the Company of the face value of Rs.10/- (Rupees Ten Only) each (“**Equity Shares**”) at a price of Rs.15.50/- (Rupees Fifteen and paise Fifty Only),which includes a premium of Rs.5.50/-(Rupees Five and paise Fifty Only) per equity share (**hereinafter referred to as the “Issue Price”**), determined in accordance with the relevant provisions of Chapter V of SEBI ICDR Regulations, in such manner and on such other terms and conditions, as may be approved or finalized by the Board, to the following ‘**Proposed Allottee**’ as detailed herein below:

S. No.	Name of Proposed Allottee	Category	Maximum Number of Equity shares proposed to be allotted
1	Virendra Popatlal Shah	Incoming Promoter	1250000
2	Bhavesh Virendra Shah	Incoming Promoter	750000
3	Bimal Virendra Shah	Incoming Promoter	750000
4	Dinesh Jagdishchandra Khokhani	Incoming	750000
5	Mahesh Jagdishchandra Khokhani	Incoming Promoter	1250000
6	Mehul Jagdishchandra Khokhani	Incoming Promoter	750000
	Total		5500000

RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the “**Relevant Date**” pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above mentioned Preferential Issue of Equity Shares is **Wednesday, 18th May, 2022**, being the date, which is 30 days prior to the date of extra-ordinary General meeting to be held on **Friday, 17th June, 2022**.

RESOLVED FURTHER THAT the Preferential Allotment shall be made on the following terms and conditions:

- (i) The Allottee shall be required to bring in 100% of the consideration for the relevant Shares on or before the date of allotment hereof.
- (ii) The consideration for allotment of the relevant Shares shall be paid to the Company from the bank account of the Allottee
- (iii) Allotment of Shares shall only be made in dematerialized form.
- (iv) The Shares allotted to the Allottee shall rank pari passu inter-se with the existing equity shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company and any applicable lock-in requirements in accordance with Regulation 167 of the SEBI (ICDR) Regulations, 2018.
- (v) The Shares shall be allotted within a period of 15 (fifteen) days from the date of this resolution. Where the allotment of the Shares is pending on account of pendency of any approval for the preferential issue/for such allotment by any regulatory/statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchanges as per the terms and conditions of ICDR Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions or doubt that may arise with respect to the offer, issue and allotment of equity shares, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT subject to SEBI (ICDR) Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the equity Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of abovementioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any Merchant Bankers or other Professional Advisors, Consultants and Legal Advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

Item No. 4: TO ALTER THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit pass with or without modification following resolution as a special resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 if any, and the rules framed thereunder, including any subsequent modifications and re-enactments thereof, for the time being in force, consent of the members of the Company be and is hereby accorded for alteration of the existing Memorandum and Association of the Company by substituting the existing Clause III (B) (The objects ancillary or incidental to the attainment of the main objects) with a new clause III (B) (Matters which are necessary for furtherance of the objects specified in Clause III (A)) and the existing Clause III (C) (Other objects) for which the company is established are) shall stand deleted from the Memorandum of Association. The main objects of the Company shall remain the same.”

Item No. 5: ALTERATION OF ARTICLES OF ASSOCIATION

To consider and if thought fit pass with or without modification following resolution as a special resolution:

“**RESOLVED THAT** the pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof, for the time being in force, and such other rules and regulations, as may be applicable, the consent of the members of the Company be and is hereby accorded to adopt a new set of Articles of Association in substitution of the existing Articles of Association of the Company.”

Date: 19.05.2022
Place: Panchkula

**By order of the Board of Directors of
Syschem (India) Limited**

**Sd/-
Shikha Kataria
Company Secretary & Compliance Officer**

NOTES:

1. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolutions in respect of the businesses set out above is annexed hereto. A copy of the Extra-Ordinary General Meeting (EGM) Notice is also available on the company's www.syschem.in, CDSL Website www.evotingindia.com and at the relevant sections of the websites of the BSE Limited.
2. The shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this EGM, shareholders who have not registered their email address and in consequence the e-voting notice could not be served to them may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, 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. Ph No. : 011-29961281-82. Shareholders may write the request to register/update their E-mail address with RTA to the email: beetalrta@gmail.com. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for the EGM.

3. As you are aware, view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs ("MCA") allowed conducting Extra-Ordinary General Meeting ("EGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") and dispensed the personal presence of the members at the meeting. Accordingly, the MCA issued General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular

No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 21/2021 dated December 14, 2021 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIRP/ 2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/ CMD2/CIRP/ 2021/11 dated January 15, 2021 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the EGM through VC/OAVM. In terms of the said circulars, the EGM of the members be held through VC/OAVM. Hence, members can attend and participate in the EGM through VC/OAVM only.

4. 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, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 08, 2021 (collectively referred to as "**MCA Circulars**"), 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.
5. 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 at least 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.

6. 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.
7. 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.
8. 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 General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 08, 2021
9. The Portal for E-voting will remain open for the Members for exercising their voting from **Tuesday, June 14, 2022** at 09:00 AM India Standard Time ('IST') till **Thursday, June 16, 2022** at 05:00 PM (IST) both days inclusive. The E-voting needs to be exercised by 05:00 PM (IST) on **Thursday, June 16, 2022**. Please note that E-voting module will be disabled for e-voting by CDSL after the said date and time. During this period, the Members of the company holding shares either in physical form or dematerialized form, as on **Friday, 10th June, 2022 ('cut-off date')**, may cast their vote electronically. Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
10. The EGM Notice is being sent by e-mail to all the Members, whose name appears on the Register of Members/List of Beneficial Owners maintained by the Depositories as on cut-off date i.e. **Friday, 20th May 2022** and who have registered their e-mail addresses in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with the company's Registrar and Share Transfer Agent i.e. Beetal Financial & Computer Services Private Limited. Each Member's voting rights shall be in proportion to his/ her share of the Paid-Up Equity Share Capital of the company as on cut-off date, which will only be considered for voting.
11. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
12. The Board of Directors has appointed CS Kanwaljit Singh, Company Secretary in Practice (Membership No. FCS 5901), as Scrutinizer for scrutinizing the E-voting process in a fair and transparent manner.
13. The Scrutinizer shall prepare Scrutinizer's Report on the total votes cast in favour or against or abstained, if any. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him, after completion of scrutiny of votes received through E-voting. The results of the EGM will be announced on or before **Saturday, 18th June, 2022**.
14. The results of EGM will be posted on the company's website www.syschem.in, CDSL's Website www.evotingindia.com and will also be communicated to the BSE Limited ("BSE").
15. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the company's website www.syschem.in to facilitate online inspection of

relevant documents until last date of E-voting, i.e., **Thursday, June 16, 2022**. Members desirous of inspecting these documents may mail to info@syschem.in.

16. To support the “Green Initiative” Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the company’s RTA or the Depository Participants, in respect of shares held in physical/ electronic mode respectively.
17. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Regulation 44 of SEBI Listing Regulations, SS-2 and the provisions of the Ministry of Corporate Affairs Circulars, and any amendments thereto, the company is providing facility for voting by E-voting to all the Members of the company to enable them to cast their votes electronically on the items mentioned in the Notice.
18. For this purpose, the company has engaged the service of CDSL and has made necessary arrangements with CDSL to facilitate E-voting. In terms of the General Circular No.14/2020 dated April 08, 2020 read with General Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs, Government of India (the ‘MCA Circulars’), voting can be done only by E-voting. As the E-voting does not require a person to attend to a meeting physically, the Members are strongly advised to use the E-voting procedure by themselves and not through any other person/ proxies.

The detailed procedure with respect to E-voting is as follows:

19. Voting through electronic means:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Tuesday, 14th June, 2022** at 9.00 AM and ends on **Thursday, 16th June, 2022** at 5:00 PM. 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 **Friday, June 10, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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.

- (iii) 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** 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 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 Menu. On clicking the E voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINKINTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site 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 link in www.cdslindia.com home page. 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 provided links for the respective
	ESP where the E Voting is in progress.
Individual Shareholders holding securities in demat mode with NSDL	<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 homepage 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

	<p>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 UserID (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>
<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 fore-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click one-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 UserID/Password are advised to use Forget User ID and Forget Password option available at above mentioned 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.: 18001020990 and 1800 22 44 30

- (i) Login method of e-Voting for shareholders other than individual shareholders & physical shareholders.
- 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 onto 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 Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use this sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 as mentioned in instruction (v).

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the UserID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
 - 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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 beetalrta@gmail.com.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID+CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to beetalrta@gmail.com.

If you have any queries or issues regarding 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, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, 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.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.

Item No. 1&2: Increase in Authorised Share Capital

The present authorized capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crore Only) divided into 2,80,00,000/- (Two Crore Eighty Lakhs only) equity shares of Rs. 10/- (Rupees Ten only) each and 2,00,00,000/- Preference Shares of Rs 1/- each. A separate proposal for further issue of up to 55,00,000 number of equity shares of face value of Rs.10/- each has been submitted for the approval of Shareholders under item no. 3 of this Notice. As per the provisions of Sections 13 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association with the consent of Shareholders. Upon Change in authorized capital, it would be necessary to amend Clause V of the Memorandum of Association and Article 3 of Articles of Association. The Resolution seeks approval of Members to increase the Authorized Share Capital and to amend the said Clause and the Article. It is proposed to increase the Authorized Share Capital to Rs.34,00,00,000/- (Rupees Thirty Four Crore only) divided into 3,20,00,000 equity shares of Rs. 10/- each and 2,00,00,000/- Preference Shares of Rs 1/- each by the creation of additional 40,00,000 (Forty Lakhs only) equity shares of Rs. 10/- (Ten only) each.

The Resolution requires approval of Members to increase the Authorized Share Capital and to amend the respective Clause in the Memorandum of Association of the Company and Article 3 of Articles of Association of the company. The Board of Directors recommends the passing of these Resolutions by special resolutions.

None of the Directors/ key managerial persons of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution.

Item No. 3: Issue of Equity Shares on Preferential Basis

In accordance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI(ICDR) Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of Members of the Company by way of Special Resolution is required to issue of equity shares ("Equity Shares") to the entities(s) going to become part of promoter group through allotment of shares under preferential issue and subsequent Open Offer as proposed, in compliance with applicable provisions of the SEBI (ICDR) Regulations.

The details of the issue and other particulars as required in terms of the Companies Act, 2013 and the SEBI(ICDR) Regulations, 2018 as amended in relation to the aforesaid Special Resolution are given as under:

Salient features of the preferential issue of Equity Shares are as under:

The proposed issue and allotment of equity shares on a preferential basis, shall be governed by the applicable provisions of the SEBI (ICDR) Regulations and the Companies Act, 2013 read with the applicable provisions of the rules made there under.

Further, in terms of Regulation 163(1) of the SEBI (ICDR) Regulations, certain disclosures are required to be made to the Members of the Company which forms part of this Explanatory Statement to the Notice. Without generality to the above, the salient features of the preferential issue of Equity Shares are:

- The "Relevant Date" as per the SEBI (ICDR) Regulations for determining the minimum price for the preferential issue of equity shares is **Wednesday, 18th May, 2022** which is a date 30 days prior to the date of the EGM in which the resolution is to be passed;

The details in relation to the preferential issue as required under the SEBI (ICDR) Regulations and the Act read with the rules issued thereunder, are set forth below:

1. The allotment of the equity shares is subject to the Proposed Allottee (s) not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottee(s) have represented that the allottee(s) have not sold any equity shares of the Company during 90 Trading Days preceding the Relevant Date.
2. **The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI (ICDR) Regulations are set out below :**

(i) Particulars of the Preferential Issue including date of passing of Board Resolution

The Board of Directors in its meeting held on 19th May, 2022 had approved the issue of equity shares and accordingly proposes to issue and allot in aggregate up to maximum of 55,00,000 (Fifty Five Lakhs Only) Equity Shares at a price of Rupees 15.50/- (Rupees Fifteen and Paise Fifty Only) each, aggregating up to Rs. 8,52,50,000/- (Rupees Eight Crore Fifty Two Lakhs and Fifty Thousand Only) to the entities going to become part of Promoter Group subject to comply with applicable rules and regulations, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations.

Recommendation of Committee of Independent Directors in terms of Regulation 166A (2) of SEBI (ICDR) Regulations.

In view of proposed change in control through the present preferential allotment, the aforesaid preferential issue and its pricing is also considered and reviewed by the Committee of independent directors formed for the purpose of providing reasoned recommendation on the proposed preferential issue. The Committee of Independent Directors comprised of all Independent Directors of the Company which is two in numbers provides unanimously their recommendation, after considering the various factors such as requirement of funds to the company for expansion and working capital, all aspects relating to present preferential issue, valuation report(s) with respect to pricing, that the present preferential issue is fair and reasonable and also recommended that pricing of preferential issue is fair and reasonable. The recommendation of Independent Directors are available at websites of the Company at www.syschem.in.

(ii) Objects of the Preferential Issue and aggregate amount proposed to be raised

The funds so infused shall be utilized to support the expansion of business, general corporate purpose, working capital and such other purpose as the Board may decide.

(iii) Maximum number of specified securities to be issued:

The resolutions set out in this Notice authorize the Board to issue up to maximum of 55,00,000 number of Equity Shares at a price of Rs. 15.50/- per equity share including premium of Rs. 5.50/- as per the table specified below:

S. No.	Name of Proposed Allottee	Category	Maximum Number of Equity shares proposed to be allotted
1	Virendra Popatlal Shah	Incoming Promoter	1250000
2	Bhavesh Virendra Shah	Incoming Promoter	750000
3	Bimal Virendra Shah	Incoming Promoter	750000
4	Dinesh Jagdishchandra Khokhani	Incoming Promoter	750000
5	Mahesh Jagdishchandra Khokhani	Incoming Promoter	1250000
6	Mehul Jagdishchandra Khokhani	Incoming Promoter	750000
	Total		5500000

(iv) Relevant Date

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the equity shares is **Wednesday, 18th May, 2022** being the date 30 days prior to the date on which the resolution is deemed to be passed i.e **Friday, June 17, 2022**

(v) Basis on which the price has been arrived

The Equity Shares of the Company are listed on BSE Limited ("BSE"). In terms of Regulation

164(1) of the SEBI ICDR Regulations, 2018, the shares of the Company are listed on BSE Limited for a period of 90 Trading Days or more on Relevant Date; therefore, the aforesaid equity shares shall be allotted in accordance with the price determined in terms of Regulation 164(1) of the SEBI (ICDR) Regulations, 2018. As per the said Regulation, if the shares are frequently traded, the price is needed to be determined by taking into account following parameters:

If the equity shares of the issuer have been listed on a recognized stock exchange for a period of 90 Trading Days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- a. The 90 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the relevant date ; or
- b. The 10 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the relevant date.

“**Stock Exchange**” for this purpose shall mean any of the recognized stock exchanges in which the equity shares are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 90 Trading Days prior to the relevant date.

“**Frequently traded shares**” means the shares of the issuer, in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer.

Provided that where the share capital of a particular class of the issuer company is not identical throughout such period, the weighted average number of total shares of such class of the issuer company shall represent the total number of shares.

Equity Shares of the Company are listed on BSE Limited (“BSE”) and are frequently traded at BSE in terms of Regulation 164(5) of SEBI ICDR Regulations, 2018. Accordingly, the minimum issue price has been calculated on the basis of trading at BSE during 90 and 10 trading days preceding the relevant date, which comes to Rs 14.38/- per equity shares.

Further Pursuant to Regulation 166A (1), in the case of any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

In Compliance with Regulation 166A (1) of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto, a Certificate has been taken from an Independent Registered Valuer, Mr. Chandan Bhatia (Registration No. IBBI/RV/06/2019/11431) and he recommended the fair value of equity shares of the company after giving control premium, which comes to Rs.15.10 per share and the said certificate has been taken in view of allotment resulting in change in control pursuant to the proposed issue and the same shall be made available and published on the websites of the company, i.e., www.syschem.in.

Therefore, in terms of Regulation 164(1) read with Regulation 166A (1) of the SEBI ICDR Regulations and after taking in to consideration price as calculated, the Issue Price has been fixed as Rs. 15.50/- per equity shares including premium of Rs. 5.50/- per equity shares.

A Certificate regarding arriving at Minimum Price in terms of Regulation 164(1) of SEBI (ICDR) Regulations, 2018 as amended has been taken from Mr. Kanwaljit Singh, Practicing Company Secretary (Membership No. FCS 5901), confirming the minimum price for the preferential issue as per Chapter V of SEBI (ICDR) Regulations, 2018 and the same shall be made available and published on the websites of the company i.e. www.syschem.in.

- The allotment of equity shares are subject to the Investor(s) not having sold any Equity Shares during the 90 trading days preceding the Relevant Date.
- The Company, its Promoters and Directors are not declared as willful defaulter by Reserve Bank of India nor declared as fraudulent borrower and also not declared as fugitive economic offender.
- The entire pre preferential shareholding of proposed allottees are in dematerialized Form.

(vi) Amount which the Company intends to raise by way of such equity shares

Upto a maximum of Rs. 8.53 Crore calculated on the basis of issue and allotment of 5500000 equity shares at a price of Rs 15.50/- per equity shares.

(vii) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment.

None of the Promoters, directors and Key managerial Personnel of the company have shown their intention to subscribe to the present preferential allotment..

(viii) Time frame within which the Preferential Allotment shall be completed

Pursuant to the SEBI (ICDR) Regulations, the equity shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said equity shares is pending on account of pendency of any regulatory approval, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

(ix) Principal terms of assets charged as securities

Not applicable.

(x) Shareholding pattern of the Company before and after the Preferential Allotment of equity shares

S. No.	Category	Pre Issue		Post Issue	
		No. of Shares Held	% of share Holding	No. of Shares held	% of share Holding post Preferential
A	Promoters' holding :				
1.	Indian	-	-	-	-
	Individuals/ HUF	5454913	21.78	5454913	17.86
	Bodies Corporate	0	0.00	0	0.00
	Trust	0	0.00	0	0.00
2.	Foreign Promoters	0	0.00	0	0.00
	Sub Total (A)	5454913	21.78	5454913	17.86
B	Non-Promoters' holding:				
1.	Institutional Investors				
	<i>Mutual Funds</i>	0	0.00	0	0.00
	<i>Venture Capital Funds</i>	0	0.00	0	0.00
	<i>Alternate Investment Funds</i>	0	0.00	0	0.00
	<i>Foreign Venture Capital Investors</i>	0	0.00	0	0.00
	<i>Foreign Portfolio Investors</i>	0	0.00	0	0.00
	<i>Financial Institutions/Banks</i>	0	0.00	0	0.00
	<i>Insurance Companies</i>	0	0.00	0	0.00
	<i>Provident Funds/Pension Funds</i>	0	0.00	0	0.00
	<i>Any Other (Specify)</i>	0	0.00	0	0.00
	<i>Trust</i>	0	0.00	0	0.00
2.	<i>Central Government/State Government(s)/ President of India</i>	0	0.00	0	0.00
3.	Non-Institution Investors				
	Individual shareholders holding nominal share capital up to Rs.2 Lakhs	4657125	18.60	4657125	15.25
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	12568486	50.19	18068486	59.16
	NBFCs Registered with RBI	0	0.00	0	0.00
	Employee Trusts	0	0.00	0	0.00
	Any Other	0	0.00	0	0.00
	Clearing members	29136	0.12	29136	0.10
	Non Resident Indians	207404	0.83	207404	0.68
	HUF	924928	3.69	924928	3.03
	Bodies Corporate	1198408	4.79	1198408	3.92
	Sub Total (B)	19585487	78.22	25085487	82.14
	TOTAL (A+B)	25040400	100.00	30540400	100.00

C.	Employee Stock Grant Scheme (ESGS) Grant Outstanding	0	0.00	0.00	0.00
	Sub Total (C)	0	0.00	0.00	0.00
	GRAND TOTAL (A+B+C)	25040400	100.00	30540400	100.00

Notes:

1. The above mentioned post preferential issue share holding pattern of the Company is calculated on basis of assuming full subscription of shares to be allotted under the present issue.
2. The diluted share capital of the company includes 1350000 number of warrants convertible into equivalent number of equity shares pending for conversion.
3. The pre preferential shareholding pattern is prepared on the basis of 13th May, 2022.

(xi) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any:

S. No.	Name of the Proposed Allottee	PAN Number	Natural persons who are the ultimate beneficial owners ¹	Pre Issue Shareholding ²		No of Equity Shares allotted	Post Preferential Shareholding ³	
				No. of equity shares	% age		No. of equity shares	% age
1	Virendra Popatlal Shah	AAYP54785J	Not Applicable	1307500	5.22	1250000	2557500	8.37
2	Bhavesh Virendra Shah	AQMPS2951C	Not Applicable	687500	2.75	750000	1437500	4.71
3	Bimal Virendra Shah	AAYP54825R	Not Applicable	687500	2.75	750000	1437500	4.71
4	Dinesh Jagdishchandra Khokhani	AACP2975Q	Not Applicable	1000000	3.99	750000	1750000	5.73
5	Mahesh Jagdishchandra Khokhani	AACP6604J	Not Applicable	875000	3.49	1250000	2125000	6.96
6	Mehul Jagdishchandra Khokhani	AACP6603R	Not Applicable	805700	3.22	750000	1555700	5.09

1. The details of natural person are given only for the purpose to know natural persons. However, the aforesaid Proposed Allottee will be beneficially shareholder of the equity shares that may be allotted.
2. Pre issue shareholding is as on 13th May, 2022.
3. Post issue Shareholding is calculated only on the basis of post preferential capital assuming full subscription of equity shares as proposed in the present preferential issue.
4. There shall be change in control consequent to the present preferential issue of equity shares.
5. The proposed allottees are persons belonging to Non-Promoter group. Post allotment of equity shares under the said preferential issue, they will become part of Promoter and Promoter Group of the Company.

(xi) Lock-in Period

The equity shares to be issued and allotted on preferential basis will be subject to lock-in as provided in the applicable provisions of the Regulation 167 of the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

Provided that in case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities.

(xii) The Percentage of post preferential issue capital that may be held by the allottee(s) and Change in control if any, in the issuer consequent to the preferential issue.

As a result of the proposed preferential issue of equity shares, there will be change in the control or management of the Company. The proposed allottee shall have an obligation to make an open offer in terms of SEBI (SAST) Regulations, 2011 to the shareholders of the company.

The details of percentage of post preferential issue capital of the proposed allottee(s) are as under:

Sr. No.	Name of Proposed Allottee(s)	Percentage of shareholding on the basis of post preferential capital	Percentage of Shareholding on the basis of fully diluted capital of the Company
1	Virendra Popatlal Shah	8.37	8.02
2	Bhavesh Virendra Shah	4.71	4.51
3	Bimal Virendra Shah	4.71	4.51
4	Dinesh Jagdishchandra Khokhani	5.73	5.49
5	Mahesh Jagdishchandra Khokhani	6.96	6.66
6	Mehul Jagdishchandra Khokhani	5.09	4.88

(xiii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

This is not applicable in the present case since the Company being a listed Company, the pricing is in terms of the SEBI (ICDR) Regulations. Further, the proposed allotment is for cash consideration.

- (xiv) **The Current and Proposed Status of the allottee (s) post the preferential issues are asunder:**

Sr. No.	Name of Proposed Allottee(s)	Current Status of proposed allottee	Proposed Status of allottees
1	Virendra Popatlal Shah	Non-Promoter	Incoming Promoter
2	BhaveshVirendra Shah	Non-Promoter	Incoming Promoter
3	BimalVirendra Shah	Non-Promoter	Incoming Promoter
4	Dinesh Jagdishchandra Khokhani	Non-Promoter	Incoming Promoter
5	Mahesh Jagdishchandra Khokhani	Non-Promoter	Incoming Promoter
6	MehulJagdishchandra Khokhani	Non-Promoter	Incoming Promoter

(xv) Undertakings

- a) None of the Company, its Promoters and Directors is declared as wilful defaulter or fraudulent borrowers by Reserve Bank of India and also not declared as fugitive economic offender.
- b) The Company is eligible to make the Preferential Allotment to Proposed Allottee under Chapter V of SEBI (ICDR) Regulations, 2018.
- c) As the equity shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(1) of the SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable.
- d) The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so, until the amount so payable is not paid within the time stipulated under SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked -in till the time such amount is paid by the proposed allottees.
- e) The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- f) The allotment of equity shares require to making of an Open Offer and proposed allottee shall have an obligation to make an Open Offer to the shareholders of the Company in terms of applicable provisions of SEBI (SAST) Regulations, 2011.
- g) Due to above preferential allotment of the equity shares, change in management control is contemplated. The aforesaid allottee(s) shall be required to comply with the relevant provisions of the SEBI (SAST) Regulations, 2011.
- h) The company shall comply with the requirement of listing obligation i.e., maintaining a minimum of 25% of the paid up capital in the hands of the public, post allotment of shares under proposed preferential allotment.

(xvi) Practicing Company Secretary's Certificate

The certificate from Mr. Kanwaljit Singh, Company Secretary in Practice (FCS No. 5901 and COP 5870) certifying that the Preferential Allotment is being made in accordance with the requirements of Chapter V of the SEBI (ICDR) Regulations has been obtained and the same shall be available for inspection at our websites at www.syschem.in.

(xvii) Approval under the Companies Act:

Section 62 of the Companies Act, 2013 provides inter-alia, that when it is proposed to increase the issued capital of a company by allotment of further shares or specified securities etc., such

further shares/specified securities shall be offered to the existing member(s) of the company in the manner laid down in the section unless the Members in general meeting decide otherwise bypassing a Special Resolution. Therefore, the consent of the shareholders is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI (ICDR) Regulations and the provisions of the Listing Agreement with the Stock Exchange(s) for authorizing the Board to offer, issue and allot equity shares/specified securities as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

Item No. 4 & 5: To Alter The Memorandum of Association and Articles of Association

In order to align and update the provisions of the Memorandum and Articles of Associations of the company with the provisions of the Companies Act, 2013, it is considered appropriate to adopt a new set of Articles of Association in substitution of the existing Articles of Association of the Company. Also, in lines with the provisions of Companies Act, 2013, it is also proposed to substitute the existing Clause III (B) (The objects ancillary or incidental to the attainment of the main objects) with a new clause III (B) (Matters which are necessary for furtherance of the objects specified in Clause III (A)) and to delete the existing Clause III (C) i.e. the other Objects in the Memorandum of Association of the company. Pursuant to Section 13 and 14 of the Companies Act, 2013 the alteration in Memorandum and Articles of Association of the company needs the approval of the members by special resolution. Therefore, the resolutions in Item No. 6 and 7 are being placed before the members for approval as special resolutions.

The proposed draft of the altered Memorandum and Articles of Association of the Company will be available for physical inspection by the members at the registered office of the Company throughout the office hours on any working day.

None of the Directors, Key Managerial Personnel or any of their relatives are concerned or interested in the aforesaid resolutions.

For Syschem India Limited

Sd/-

Shikha Kataria

Company Secretary & Compliance Officer

Date: 19th May, 2022

Place: Panchkula