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

Ref: SIL/2026-27/SEC/BSE

Date: 03.09.2026

To
M/S BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400001

Subject: Annual Report of the Company along with the Notice of 33rd Annual General Meeting (AGM).

Dear Sir,

Pursuant to the regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), please find enclosed herewith Annual Report for the Financial Year 2025-26 along with Notice of 33rd AGM of the Company to be held on Wednesday that is 30th September, 2026 at 3:30 P.M. and deemed venue is Village Bargodam, Tehsil Kalka.

The Schedule of the events is set as below:

S.NO	**Event**	**Date**
1	Relevant/ Cut Off due to vote on AGM Resolution	Wednesday, 23rd September, 2026
2	Commencement of e-voting	Sunday, 27th September, 2026
3	End of e-voting	Tuesday, 29th September, 2026
4	Annual General Meeting	30th September Wednesday at 3:30 P.M. through Video Conference.

Please take the above on your record.

Thanking You

Your Truly
For Syschem (India) Limited
Company Secretary

SYSCHEM (INDIA) LIMITED
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Website: www.syschem.in; Email: info@syschem.in

33rd ANNUAL REPORT

OF

SYSCHEM (INDIA) LIMITED

AS AT

31ST MARCH, 2026

CORPORATE INFORMATION

BOARD OF DIRECTORS MR. SUNINDER VEER SINGH MS. ARSHDEEP KAUR MR. RANJAN JAIN MR. MADAN LAL AGGARWAL MRS. RENU RAWAT MR. SUNIL KUMAR BHASIN	**STATUTORY AUDITORS** M/s STAV & Co #3130-P, Sector 22-D Chandigarh – 160022 M/s Bansal Vijay& Associates House No: 3130-p, Ground Floor Sector-22d, chandigarh-160022 **COST AUDITOR** M/s Mohit Aggarwal &Co Shop No.3, Sector-21-C, India,160022
REGISTERED OFFICE Village Bargodam Tehsil, Kalka, Distt. Panchkula – 133 302 Haryana EMAIL: shikhakataria@syschem.in	**COMPANY SECRETARY** Mrs. Shikha Kataria **CHIEF FINANCIAL OFFICER**

CORPORATE OFFICE SCO 825, 1ST FLOOR, Shivalik Enclave NAC, Mani Majra, Chandigarh – 160 101 EMAIL- shikhakataria@syschem.in WEBSITE : www.syschem.in		Mr. Sanjeev Agrawal **BANKERS** **HDFC Bank Ltd** SCO 844, NAC Manimajra, Chandigarh 160101 **ICICI Bank Ltd** SCO-9-10-11, Sector-9-D, Chandigarh, India **Punjab National Bank Ltd** SCO-809, Manimajra, Chandigarh-160101 **AU Small Finance Bank Ltd** SCO-803, Ground Floor, Manimajra, Chandigarh-160101

Note: The auditor till 31st August, 2026 was M/s STAV& Co, after which M/s Bansal Vijay & Associates was appointed in the casual vacancy.

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

NOTICE OF THE 33RD ANNUAL GENERAL MEETING

NOTICE is hereby given that **33rd Annual General Meeting** of the shareholders of Syschem (India) Limited will be held on, Wednesday, the 30th day of September, 2026 at 3:30.00 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM), the deemed venue of the Annual General Meeting is Village Bargodam Tehsil Kalka, Panchkula, Haryana to transact the following businesses: -

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statement for the Financial Year ended 31st March 2026 together with the reports of the Board of Directors and Auditors thereon and in this regard, pass the resolution as the ordinary Resolution:
   "**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31st 2026, and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
2. To appoint a director in place of **Mr. Ranjan Jain (DIN: 00635274)**, who retire by rotation and being eligible, offers himself for re-appointment in this regard, pass the resolution as the ordinary Resolution.
3. To consider the appointment of Auditor in case of Casual Vacancy and fix their remuneration and for this purpose to consider and, if thought fit, to pass with or without modification(s) as ordinary resolution in this regard.
   "RESOLVED THAT pursuant to the provisions of Section 139(8), Section 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Audit and Auditors) Rules, 2014, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, **M/S Bansal Vijay & Associates, Chartered Accountants (Firm Registration No. 014930N)**, be and is hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **STAV & Co., Chartered Accountants**, with effect from 31st August, 2026, to hold office from 1st September, 2026 till the conclusion of this Annual General Meeting of the Company, at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."
4. To consider the appointment of Auditor and Fix their remuneration and for this purpose to consider and, if thought fit, to pass the following resolution with or without modification(s) as ordinary resolution in this regard, pass the resolution as the ordinary Resolution:
   "RESOLVED THAT pursuant to the provisions of section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit & Auditors) Rule, 2014, **M/S Bansal Vijay & Associates**, FRN: **014930N** be and are hereby appointed as Statutory Auditors of the Company pursuant to confirmation that his appointment will be in accordance with the conditions prescribed under section 139 and 141and applicable rules made thereunder appointed as statutory Auditor of the Company to hold office for a term of 5 years , commencing from the conclusion of 33rd Annual General Meeting till 38th Annual general Meeting to audit the financial statements of the company for the Financial year 2026-27 to 2030-31 at remuneration plus GST as applicable, to be fixed by the Board of Directors of the Company."

SPECIAL BUSINESSES:

5. To approve material related party transactions with M/S Pharmacare International for a period of one year from 33rd Annual General Meeting till 34th Annual General Meeting to Consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions, if any, read with rule 15 of the Companies (Meeting of Board and its power) Rules, 2014 and any other rule made thereunder and Regulation 23(4)of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended ('SEBI Listing Regulations') and INS AS 24 and rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Company`s Policy on Related Party Transaction(s) and subject to such other approval(s), consent, permission(s) and sanction(s) as may be necessary from time to time and pursuant to the recommendation of Audit Committee, Board Members the consent of the members of the Company be and is hereby accorded for approval of material related party transaction(s), which term shall include any Committee thereof constituted/ to be constituted by the Board, to enter into such contract(s)/ arrangement(s)/ transaction(s) with "Related Parties" within the meaning of Section 2(76) of The Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, to the extent of the maximum amounts as provided below, on such term(s) and condition(s) as the Board of Directors may deem fit, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at ARM'S LENGTH BASIS and in the ORDINARY COURSE OF BUSINESS of the Company from 33rd Annual General Meeting till 34th Annual General Meeting for a period of one year with respect to sale, purchase or supply of any good(s) or material(s), selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any service(s), appointment of agent for purchase or sale of good(s), material(s), service(s) or property or otherwise disposing of any good(s), material(s) or property or availing or rendering of any service(s), borrowings, advances/corporate guarantee or loans, on such term(s) and condition(s) as the Board of Directors may deem fit or appointment of such related party to any office or place of profit in the Company, as per the details set out in the explanatory statement annexed to this notice, for an amount which may exceed the prescribed thresholds as per provisions of the Listing Regulations & under the Companies Act, 2013, as applicable from time to time.

Sr. No.	Name of the Related Party	Relationship	Nature of transaction	Transaction Amount in Rs
1	Pharmacare International	Related with the Promoters of the Company	As per Section 188 and RPT Policy of the Company	600 Cr

RESOLVED FURTHER THAT Mr. Ranjan Jain (DIN: 00635274), Director and/or Mr. Suninder Veer Singh (DIN: 07693557), Director of the Company be and are hereby severally authorized to negotiate, finalize, vary, amend, renew and revise the terms and conditions of the transactions and enter into, sign, execute, renew, modify and amend all agreements, documents and letters thereof, from time to time and to do all acts, deeds, things and matters and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution.

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

6. To approve Material related party's transactions with M/S Indosol Export for a period of one year from 33rd Annual General Meeting till 34th Annual General Meeting 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 and other applicable provisions, if any, read with rule 15 of the Companies (Meeting of Board and its power) Rules, 2014 and any other rule made thereunder and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended ('SEBI Listing Regulations') and INS AS 24 and rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Company`s Policy on Related Party Transaction(s) and subject to such other approval(s), consent, permission(s) and sanction(s) as may be necessary from time to time and pursuant to the recommendation of Audit Committee, approval of Board of Directors, the consent of the members of the Company be and is hereby accorded for approval of material related party transaction(s), which term shall include any Committee thereof constituted/ to be constituted by the Board, to enter into such contract(s)/ arrangement(s)/ transaction(s) with "Related Parties" within the meaning of Section 2(76) of The Companies Act, 2013 and Regulation 2(1)(zb) of The Listing Regulations, to the extent of the maximum amounts as provided below, on such term(s) and condition(s) as the Board of Directors may deem fit, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at ARM'S LENGTH BASIS and in the ORDINARY COURSE OF BUSINESS of the Company from 33rd Annual General Meeting to 34th Annual General Meeting for a period of one year with respect to sale, purchase or supply of any good(s) or material(s), selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any service(s), appointment of agent for purchase or sale of good(s), material(s), service(s) or property or otherwise disposing of any good(s), material(s) or property or availing or rendering of any service(s), borrowings, advances or loans, on such term(s) and condition(s) as the Board of Directors may deem fit or appointment of such related party(ies) to any office or place of profit in the Company, as per the details set out in the explanatory statement annexed to this notice, for an amount which may exceed the prescribed thresholds as per provisions of the Listing Regulations & under the Companies Act, 2013, as applicable from time to time.

Sr. No.	Name of the Related Part(ies)	Relationship	Nature of transaction(s)	Transaction Amount in Rs
1	Indosol Export	Related with the Promoters of the Company	As per Section 188 and RPT Policy of the Company	Up to 100 Cr

RESOLVED FURTHER THAT Mr. Ranjan Jain (DIN: 00635274), Director and/or Mr. Suninder Veer Singh (DIN: 07693557), Director of the Company be and are hereby severally authorized to negotiate, finalize, vary, amend, renew and revise the terms and conditions of the transactions and enter into, sign, execute, renew, modify and amend all agreements, documents and letters thereof, from time to time and to do all acts, deeds, things and matters and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution.

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

7. To approve Material related party's transactions with M/S JB Khokhani & Co for a period of one year from 33rd Annual General Meeting till 34th Annual General Meeting for a period of one years 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 and other applicable provisions, if any, read with rule 15 of the Companies (Meeting of Board and its power) Rules, 2014 and any other rule made thereunder and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended ('SEBI Listing Regulations') and INS AS 24 and rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Company`s Policy on Related Party Transaction(s) and subject to such other approval(s), consent, permission(s) and sanction(s) as may be necessary from time to time and pursuant to the recommendation of Audit Committee, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for approval of material related party transaction(s), which term shall include any Committee thereof constituted/ to be constituted by the Board, to enter into such contract(s)/ arrangement(s)/ transaction(s) with "Related Parties" within the meaning of Section 2(76) of The Companies Act, 2013 and Regulation 2(1)(zb) of The Listing Regulations, to the extent of the maximum amounts as provided below, on such term(s) and condition(s) as the Board of Directors may deem fit, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at ARM'S LENGTH BASIS and in the ORDINARY COURSE OF BUSINESS of the Company from 33rd annual general meeting till 34th Annual general Meeting for a period of one year with respect to sale, purchase or supply of any good(s) or material(s), selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any service(s), appointment of agent for purchase or sale of good(s), material(s), service(s) or property or otherwise disposing of any good(s), material(s) or property or availing or rendering of any service(s), borrowings, advances or loans, on such term(s) and condition(s) as the Board of Directors may deem fit or appointment of such related party(ies) to any office or place of profit in the Company, as per the details set out in the explanatory statement annexed to this notice, for an amount which may exceed the prescribed thresholds as per provisions of the Listing Regulations & under the Companies Act, 2013, as applicable from time to time.

Sr. No.	Name of the Related Part(ies)	Relationship	Nature of transaction(s)	Transaction Amount in Rs
1	JB Khokhani & Co	Related with the Promoters of the Company	As per Section 188 and RPT Policy of the Company	Up to 100 Cr

RESOLVED FURTHER THAT Mr. Ranjan Jain (DIN: 00635274), Director and/or Mr. Suninder Veer Singh (DIN: 07693557), Director of the Company be and are hereby severally authorized to negotiate, finalize, vary, amend, renew and revise the terms and conditions of the transactions and enter into, sign, execute, renew, modify and amend all agreements, documents and letters thereof, from time to time and to do all acts, deeds, things and matters and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution.

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

8. To approve and ratify the remuneration of the Cost Auditor for the financial year 2026-27 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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any Statutory Modification(s) or re-enactment(s) thereof, for the time being in force), **M/s CL. Bansal & Associate (Firm Reg No.: 101042)** be and is hereby appointed by the Board on the recommendation of the Audit Committee of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027, be paid the remuneration of Rs. 75000/- (Rupees Seventy-five Thousand Only) as set out in the Explanatory Statement annexed to the Notice convening this Meeting;

RESOLVED FURTHER THAT the Board of Directors of the Company or the Company Secretary be and are hereby authorized to do all deeds and things which are necessary for the aforesaid appointment and to send the necessary intimation in prescribed form to Registrar of Companies".

9. To ratify the continuation of Corporate Guarantee in respect of credit facilities availed by M/S Pharmacare International, a partnership concern to Consider and, if thought fit, to pass with or without modifications, the following resolution as 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 approval as may be required in the matter, the approval of the members be and is hereby accorded to ratify the related party contract/arrangement /transactions 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 Pharmacare 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), for which the approval has already been taken from the shareholders in the extra ordinary general meeting held on 9th of April, 2022, hereby taking ratification of the same.

FURTHER RESOLVED THAT Mr. Ranjan Jain (DIN: 00635274), Director and/or Mr. Suninder Veer Singh (DIN: 07693557), Director of the company be and are hereby jointly and/ or severally authorized 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."

10. To consider the appointment and re-designation of Mr. Ranjan Jain as whole time director and fix their remuneration to Consider and, if thought fit, to pass with or without modifications, the following resolution as Special resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and Regulation 17(6) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the members of the Company be and is hereby accorded for the re-designation of Mr. Ranjan Jain, DIN:00635274 from the position of Managing Director to Whole Time Director of the Company, liable to retire by rotation, for a period of 5 years with effect from the 33rd Annual General Meeting till the Conclusion of 38th Annual General Meeting after the approval of the shareholders on the terms and conditions including remuneration up to Rs. 7,00,000(Seven Lakhs) per month for a period of 3 years.

RESOLVED FURTHER THAT notwithstanding anything contained in the aforesaid Resolution, in the absence or inadequate profits in any financial year during the tenure of Mr. Ranjan Jain as aforesaid, the company shall pay remuneration to him as per his entitlement as aforesaid for the time being in force, provided that such remuneration shall not exceed the limit specified for the time being in force, or such other limit as may be prescribed by the Central Government from time to time.

RESOLVED FURTHER THAT notwithstanding the provisions contained in the Article of Association of the Company, Mr. Ranjan Jain, be and is hereby appointed as the Whole-time director of the Company, whose period of the office will be liable to retire by rotation.

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

11. To consider the appointment and re-designation of Mr. Suninder Veer Singh as Managing Director and fix their remuneration to consider and, if thought fit, to pass with or without modifications, the following resolution as Special resolution

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the members of the Company be and is hereby accorded for the appointment and re-designation of Mr. Suninder Veer Singh (DIN: 07693557) as Managing Director of the Company, for a period of 5 years from the 33rd Annual General Meeting till the Conclusion of 38th Annual General Meeting after the approval of the shareholders on such terms and conditions including remuneration up to Rs. 7,00,000(Seven Lakhs) per month for a period of 3 years.

RESOLVED FURTHER THAT the change in designation of Mr. Suninder Veer Singh is due to change in his roles and responsibilities in the management of the Company and the Board considered it appropriate to designate him as Managing Director of the Company.

RESOLVED FURTHER THAT notwithstanding anything contained in the aforesaid Resolution, in the absence or inadequate profits in any financial year during the tenure of Mr. Suninder Veer Singh as aforesaid, the company shall pay remuneration to him as per his entitlement as aforesaid for the time being in force, provided that such remuneration shall not exceed the limit specified for the time being in force, or such other limit as may be prescribed by the Central Government from time to time.

RESOLVED FURTHER THAT notwithstanding the provisions contained in the Article of Association of the Company, Mr. Suninder Veer Singh, be and is hereby appointed as the Managing Director of the Company, whose period of the office will be liable to retire by rotation.

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

Place: Chandigarh
Date: 01.09.2026

By order of the Board of Directors
SYSCHEM (INDIA) LIMITED

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

Ranjan Jain
(Managing Director)
DIN: 00635274

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 Annual General Meeting (AGM) 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 **https://www.bseindia.com/#.**

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 Circulars issued by Ministry of Corporate Affairs, for remote e-voting for this AGM, 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 AGM.

3. In accordance with the MCA Circulars Nos. 20/2020 Dated 5th May 2020, 2/2022 dated 5th May 2022 and 10/2022 dated 28th December 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 and 19 September, 2024 and 22 September 2025 read with circulars issued by the Securities and Exchange Board of India ('SEBI') in this regard, dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 6, 2023, October 7, 2023 and October 3, 2024 (collectively referred to as 'SEBI Circulars'), the Notice along with the Integrated Report is being sent electronically to only those Members whose email addresses are registered with the Company/ Depositories/Registrar & Transfer Agent/Depository Participants.

4. The deemed venue for the 33rd AGM will be VILL-Bargodham Tehsil –Kalka Distt Panchkula, Haryana.

5. In Compliance with the aforesaid, this Notice together with Annual Report 2025-26 is being sent only through electronic mode to those members whose email address are registered with the company/ depositories. Copies of the Notice and annual report will be uploaded on the company's website at https://www.syschem.in/investors_RESOURCES.html, website of stock exchange of India Ltd. at www.bseindia.com.

6. Members attending AGM through VC/OAVM, shall be counted for the purpose of reckoning the quorum be counted for the purpose of reckoning the quorum under the provisions of the Act.

7. Since, the AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility to appoint proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

8. The Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Businesses to be transacted at the meeting is annexed hereto and forming part of this Notice.

9. The Register of members and share transfer Books of the Company will be closed from **24thSeptember, 2026 to 30th September 2026 (both days inclusive).**

10. 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 Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India (‘**SS-2**’), each as amended, read with other applicable SEBI/MCA Circulars, the Company is providing to its Members the facility of remote e-Voting before the Meeting as well as during the Meeting in respect of the business to be transacted at the AGM as provided in the Notice. 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 AGM will be provided by CDSL.

11. The Members can join the AGM 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 AGM 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 AGM without restriction on account of first come first served basis.

12. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

13. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.syschem.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e.www.evotingindia.com.

14. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA. dated 5th May, 2020 and subsequent circulars issued in this regard, the latest being general circulars no. 09/2023, September, 2023 and 09/2024 dated 19th September, 2024 (Collectively referred as MCA circulars) has permitted the holding of the Annual General meeting through other Audio –Visual means(‘OAVM) without Physical presence of the members.

15. In compliance with the MCA Circulars, the Company has published a public notice by way of an advertisement made dated 04.09.2026 in Hindi and Financial Express (In English) in Chandigarh and Delhi, advising the members whose e-mail ids are not registered with the Company, its Registrar and Share Transfer Agent (RTA) or Depository Participant(s) (DPs), as the case may be, to register their e-mail ids with them.

16. The Portal for E-voting will remain open for the Members for exercising their voting from **Sunday 27th September, 2026 at 09:00 AM** India Standard Time (‘IST’) till **Tuesday**, **29th September, 2026 at 05:00 PM** (IST) both days inclusive. The E-voting needs to be exercised by 05:00 PM (IST) on Tuesday, 29th September, 2026. 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 Wednesday, 23rd September, 2026 (‘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.

17. Since, AGM will be held through VC/OAVM, the Route Map is not annexed in the Notice.

18. Members holding shares in physical form are requested to notify / send the following to the Registrar & Transfer Agent (RTA) of the Company **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:

    a. their **E-mail ID**, in case the same have not been sent earlier, for the purpose of receiving the communication electronically

b. any change in their address / E-mail ID / ECS Mandate / Bank details
c. Share Certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account
d. their Bank account details in order to receive payment of dividend, whenever declared, through electronic mode, as and when it would be declared

B. Members holding shares in dematerialized form are requested to notify to their Depository Participant:
a. their E-mail ID.
b. all changes with respect to their address, E-mail ID, ECS mandate and Bank details.

19. The Securities and Exchange Board of India has notified that the shareholders / transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their Income Tax Permanent Account Number (PAN) Card to the Company / RTA while transacting in the securities market including transfer, transmission or any other corporate action. Accordingly, all the shareholders / transferees of shares (including joint holders) in physical form are requested to furnish a certified copy of their PAN Card to the Company / RTA while transacting in the securities market including transfer, transmission or any other corporate action.

20. The shares of the Company are under compulsory Demat trading. Members holding shares in physical form are requested to convert their shares into dematerialized form in their own interest and convenience purpose.

21. To support the Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with M/s Beetal Financial & Computer Services Private Limited in case the shares are held by them in physical form.

22. Details under Listing Regulations, 2015 in respect of the Directors seeking appointment / re-appointment at the AGM, is separately annexed hereto. The Directors seeking appointment / re-appointment have furnished the declaration under Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Section 164(2) of the Companies Act, 2013 and other requisite declarations for their appointment / re-appointment.

23. Members holding shares in physical form and desirous of making a nomination or cancellation / variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to the RTA of the Company M/s Beetal Financial & Computer Services Pvt. Ltd. the prescribed Form SH 13 for nomination and Form SH 14 for cancellation / variation as the case may be. Members holding shares in demat mode may contact their respective Depository Participant for availing this facility.

24. The Board of Directors has appointed CS Kanwaljit Singh, Peer Reviewed Company Secretary in Practice (Membership No. FCS 5901), as Scrutinizer for scrutinizing the E-voting in a fair and transparent manner.

25. The result of AGM will be posted on the Company`s website www.syschem.in CDSL`s website www.evotingindia.com and will be communicated to be BSE Limited ('BSE').

26. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

27. Members are advised to refer to the Shareholders General Information as provided in the Annual Report.

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL E-voting syschem in case of Individual shareholders holding shares in demat mode.
Step 2: Access through CDSL e-voting syschem in case of shareholders holding shares in Physical mode and non -Indian

(i) The voting period begins on**, Sunday that is 27th September, 2026** at 9.00 AM and ends on **Tuesday, 29th September, 2026** 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 Wednesday, September 23, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 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 accountholders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9,2020,** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to 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 Depository**	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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on

	www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Important note: Members who are unable to retrieve User-ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Help desk for Individual shareholder holding securities in demat for any technical issue related to login through Depository i.e. CDSL and NSDL

Login type	**Helpdesk details**
Individual Shareholders holding securities Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities 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: 022 - 4886 7000 and 022 - 2499 7000

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting websitewww.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) Ifyouareholdingsharesindematformandhadloggedontowww.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • 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.

(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 <Syschem (India) Limited> 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 “CONFIRM” your vote on the resolution; you will not be allowed to modify your vote.
(xi) If a demat account holder has forgotten the login password the Enter the User id and the image verification code and click on forgot Password &enter the details as prompted by the system.
(xii) There is also optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting only

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “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.

- 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.
- It is mandatory that, 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.
- 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **20 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at shikhakataraia@syschem.in. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

PROCESS FOR THE SHAREHOLDERS WHOAOC-SE MAIL ADDRESS 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 Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to **helpdesk.evoting@cdslindia.com** or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Future, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call toll free no. 1800 21 09911.

Place: Chandigarh
Date: 01.09.2026

By order of the Board of Directors
for SYSCHEM (INDIA) LIMITED

SD/-

Ranjan Jain
Managing Director
DIN: 00635274

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

ITEM NO. 5,6 & 7:

The members are hereby informed that a lot of the businesses of the company are executed with **Pharmacare International**, a partnership concern in which none of the director or their relative is interested as a partner or otherwise. Hence, Pharmacare International is related as the Promoters of the Company are Partners in the Pharmacare International Firm. However, as per the amendments in Regulation 2(1)(zb) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, any person or entity holding 10% or more of the shareholding in the Company shall deemed to be related Party. Further, as per amended provision 23(4) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 prior permission of members is required for all material related party transactions. Since, Company is doing major business with the Pharmacare; hence, permission of the members is hereby sought. The Audit Committee has already approved the same. The Company has already obtained approval of the Members for the proposed Material Related Party Transactions for the financial year 2026-27. However, pursuant to the proviso to Regulation 23(4) of the SEBI LODR Regulations, the omnibus approval granted by the Members for Material Related Party Transactions at an Annual General Meeting shall remain valid until the date of the next Annual General Meeting, subject to the timelines prescribed under regulation 23 (4)of SEBI (Listing Obligations and Disclosure requirements, 2015.
Accordingly, to align the approval with the annual general meeting cycle prescribed under the SEBI LODR Regulations, the approval of the Members is being sought afresh for the proposed Material Related Party Transactions, which shall remain valid from the date of this Annual General Meeting until the date of the next Annual General Meeting, subject to applicable laws and regulations.

Further, the members are hereby informed that the company has executed transactions (Purchase and Sale) with **JB Khokhani & Co**, in which none of the director or their relative is interested as a partner or otherwise, But Promoters are the directors in the Co. Hence, JBK Khokhani & Co is not related as per the Companies Act, 2013. However, as per the recent amendments in Regulation 2(1)(zb) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, any person or entity holding 10% or more of the shareholding in the Company shall deemed to be related Party. Further, as per amended provision 23(4) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 prior permission of members is required for all material related party transactions, hence, permission of the members is hereby sought. The Audit Committee has already approved the same. The Company has already obtained approval of the Members for the proposed Material Related Party Transactions for the financial year 2026-27. However, pursuant to the proviso to Regulation 23(4) of the SEBI LODR Regulations, the omnibus approval granted by the Members for Material Related Party Transactions at an Annual General Meeting shall remain valid until the date of the next Annual General Meeting, subject to the timelines prescribed under regulation 23(4) of SEBI (Listing Obligations and Disclosure requirements, 2015.
Accordingly, to align the approval with the annual general meeting cycle prescribed under the SEBI LODR Regulations, the approval of the Members is being sought afresh for the proposed Material Related Party Transactions, which shall remain valid from the date of this Annual General Meeting until the date of the next Annual General Meeting, subject to applicable laws and regulations.

The members are hereby informed that the company has executed transactions (Purchase and Sale) with **Indosol Export**, in which none of the director or their relative is interested as a partner or otherwise, But Promoters are the directors in the Co. Hence, Indosol Export is not related as per the Companies Act, 2013. However, as per the recent amendments in Regulation 2(1)(zb) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, any person or entity holding 10% or more of the shareholding in the Company shall deemed to be related Party. Further, as per amended provision 23(4) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 prior permission of members is required for all material related party transactions, hence, prior permission of the members is hereby sought. The Audit Committee has already approved the same. The Company has already obtained approval of the Members for the proposed Material Related Party Transactions for the financial year 2026-27. However, pursuant to the proviso to Regulation 23(4) of the SEBI LODR Regulations, the omnibus approval granted by the Members for Material Related Party Transactions at an Annual General Meeting shall remain valid until the date of the next Annual General Meeting, subject to the timelines prescribed under regulation 23(4) of SEBI (Listing Obligations and Disclosure requirements, 2015.

Accordingly, to align the approval with the annual general meeting cycle prescribed under the SEBI LODR Regulations, the approval of the Members is being sought afresh for the proposed Material Related Party Transactions, which shall remain

valid from the date of this Annual General Meeting until the date of the next Annual General Meeting, subject to applicable laws and regulations.
This to note that no related parties are allowed to vote on these Material Related Party Transactions resolutions.

Annexure 3 is hereby attached for the additional disclosure of Material related parties.

The Board recommends passing of the proposed Ordinary Resolution.

ITEM NO. 8:

The Board on the recommendation of the Audit Committee has approved the appointment of **M/s. CL. Bansal & Associates**, Cost Auditors at remuneration of Rs. 75,000/- plus Goods and Service Tax (GST) as applicable to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027. In accordance with the provisions of the Section 148 of the Act read with the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly consent of the members is sought.

The Directors recommends the resolution for members' approval as an Ordinary Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

ITEM NO. 9:

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 shall be deemed to be a related party as per the amendment in Regulation 2(1)(zb) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement), 2015.

The Company provided corporate guarantee and security on the Credit Facilities taken by Pharmacare International of an amount of Rs. 50 Crores Only after taking Shareholders approval in the Extra Ordinary General Meeting dated 9th April, 2022. As the partnership concern being a related party as per SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, Company hereby seeks ratification for the same. As per recent amendment in the in regulation 23 of LODR, (Listing Obligations and Disclosure Requirement) Regulations, 2015, prior approval of shareholders is required. Hence, Company hereby seeks ratification 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. Annexure 3 part B(1) and (2) attached for further explansation.

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

Name of Related Party	Description of Corporate Guarantee/ Transaction	Total Transaction Value (Rs. in Crore)
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.50 crore by HDFC Bank Limited	50

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

Name of Related Party	Name of Director or Key Managerial Personnel of the Company who is related Party, if any	Nature of Relationship/ position in Pharmacare International	Material Terms of the Corporate Guarantee/ contract Or arrangement	Any other information relevant or important for the members to take a decision on the proposed resolution
Pharmacare International	**NIL**	Pharmacare International is an entity related to Promoter 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 consisting of all movable assets being movable properties now stored at or being stored or which may hereafter be brought into or stored present installed at all the locations. 2. all the security providers moveable properties including its moveable plant and machinery, machinery spares, tools and Accessories and other moveable's)	**NA**

ITEM NO. 10

Mr. Ranjan Jain, (DIN: 00635274) is currently serving as Managing Director of the Company and has been associated with the Company for a long period and has played a significant role in the growth and operations of the Company. Considering the change in roles and responsibilities in the management and administrative structure of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, approved the re-designation of Mr. Ranjan Jain from Managing Director to Whole Time Director of the Company, subject to approval of the shareholders.

The Board wishes to inform the Members that the Company had earlier sought shareholders' approval for the proposed re-designation through Postal Ballot dated 12th of July, 2026, however, the proposed Special Resolution did not receive the requisite majority of votes for approval. Thereafter, the Nomination and Remuneration Committee and the Board of Directors reconsidered the proposal in light of the Company's current operational requirements, business expansion, organizational structure and the continued contribution of Mr. Ranjan Jain, DIN: 0063527 after detailed deliberations, both the Committee and the Board concluded that the proposed re-designation continues to be in the best interests of the Company and its stakeholders and therefore decided to place the proposal before the shareholders once again for their consideration and approval.

Mr. Ranjan Jain is a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, payment of remuneration requires approval of shareholders.

The terms and conditions of his appointment including remuneration are considered to be fair, reasonable and commensurate with his experience, responsibilities and duties assigned to him.

The Board recommends the resolution for approval of the shareholders.

Except Mr. Ranjan Jain and his relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution.

Name of Director	Mr. Ranjan Jain (DIN:00635274)
Name of Director	Mr. Ranjan Jain as being Promoter/ Director of the Company.
Relationship	Promoter/ Director of the Company
Nature of Transaction	Approval for remuneration for a period of 3 years.
Tenure of Appointment	5 years as Whole Time Director
Remuneration	Up to 700,000 per month
Maximum Transaction Value	Up to Rs. 84,00,000 lakhs per annum
Percentage of Turnover (if material)	Not Applicable, as transaction is not Material in Nature
Justification for the Transaction	Considering the size of operations of the Company, turnover, industry benchmarks in the pharmaceutical sector, roles and responsibilities handled by the Executive Director, and the performance of the Company, the proposed remuneration is reasonable, industry comparable and in the best interest of the Company and its shareholders.
Arm's Length	Yes, at Arm's Length
Ordinary Course of Business	Yes, Ordinary Course of Business
Nomination and Remuneration Approval	Yes, Committee Approval taken on 4th of August, 2026.
Board Approval	Yes, Boards Approval taken on 01st September, 2026.
Shareholders' Approval	Being Sought
Any advance paid	NA

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

Statement containing Additional Information as required in schedule V of the Companies Act, 2013

General Information				
Nature of Industry	Pharma Industry			
Date or expected date commencement of Commercial Production	The company is in production for more than 25 years			
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA			
Financial performance based	**Year**	**2023-24**	**2024-2025**	**2025-26**
given indicators	**Particular**	**(In Cr)**	**(In Cr)**	**(In Cr)**
	Net Revenue from Operations	233.48	386.23	654.23
	Other Income	0.17	0.04	0.02
	Total	233.65	386.27	654.65
	Net Profit Before Tax	4.12	1.01	14.79
	Tax Expense	-2.04	-0.55	-3.86
	Net Profit/Loss after Tax	2.08	0.46	10.93
Foreign investments collaborations, if any	Not Applicable			
II Information about the appointee				
Background Details	Mr. Ranjan Jain, is commerce Graduate. He has vast knowledge, experience and expertise in the field Finance & Administration and his appointment shall be of immense benefit to the Company. He is having more than 25 years of experience in the industry.			
Past remuneration Drawn	Rs. 36,00,000 (Thirty-six Lakhs) per annum, remuneration drawn during previous year. However, the approval from shareholder for remuneration of up to 700,000 P.A. was taken. But the after change of designation, we are seeking the shareholder`s approval again.			
Recognition or awards	NIL			
Job profile and his suitability	Looking after Finance, legal & commercial and day today activities the company			

<table>
<tr><td>Remuneration proposed Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</td><td colspan="4">Up to 7,00,000 (Seven Lakhs) per month and up to Rs. 84,00,000 (Eighty-Four Lakhs Per Annum) per Annum</td></tr>
<tr><td>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.</td><td colspan="4">Mr. Ranjan Jain is an executive director of the company and is holding 2655,000 shares in the company as on 31st March, 2026. His Remuneration drawn during the financial year 2025-26 during was Rs. 36.00 lakhs and remuneration of his wife, who is also the employee of the Company draw a remuneration of 24.00 lakhs P.A. during the previous Financial Year. Except this he does not have any other direct or indirect relationship with the company.</td></tr>
<tr><td colspan="5">III other information</td></tr>
<tr><td>Reasons of loss or inadequate profits</td><td colspan="4">In the earlier financial years, the turnover of the company was low due to adverse market conditions, but now losses turned into profitability and condition of the company is improving but still profitability is inadequate.</td></tr>
<tr><td>Steps taken or proposed to be taken for improvement</td><td colspan="4">The Company has taken various steps for the improvement like the Company is trying to repay all its debt and set up new plant, whose commercial production will start soon, hope fully after this the Company`s turnover will increase to meet the market demand of the Product.</td></tr>
<tr><td rowspan="4">Expected increase in productive and profits in measurable terms.</td><td>Year (In Cr)</td><td>2026-27</td><td>2027-28</td><td>2028-29</td></tr>
<tr><td>Turnover (Net)</td><td>910.4</td><td>1156.3</td><td>1180.0</td></tr>
<tr><td>EBITDA</td><td>34.14</td><td>46.25</td><td>50.15</td></tr>
<tr><td>Net Profit/ Loss</td><td>20.48</td><td>30.06</td><td>32.45</td></tr>
</table>

Justification by Nomination and Remuneration Committee (NRC) for re-designation once again

The Nomination and Remuneration Committee, after reviewing the outcome of the earlier Postal Ballot wherein the proposed re-designation and appointment of the Executive Directors did not receive the requisite majority of votes from the shareholders, reconsidered the matter in detail at its meeting.

The Committee carefully evaluated the present organizational structure, succession planning, business requirements, leadership responsibilities and the operational needs of the Company. The Committee observed that, since the earlier proposal, the Company has continued its growth trajectory with significant improvement in turnover, profitability, manufacturing capacity, operational efficiency and strategic business expansion. Considering these developments, the Committee was of the view that the proposed allocation of executive responsibilities between the Managing Director and the Whole-time Director would provide greater operational efficiency, strengthen governance, ensure clear accountability and support the Company's future growth plans.

The Committee further noted that the proposal does not involve the appointment of any new managerial personnel but only a re-designation of the existing Executive Directors in accordance with their respective functional responsibilities. There is no material increase in the remuneration proposed on account of such re-designation, and the remuneration continues to remain within the limits prescribed under the Companies Act, 2013 and Schedule V thereto.

Accordingly, after considering the qualifications, experience, expertise, integrity, leadership capabilities and continued contribution of Mr. Ranjan Jain, the Nomination and Remuneration Committee unanimously recommended that the Board reconsider the proposal and place the same before the shareholders for their approval, being in the best interests of the Company and all its stakeholders.

The Board of Directors recommends the Special Resolution set out at Item No. 10 of the Notice for the approval of the Members.

Except Mr. Ranjan Jain and his relatives, to the extent of their shareholding, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 11:

Mr. Suninder Veer Singh is currently serving as Whole Time Director of the Company and has been associated with the Company for a long period and has played a significant role in the growth and operations of the Company. Considering the change in roles and responsibilities in the management and administrative structure of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, approved the re-designation of Mr. Suninder Veer Singh from Whole Time Director to Managing Director of the Company, subject to approval of the shareholders.

The Board wishes to inform the Members that the Company had earlier sought shareholders' approval for the proposed re-designation through Postal Ballot. However, the proposed Special Resolution did not receive the requisite majority of votes for approval. Thereafter, the Nomination and Remuneration Committee and the Board of Directors reconsidered the proposal in light of the Company's current operational requirements, business expansion, organizational structure and the continued contribution of the concerned Executive Director. After detailed deliberations, both the Committee and the Board concluded that the proposed re-designation continues to be in the best interests of the Company and its stakeholders and therefore decided to place the proposal before the shareholders once again for their consideration and approval.

The aforesaid remuneration of Mr. Suninder Veer Singh falls within the maximum ceiling limits specified under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and provisions of the Rules framed thereunder. He holds 587000 equity shares of the company amounting to 1.20% of the share capital.

The terms and conditions of his appointment including remuneration are considered to be fair, reasonable and commensurate with his experience, responsibilities and duties assigned to him.

The Board recommends the resolution for approval of the shareholders.

Except Mr. Suninder Veer Singh and his relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution.

Name of Director	Mr. Suninder Veer Singh, (DIN: 07693557)
Name of Director/KMP interested	Mr. Suninder Veer Singh as being Promotor/ Director of the Company.
Relationship	Promotor/ Director of the Company
Nature of Transaction	Approval for remuneration for a period of 3 years.
Tenure of Appointment	5 years
Remuneration	Up-to 700,000 per month
Maximum Transaction Value	Up to Rs. 84,00,000 lakhs per annum
Percentage of Turnover (if material)	Not Applicable, as transaction is not Material in Nature
Justification for the Transaction	Considering the size of operations of the Company, turnover, industry benchmarks in the pharmaceutical sector, roles and responsibilities handled by the Executive Director, and the performance of the Company, the proposed remuneration is reasonable, industry comparable and in the best interest of the Company and its shareholders.
Arm's Length	Yes, at Arm's Length
Ordinary Course of Business	Yes, Ordinary Course of Business
Nomination and Remuneration Committee Approval	Yes, Committee approval taken on 4th of August, 2026
Board Approval	Yes, Boards approval taken on 1st September, 2026
Shareholders' Approval	Being Sought
Any advance paid	NA

Statement containing Additional Information as required in schedule V of the Companies Act, 2013

General Information				
Nature of Industry	Pharma Industry			
Date or expected date commencement of Commercial Production	The company is in production for more than 25 years.			
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA			
Financial performance based	**Year**	**2023-24**	**2024-2025**	**2025-26**
given indicators	**Particular**	**(In Cr)**	**(In Cr)**	**(In Cr)**
	Net Revenue from Operations	233.48	386.23	654.23
	Other Income	0.17	0.04	0.02
	Total	233.65	386.27	654.65
	Net Profit Before Tax	4.12	1.01	14.79
	Tax Expense	-2.04	-0.55	-3.86
	Net Profit/Loss after Tax	2.08	0.46	10.93
Foreign investments collaborations, if any	Not Applicable			

II Information about the appointee	
Background Details	Mr. Suninder Veer Singh, he has done MBA. He has vast knowledge, experience and expertise in the field marketing and his appointment shall be of immense benefit to the Company. He is having more than 20 years of experience in the industry.
Past remuneration Drawn	Rs. 39, 00,000 (Thirty-nine lakhs) per annum, remuneration drawn during previous year. However, the approval from shareholder for remuneration of up to 700,000 P.A. was taken. Due to the change of designation, we are seeking the shareholders' approval again
Recognition or awards	NIL
Job profile and his suitability	Looking after marketing, fund management, banking and day today activities the company

<table>
<tr><td>Remuneration proposed Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</td><td colspan="4">Up to Rs. 7,00,000 (Seven Lakhs) per month and Rs. 84,00,000 (Eighty-Four Lakhs Per Annum)</td></tr>
<tr><td>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.</td><td colspan="4">Mr. Suninder Veer Singh is an executive director of the company and is holding 587000 shares in the company. His Remuneration drawn during the financial year 2025-26 during was Rs. 39.00 lakhs and remuneration of his wife, who is also the employee of the Company draw a remuneration of Rs. 30.00 lakhs P.A. during the previous Financial Year. Except this he does not have any other direct or indirect relationship with the company.</td></tr>
<tr><td colspan="5">III other information</td></tr>
<tr><td>Reasons of loss or inadequate profits</td><td colspan="4">In the earlier financial years, the turnover of the company was low due to adverse market conditions, but now losses turned into profitability and condition of the company is improving but still profitability is inadequate.</td></tr>
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(In Cr)</td><td>2026-27</td><td>2027-28</td><td>2028-29</td></tr>
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<tr><td>Net Profit/ Loss</td><td>20.48</td><td>30.06</td><td>32.45</td></tr>
</table>

Justification by Nomination and Remuneration Committee (NRC) for re-designation once again

The Board of Directors, after considering the recommendation of the Nomination and Remuneration Committee, deliberated upon the outcome of the earlier Postal Ballot and the reasons for placing the proposal before the shareholders once again.

The Board noted that the earlier Postal Ballot did not receive the requisite majority for approval of the proposed re-designation of the Executive Directors. However, the Board is of the considered opinion that the proposed changes remain appropriate and necessary in view of the evolving business requirements, expansion of operations, increasing scale of business and the need for an efficient allocation of executive functions within the senior management of the Company.

The proposed re-designation is intended only to align the designation of the Executive Directors with the roles and responsibilities presently being discharged by them and to strengthen the overall governance framework of the Company. The proposal does not result in any change in the composition of the Board or any additional financial burden on the Company beyond the remuneration already proposed in accordance with the applicable provisions of the Companies Act, 2013.

The Board also took into consideration the continued contribution Mr. Suninder Veer Singh in the areas of business development, marketing, banking, fund management and overall business operations. Their leadership has significantly contributed to the Company's improved operational and financial performance.

Considering the above factors, the Board believes that the proposed re-designation is in the long-term interests of the Company, its shareholders and all other stakeholders and accordingly recommends the Special Resolutions for approval by the Members.

The Board of Directors recommends the **Special Resolution** set out at Item No. 11 of the Notice for approval of the Members.

Except **Mr. Suninder Veer Singh** and his relatives, to the extent of their shareholding, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

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

Annexure 1:

Information regarding Details of the Director Seeking Reappointment in Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Director	Mr Ranjan Jain
Date of Birth	09.11.1966
Date of Appointment	13.01.2015
Qualification	Graduate in Economics
Expertise in Specific functional areas	Mr. Ranjan Jain, is commerce Graduate. He has vast knowledge, experience and expertise in the field Finance & Administration and his appointment shall be of immense benefit to the Company. He is having more than 25 years of experience in the industry.
No of Board Meeting attended during the year 2025-26	07
Directorship in another Company	NIL
Shareholding in the Company	As on 31st March, 2026, Mr. Ranjan Jain holds 26, 55,000 Equity Shares.
Chairmanship in another Committee as on 31st March, 2025	Member of Stakeholders Committee
Remuneration last drawn	36 Lakhs PA

For other details such as number of shares held, number of meetings of the Board attended during the year remuneration drawn in respect of the aforesaid Director; please refer to the Corporate Governance Report.

Annexure 2
Disclosure pursuant to regulation 36(5) of the SEBI (Listing Obligations and Disclosure requirements), 2015

The Board of Directors, at its meeting, based on the recommendation of the Audit Committee, has recommended the appointment of M/s Bansal Vijay & Associates, Chartered Accountants (Firm Registration No. 014930N), as the Statutory Auditors of the Company for a term of five consecutive years commencing from the conclusion of the 33rd Annual General Meeting until the conclusion of the 38th Annual General Meeting, to audit the financial statements of the Company for the financial years 2026-27 to 2030-31.
The requisite disclosures pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Particulars	**Details**
Name of the proposed Statutory Auditor	M/s Bansal Vijay & Associates
Firm Registration No.	014930N
Nature of appointment	Appointment of Statutory Auditor
Term of appointment	Five consecutive years commencing from the conclusion of the 33rd AGM until the conclusion of the 38th AGM
Period to be audited	Financial Years 2026-27 to 2030-31
Proposed Fee	As decided by the Board of Directors
Basis of recommendation	The Audit Committee, after considering the qualifications, experience, professional competence, technical expertise, industry experience, resources, independence and overall suitability of M/s Bansal Vijay & Associates, has recommended their appointment as Statutory Auditors. The Board of Directors, based on the recommendation of the Audit Committee, recommends their appointment to the Members.
Credentials	M/s Bansal Vijay & Associates, Chartered Accountants, is a professional firm having experience in audit and assurance services and related professional assignments. The firm has professional experience and possesses expertise in statutory Audits. The firm has adequate professional resources to undertake the statutory audit of the Company.
Consent and Eligibility	The Company has received the written consent and eligibility certificate from M/s Bansal Vijay & Associates confirming their eligibility and consent for appointment under Sections 139 and 141 of the Companies Act, 2013 and the Rules made thereunder.
Independence	The proposed Statutory Auditors have confirmed their independence and that they are free from any disqualification and satisfy the applicable eligibility requirements for appointment as Statutory Auditors of the Company.

Annexure 3: Detailed disclosure of related Parties as a part of explanatory under regulation 102 of the Companies Act, 2013

S. NO.	Particulars of the Information	Information to be provided by management Pharmacare International	Information to be provided by management Indosol Export	Information to be provided by management JB Khokhani & Co
1	**Name of the related party**	Pharmacare International	Indosol Export	JB Khokhani & Co
2	**Country of incorporation of the related Party**	India	India	India
3	**Nature of Business of Related Party**	Manufacturing and Supplying of Pharma products	Manufacturing and supplying of Pharma products	Manufacturing and Supplying of Pharma products
A (2)	**Relationship and ownership of the related party**			
1	**Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and the following:** • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Listed Entity is not directly related with related Party. The promoters of the Company are partner in related party. • Indirect shareholding of Promoters • Partnership Concern under Indian Partnership Act, 1932 • Promoters are	Listed Entity is not directly related with related Party. The promoters of the Company are partner in related party. • Indirect shareholding of Promoters • Partnership Concern under Indian Partnership Act, 1932	Listed Entity is not directly related with related Party. The promoters of the Company are partner in related party. • Indirect shareholding of Promoters • Partnership Concern under Indian Partnership Act, 1932

	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	interested Namely: • Mr. Bhavesh Virendra Shah • Mr. Bimal Virendra Shah	• Promoters that are Interested: Namely • Bimal Virendra Shah • Kalpana Virendra Shah	• Promoters are Interested Namely: • Dinesh Jagdishchandra Khokhani • Mahesh J Khokhani • Mehul Jagadishchandra Khokhani
A(3)	**Details of previous transactions with related Party**			
1	**Total Amount of all transactions with the related parties in the previous financial year 2025-26.**	Sales: Rs. 130.69 Cr Purchase: Rs. 132.09 Cr Security Deposit: Rs. 2.50 Cr Corporate Guarantee:50 Cr	Sales: Rs. 29.98 Cr	Sales: Rs. 13.50 Cr
2.	**Total Amount of all transactions undertaken by the Listed Entity with related Party in the current financial year to the quarter immediately preceding the quarter in which approval is sought**	**April, 2026 to June, 2026(Figures in Lakhs)** Sales 2792.44 Purchase 4127.76 Security dep 0.00	**April, 2026 to June, 2026 (Figures in Lakhs)** Sales 18.52 Purchase 0.00	**April, 2026 to June, 2026(Figures in Lakhs)** Sales 86.62 Purchase 0.00
A.4		**Details of previous transactions with related Party**		
1	**Nature of Relationship**	Pharmacare International a partnership concern is related party as the Promoter of the Company having more than 10% of the shareholding of the Company are the designated partner in the Partnership Concern. Indirectly related	Indosol Export is related party as the Promoter of the Company having more than 10% of the shareholding of the Company are the designated partner in the Partnership Concern.	The related party have indirect shareholding in the listed entity as the Promoters of listed entity are also Director of the related Party.
2	**Amount of the proposed transactions being placed for approval in the meeting of the**	600 Cr	100 Cr	100 Cr

	Audit Committee/ shareholders from this AGM till next AGM			
3	**Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?**	Yes	Yes	Yes
4	**Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year that is 31 March 2026 is 654.63 Cr**	Proposed Transaction for which approval is sought is 600 Cr 91.65%	Proposed Transaction for which approval is sought is 100 Cr 15.28%	Proposed Transaction for which approval is sought is 100 Cr 15.28%
5	**Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)**	NA	NA	NA
6	**Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available**	Proposed Transaction for which approval is sought is 600 Cr 91.65%	Proposed Transaction for which approval is sought is 100 Cr 15.28%	Proposed Transaction for which approval is sought is 100 Cr 15.28%
7	**Financial performance of the related party for the immediately preceding financial year 2024-25:** • **Turnover**			

	• **Profit After Tax** • **Net Worth**	217 Cr 2 Cr 55 Cr	135 Cr 6.40 Cr 35.58 Cr	212 Cr 6 Cr 34 Cr
A(5)	**Basic Detail of the Proposed Transaction**			
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Transactions involve (s) Purchase, sale or supply of any goods or material; Providing Job work services to the related party. Providing Corporate Guarantee to the Pharmacare International on the Credit Loan availed by them from HDFC bank in the financial year 2022-23 up a total value of 50 Cr	Transactions involve (s) Purchase, sale or supply of any goods or material. Providing Job work services to the related party.	Transactions involve (s) Purchase, sale or supply of any goods or material. Providing Job work services to the related party.
2	Details of each type of the proposed transaction	sale, purchase or supply of any goods or materials; selling or otherwise disposing of, or buying, property of any kind; Leasing of Property any Kind; Availing or rending of services of any kind; Appointment of agent for purchase or sale of goods, materials, service or property; Appointment of such related party in the place of profit in the company, its subsidiary company or associate company; Underwriting the subscription of any	sale, purchase or supply of any goods or materials; selling or otherwise disposing of, or buying, property of any kind; Leasing of Property any Kind; Availing or rending of services of any kind; Appointment of agent for purchase or sale of goods, materials, service or property; Such related party in the place of profit in the company, its subsidiary company or associate company; Underwriting the subscription of any securities or deviation thereof, of the Company;	supply of any goods or materials; selling or otherwise disposing of, or buying, property of any kind; Leasing of Property any Kind; Availing or rending of services of any kind; Appointment of agent for purchase or sale of goods, materials, service or property; Such related party in the place of profit in the company, its subsidiary company or associate company; Underwriting the subscription of any

		securities or deviation thereof, of the Company; Giving guarantee for any credit facilities to such related party		securities or deviation thereof, of the Company;
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One year	One year	One year
4	Whether omnibus approval is being sought?	Yes	Yes	Yes
5	Value of the proposed transaction from 33rd AGM till 34th AGM	600 Cr	100 Cr	100 Cr
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Justification mentioned in part B	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Justification mentioned in part B
7	a. Name of the director / KMP	NA Not Related with Director and KMP, but related with Promoters	NA Not Related with Director and KMP, but related with Promoters	NA Not Related with Director and KMP, but related with Promoters
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Indirect in related party	Indirect in related party	Indirect in related party
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	NA	NA	NA
9	Other information relevant for decision making	NA	NA	NA

B(1)
Disclosure of transactions relating to sale, purchase or supply of goods or service or any other similar business transaction and trade advances:

S.NO	Particulars of the information	Pharmacare International	Indosol Export	JB Khokhani & Co
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Other method	Other Method	Other Method
2.	Basis of determination of price.	Determined by the board, considering the price at which raw material is obtained, as there is variations in dollar price.	Determined by the board, considering the price at which raw material is obtained, as there is variations in dollar price.	Determined by the board, considering the price at which raw material is obtained, as there is variations in dollar price.
3.	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	**NA**	**NA**	**NA**
	a. Amount of Trade advance	**NIL**	**NIL**	**NIL**
	b. Tenure			
	c. Whether same is self-liquidating?	**NIL**	**NIL**	**NIL**

B(2) Disclosure of providing Corporate Guarantee by the Listed Entity for its related Entity:

S.NO	Particulars of the Information	Information provided by the management
1.	**(A) Rationale for giving Guarantee** **(b) Whether it will create legal Binding/obligations on the Company**	The corporate guarantee is proposed to support the financial requirements of the related party for ensuring uninterrupted business operations and maintaining a stable supply chain. The transaction is expected to facilitate smooth business operations and is in the commercial interest of the Company.
2.	**Material covenant of the**	NA

	Proposed transaction including: **(a) Commission to be received by the listed Entity** **(b) Contractual provisions on how listed Entity shall recover money**	
3	**The value of obligations undertaken by the listed company for which guarantee taken by the related Party**	50 Cr

Part B. Justification for Entering into Transactions with Material related Parties:

Efficient & Reliable Operations:

Transacting with a related parties in the ordinary course of business helps leverage established trust, deep industry knowledge, and operational synergies—reducing on boarding costs and improving coordination.

Cost & Time Advantages:

Familiarity enables streamlined negotiations and ensures faster execution compared to sourcing from an unrelated party, enhancing delivery timelines and potentially lowering overheads.

Strengthened Strategic Ties:

Active cooperation with related entities fosters long-term alignment in supply, services, or shared resources, contributing to business resilience and scale.

Further the Transactions entered with Related Party are at the Arm`s Length Price.

Holistic Terms Comparison: It’s not just price—it includes credit terms, quantity, delivery, service quality, etc. For instance, offering standard payment terms to a related party must match what would be offered to independent vendors.

Further we hereby confirm that the transactions are at arm’s length price.

“The Audit Committee has reviewed the proposed transactions with related Parties and noted that the pricing and terms are comparable to those offered by unrelated parties for similar transactions. Therefore, the transactions are considered to be conducted on an arm’s length basis and in the ordinary course of business.”

Annexure 4

Information regarding Details of the Director Seeking Reappointment in Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)

Name of the Director	**Ranjan Jain**	**Suninder Veer Singh**
Date of Birth	09.11.1966	26.03.1974
Date of Appointment	13.01.2015	30.12.2016
Qualification	Graduate in Economics with Working Experience in the Pharma field for more than 25 Years.	M.B.A from Recognized University
Expertise in Specific functional areas	Mr. Ranjan Jain, the Executive Managing Director of the Company having a degree in Economics and has over 25 years of experience in the industry and associated from 2011 in Syschem India Limited, has spread headed the Company`s growth and diversification into its respective business areas. He is deeply involved in the day-to-day affairs of the Company and mainly in Finance sector and Legal sector.	Suninder Veer Singh is having more than 20 years of experience in the pharmaceutical field. He is a M.B.A from Recognized University and has worked with various Companies such Nectar Life Sciences, Dalas Biotech, Scot Edil and he promoted the Company in the and looking after day-to-day affairs of the Company and have specialization in Marketing field.
No of Board Meeting attended during the year 2025-26	07	07
Directorship in another Company	NIL	NIL
Shareholding in the Company	As on 31st March, 2026, he holds 2655,000 Equity Shares	As on 31st March, 2026, Mr. Suninder Veer Singh holds 5,87,000 Equity Shares.
Chairmanship in another Committee as on 31st March,	Member of Stakeholders	Member of Stakeholders

2026	Committee	Committee
Remuneration last drawn	36.00 Lakhs PA	39 Lakhs PA

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

GREEN INITIATIVE IN CORPORATE GOVERNANCE

Dear Shareholders,

In case you have not registered your email address for receiving communication from Company in electronic mode, you may submit in registration form given herein below to the Share Transfer Agents namely M/s. Beetal Financial & Computer Service Pvt Ltd, Beetal, Housing, 3rd Floor, 99, Madangir, Behind LSC, New Delhi-10062 or to the Company "Syschem (India) Limited" at the Corporate Office : SCO-825, NAC, Chandigarh-160101. Shareholders holding shares in demat form are requested to register their email address with their respective Depository Participants:

E COMMUNICATION REGISTERATION FORM

(As per the provisions of the Companies Act, 2013 and the rules made thereunder and the SEBI (Listing Obligations and Disclosures requirements) Regulations, 2015)

Folio No. DP ID & Client ID:

Name of 1st Registered Holder:

Name of Joint Holder(s):

Registered Address:

E-Mail ID to be registered):

I/ we shareholders of the Syschem (India) Limited agree to receive communication from the Company in electronic mode. Please register my/our above e-mail id in your records for sending communication through email.

Signatures:
Date:

Note: Shareholder(s) are requested to keep the Company/ Depository Participant informed as and when there is any change in the email address.