

# **SYSCHEM(INDIA)LIMITED**

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

## **POSTAL BALLOT NOTICE**

Dear Member(s)

Notice is hereby given pursuant to the provisions of section 110 and other applicable provisions of the Companies Act, 2013 (the 'Act'), read together with section 20 and 22 of the Companies (Management and Administration) rules, 2014(the "Management Rules"), the Companies (Appointment and Qualifications) Rules of the Companies Act, 2013 including any Statutory modifications or re-enactment thereof for the time being in force any other applicable provisions of the Act and the rule made there under, read with the General circular No. 22/2020 dated April 8, 2020, the General Circular 17/2020 dated 13 April, 2020 the general Circular 22/2020 dated June 2020, the General Circular June 15, 2020, the General Circular 33/2020 dated 28 September, 2020, the General Circular 39/2020 dated 31 December, 2020, General Circular No 10/2020 dated 23 June, 2021, the general Circular 20/21 dated December8, 2021, General Circular No 10/2022 dated 28.12.2022, General Circular 11/2022 and other Circulars, if any ("MCA Circulars"), pursuant to Regulation 44 of Security and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation 2015 ("SEBI LODR Regulations") Secretarial Standard on General Meeting ("SS-2") issued by the Institute of Companies Secretary of India and pursuant to all other applicable laws and regulations, to the shareholders or members ("members") of **Syschem India Limited ("SIL") ("The Company")** for seeking approval for the resolutions appended below through Postal Ballot/ electronic voting ('remote E-voting). The Explanatory statement pertaining to the proposed resolutions setting out the material facts concerning each resolution and reasons thereof mentioned in this Postal Ballot Notice is attached hereto for your consideration.

In view of the ongoing covid-19 pandemic crisis, MCA vide its aforesaid mentioned MCA Circulars, had advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made there under, without holding a general meeting that requires physical presence of members at a common venue. The Company will send Postal Ballot Notice only by email to all its members who have registered their emails addresses with the Company / registrar and Share Transfer Agents('RTA') or Depository Participants and the communications of assent/dissent of the members will only take place through remote e-voting System. This Postal Ballot process accordingly being initiated in compliance with the above mentioned circulars.

In Compliance with the requirements of the MCA Circulars, Physical copy of Postal Ballot Notice along with the Postal Ballot Forms and Pre-paid business envelope will not be send to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through remote e-voting system only.

The proposed resolutions and the Explanatory Statement stating the facts as required in terms of Section 102 of the Act as appended hereto forms part of this Postal Ballot Notice ("Notice").

The Board has appointed Mr. Kanwaljit Singh, Practicing Company Secretary, Chandigarh, (Membership No.: FCS 5901 and C. P. No. 5870 as Scrutinizer (the 'Scrutinizer') for conducting the Postal Ballot through e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI LODR Regulations and the MCA Circulars, the Company has provided remote e-voting facility only for this Postal Ballot process. The Company has engaged the services of CDSL to provide remote e-voting facility to the Members of the Company. Please refer the instructions for remote e-voting given after the proposed resolutions for the process and manner in which remote e-voting is to be carried out.

The Results of Postal Ballot will be announced on or before 7<sup>th</sup> July, 2023 and also be hosted on website of the Company ([www.syschem.in](http://www.syschem.in)) and on the website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)). The Results will also be communicated to BSE Limited where the Equity Shares of the Company are listed.

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. 05<sup>th</sup> July, 2023, in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.

#### **SPECIAL BUSINESS:**

##### **ITEM NO. 1**

**To Approve and ratify the Related Party Transactions being Corporate Guarantee issued by the Company on behalf of Pharmicare International, a partnership concern.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 179, read with Section 186 of the Companies Act, 2013, and the rules made there under, 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, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended from time to time ('SEBI Listing Regulations') and subject to such other necessary compliances, permissions and approvals as may be required in the matter, the approval of the members be and is hereby approve and ratify the related party contract/arrangement /transactions accorded to extend the corporate guarantee and provide security (creating charge on the assets of the Company) in respect of credit facilities availed from banks/financial institutions by M/s Pharmicare 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 Material Related Party Transactions proposed to be entered by the Company.**

*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’) and subject to such other laws, rules, regulations, approvals, consents, sanctions and permissions of any such authorities as may be necessary, the members of the Company hereby approve the Material related party arrangements or transactions with related parties as detailed below proposed to entered with authority to the Board of Directors of the Company to authorize the management of the Company to enter into said material related party arrangements or transactions with related Parties upon the principal terms as explained further in details in Explanatory Statement annexed hereto.

Name of Related Party	Description of Contract/ Arrangement/ Transactions	Total Cumulative Contracts/arrangement/ Transactions Value (Rs. In Crore)
Pharmacare International	Sale, purchase, supply of any goods, including raw materials, finished products, scrap and capital goods, carrying out/availing job-work and hire of facilities, availing/ rendering of marketing/ business transfer and other services, leasing of factory/ office premises/facilities/ corporate guarantee or any other transactions	500 Cr
JB Khokhani & Co	Sale, purchase, supply of any goods, including raw materials, finished products, scrap and capital goods, carrying out/availing job-work and hire of facilities, availing/ rendering of marketing/ business transfer and other services, leasing of factory/ office	100 Cr

	premises/facilities/ corporate guarantee or any other transactions	
Indosol Export	Sale, purchase, supply of any goods, including raw materials, finished products, scrap and capital goods, carrying out/availing job- work and hire of facilities, availing/ rendering of marketing/ business transfer and other services, leasing of factory/ office premises/facilities/ corporate guarantee or any other transactions	50 Cr

**RESOLVED FURTHER THAT** the Board of Directors (or a Committee/s thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or contractual if any, in relation to the above and be authorized to approve aforesaid transactions and the terms and conditions thereof.”

**Date:** 03.06.2023

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

**Sd/  
Shikha Kataria  
Company Secretary & Compliance Officer  
Membership No: A57304**

## NOTES:

- The Explanatory statement pursuant to Sections 102 and 110 of the Companies Act 2013 (“Act”) read with Rule 22 of the Companies (Management and Administration) Rule, 2014, as amended, setting out material facts and reasons in respect of the special business under the Resolution(s) as set out above is annexed hereunder and forms part of the Notice.
- Pursuant to the Provisions of Sections 110 of the Act read with the Rules and with the Circulars issued by the MCA, from time to time, your Company has an option to seek the approval of the Members through Postal Ballot (via remote e-voting) for the above mentioned resolution, instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the members through Postal Ballot via Remote e-voting, it shall be deemed to have been passed as if the same has been passed at General Meeting of the Manners convened in this regards.
- In view of the extraordinary circumstances created due to COVID-19 global pandemic, the Postal Ballot of the companies can be conducted as per the guidelines issued by the Ministry of Corporate Affairs (‘MCA’) vide General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 8, 2021, General Circular 10/2022 dated 28-12-2022 and other relevant Circulars, if any, issued by the Ministry of Corporate Affairs (‘MCA Circulars’ or ‘General Circulars’) and Securities and Exchange Board of India (‘SEBI’) circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of the Members at a common venue.
- 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 Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members/ Beneficiary Position maintained by the Depositories as at close of business hours on Friday, **May 26, 2023 (‘Cut-off Date’)** and who have registered their e-mail addresses with M/s Beetal Financial & Computer Services Private Limited, Registrar and Share Transfer Agent (‘RTA’) of the Company. It is however, clarified that all the persons who are Members of the Company as on the Cut-off Date (including those members who may not have received this notice due to non-registration of their e-mail addresses with the Company or the Depositories) shall be entitled to vote in relation to the resolutions specified in this notice. A person, who is not a Member as on the Cutoff date and happens to receive this Notice, should treat this Notice for information purpose only.

- Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members/ beneficial owner as on the Cut-off Date fixed for the purpose and only those Members whose names are recorded in the Register of Members/ Beneficiary Position maintained by the Depositories as on the cut-off date will be entitled to cast their votes. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.
- Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI LODR Regulations and MCA Circulars, the Company is providing facility of Postal Ballot by remote e-voting to its Members to cast their votes in respect of the resolutions listed in this Notice. Further, in light of the MCA Circulars, no physical copies of this notice will be circulated.
- Resolutions passed by the Members with requisite majority through Postal Ballot shall be deemed to have been passed at a General Meeting of the Members convened on that behalf.
- Voting rights in the Postal Ballot cannot be exercised by a proxy, accordingly Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. In case of joint holders voting, the joint holder who is higher in the order of names will be entitled to vote by way of remote e-voting.
- 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 Postal Ballot, 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 Postal Ballot.

- The Notice and Explanatory Statement with the requisite enclosures, has also been made available on the website of the Company [www.syschem.in](http://www.syschem.in) and on the website of e-voting agency CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com), in the relevant sections. Relevant documents referred to in the notice, if any, will be available for inspection on the website of the Company [www.syschem.in](http://www.syschem.in).
- In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under, 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.

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

### 1. Voting through electronic means:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, **06<sup>th</sup> June, 2023** at 9.00 AM and ends on Thursday, **05<sup>th</sup> July, 2023** 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, May 26, 2023** 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 09, 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



<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Loginic on and select New System My easi.</li> <li>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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting \</li> <li>5) page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication ,user will be provided links for the respective</li> </ol>
	<p>ESP where the E Voting is in progress.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility ,please visit here- Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for ID eAS” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>



	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through Their <b>Depository Participants</b></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</p> <p>Option .Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, where in 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 &amp; 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 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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://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:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
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"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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).</li> </ul>

- (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 User ID 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](http://www.evotingindia.com) and register themselves in the "Corporate" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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 favor 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](mailto: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](mailto:beetalrta@gmail.com).

2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID orNSDL-16digitDPID+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](mailto: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](mailto: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, Marath on Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto: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.**

#### **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**

The members are hereby informed that Pharmacare International, a partnership concern with whom the Company is having majority of the business transactions of the company are executed, 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.

The Company provided corporate guarantee and security on the Credit Facilities taken by Pharmacare International of an amount of Rs 35 Crores only after Shareholders approval in the Extra Ordinary General Meeting dated 9<sup>th</sup> April, 2022. As the partnership concern being a related party as per SEBI (Listing Obligations and Disclosure Requirement), 2015 So Now Company hereby seeks approval from shareholders to extend their approval for the same. As per recent amendment in the in regulation 23 of LODR,(Listing Obligations and Disclosure Requirement),2015,prior approval of shareholders is required, so Company hereby seeks approval from the shareholders to extend Corporate guarantee and security for the payment of credit facilities to HDFC Bank on behalf of Pharmacare. As per



Regulation 2 (1)(zb) of Listing Regulation and Regulation 23 of SEBI Listing Regulations. Pharmacare International is an entity related to promoter group members of your Company.

The Particulars of Corporate Guarantee/ Related Party transactions are given below:

<b>Name of Related Party</b>	<b>Description of Corporate Guarantee / Transaction</b>	<b>Total Transaction Value (Rs. in Crore)</b>
Pharmacare International	Corporate guarantee and/ created charge on the assets of the Company to secure the due repayment of the credit facility(ies) granted in favor of HDFC Bank Limited of Rs.35 crore extended by HDFC Bank Limited	35

The other particulars of aforesaid Corporate Guarantee/Related Party Transaction are as below:

<b>Name of Related Party</b>	<b>Name of Director or Key Managerial Personnel of the Company who is related Party, if any</b>	<b>Nature of Relationship/ position in Pharmacare International</b>	<b>Material Terms of the Corporate Guarantee / contract or arrangement</b>	<b>Any other information relevant or important for the members to take a decision on the proposed resolution</b>
Pharmacare International	NIL	Pharmacare International is an entity related to Promoters group members of the Company	Guarantee is provided by company to repay the Loan if the Related party fails to repay, Exclusive charge by way of hypothecation of 1. all the plant and machinery both present and future consisting of all movable assets being movable properties now stored at or being	-

			<p>stored or which may hereafter be brought into or stored at or at present installed at all the locations.</p> <p>2. all the security providers moveable properties including its moveable plant and machinery, machinery spares, tools and accessories and other moveable's both Present and future.)</p>	
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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**

Pursuant to Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Company is required to obtain consent of the Board of Directors and prior approval of the Members by resolution in case related party transactions exceed such sum as is specified in the rules. The aforesaid provisions are not applicable in respect transactions entered into by the company in the ordinary course of business on an arm's length basis. As per amended Regulation 23(4) of the SEBI Listing Regulations, which shall come into effect from April 01, 2022, all material related party transactions and subsequent material modifications as defined by the audit committee shall require prior approval of the shareholders through resolution. Explanation to Regulation 23(1), which shall come into effect from April 01, 2022, provides that a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees 1000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Pharma Care International, JBK Khokhani & Co and Indosol Export are not related as per Companies Act, 2013 but are related 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. The Board is of the opinion that proposed transactions with above related parties are in the best interest of the Company and the Members.

Your Company proposes to enter into transactions with Pharmicare International, JBK Khokhani & Co and Indosol Export which are likely to be material transactions as per amended Regulation 23(1) of SEBI Listing Regulations.

The Particulars of the Transaction are as follows:

<b>Name of Related Party</b>	<b>Nature of relationship with Directors/KMP who is related, if any</b>	<b>Any other information relevant or important for the members to take a decision on the proposed resolution</b>
Pharmacare International	Not related with any of Directors and KMP	The Transactions entered are at the Ordinary Course of Business and are at arm's length Price, moreover the parties are related with the Promoter and Promoters Group
JBK Khokhani & Co	Not related with any of Directors and KMP	The Transactions entered are at the Ordinary Course of Business and are at arm's length Price, Moreover the parties are related with the Promoter and Promoters Group
Indosol Export	Not related with any of Directors and KMP	The Transactions entered are at the Ordinary Course of Business and are at arm's length Price, Moreover the parties are related with the Promoter and Promoters Group



The above transactions are approved by the Audit Committee as per the provisions of the Act and the SEBI Listing Regulations. In view the above, it is proposed to seek approval of the Members of the Company through an Ordinary Resolution for the above transactions and the related parties are abstained from voting on the resolution. None of the Directors or Key Managerial Personnel or their relatives is directly or indirectly concerned or interested, financially or otherwise, except as mentioned above to the extent of his/her respective shareholding, if any, in the Company, in the said resolution.

**For Syschem India Limited**

**Sd/-**

**Shikha Kataria**

**Company Secretary & Compliance Officer**

Date: 03.06.2023

Place: Panchkula