

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

POSTAL BALLOT NOTICE

Dear Member(s)

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with the Companies (Management and Administration) Rules, 2014 ("Rules"), including any statutory modification or re-enactment thereof for the time being in force, and other applicable laws and regulations, if any, that the resolution appended below is proposed to be passed through postal ballot by way of remote e-voting ("e-voting / remote e-voting").

The Ministry of Corporate Affairs, Government of India ("MCA") in terms of the General Circular No.14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 ("MCA Circulars"), in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, have advised the companies to take all decisions of urgent nature requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

As per the MCA Circulars, the Company will send Postal Ballot Notice only by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members on the resolution proposed in this notice will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and they are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company (the "Board") has appointed Mr. Kanwaljit Singh, Practicing Company Secretary, bearing CP No. 5901, as the Scrutinizer for conducting the postal ballot process by way of remote e-voting in a fair and transparent manner.

In compliance with Section 108 and other applicable provisions of the Act read with related Rules, the Company is pleased to provide e-voting facility to all its members to enable them to cast their votes electronically, instead of dispatching the physical form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members. Members are requested to read the notes to the Notice of the Postal Ballot for necessary details.

The Scrutinizer shall submit his report to the Company after completion of scrutiny of e-voting. The results of Postal Ballot process (by way of remote e-voting) will be declared on or before June 26, 2020 at 5:00 p.m. (IST) at the Registered Office. The results along with the Scrutinizer's Report will be displayed at the registered office of the Company. The results shall be communicated to the Stock Exchanges and the same along with the Scrutinizer's Report will be displayed on the Company's website www.syschem.in as well as on CDSL website www.evotingindia.com.

Item No. 1

ISSUE OF EQUITY SHARES ON A PREFERENTIAL ISSUE BASIS

To consider and, if thought fit, to pass with or without modification, if any, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable Rules thereunder, and the enabling provisions of the Memorandum of Association and Articles of

Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Registrar of Companies (the “RoC”) and the Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority (including RBI) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder),, the consent of the members of the Company be and is hereby accorded to the Board to offer, issue, and allot upto 27,50,000 Equity Shares of Rs.10/- each at a price of Rs. 10.00 each (Rupee Ten Only) (the “Equity Shares”), aggregating up to Rs. 2,75,00,000 (Rupees Two Crore Seventy Five Lacs only), including premium to the following persons at such time or times, in one or more tranches and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion.”

SR. NO.	NAME	FATHER'S NAME	ADDRESS	PAN NO.	EQUITY SHARES
1	Mr. Dinesh Jagdish Khokhani	Jagdish B Khokhani	B-207, Neelam Centre, Hind Cycle Road, Worli, MUMBAI 400 030	AACPK2975Q	1000000
2	Mr. Mahesh Jagdish Khokhani	Jagdish B Khokhani	7-B, Sambhav Tirth, 2-A, Bhulabhai Desai Road, MUMBAI 400 026	AACPK6604J	375000
3	Mr. Virendra Popatlal Shah	Popatlal Bhikhchand Shah	# 603, Pleasant Palace, 16, Narayan Daholkar Road, MUMBAI 400 006	AAYPS4785J	500000
4	Mr. Bhavesh V Shah	Virendra Popatlal Shah	# 603, Pleasant Palace, 16, Narayan Daholkar Road, MUMBAI 400 006	AQMPS2951C	437500
5	Mr. Bimal V Shah	Virendra Popatlal Shah	# 603, Pleasant Palace, 16, Narayan Daholkar Road, MUMBAI 400 006	AAYPS4825R	437500
	Total				2750000

RESOLVED FURTHER THAT, in accordance with the provisions of Chapter V of the ICDR Regulations, 2018 the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares is May 25, 2020, which is 30 days prior to the date on which this resolution is deemed to have been passed i.e. the last date specified for receipt of duly completed Postal Ballot Forms/e-voting i.e. 24th June, 2020.

RESOLVED FURTHER THAT the aforesaid issue of equity shares shall be subject to the following terms and conditions:

- The proposed allottee shall be required to bring in 100% of the consideration for the equity shares to be allotted to such proposed allottee, on or before the date of allotment thereof;
- The consideration for allotment of equity shares shall be paid to the Company from the bank accounts of the respective proposed allottee;
- The equity shares to be allotted to the proposed allottee shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations;
- The equity shares so allotted to the proposed allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under;
- The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution provided where the allotment of the equity shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission or within a period of 15 (Fifteen) days from the expiry of the offer period if any competing offer is being made pursuant to sub-regulation (1) of Regulation 20 of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ; and

- f) Allotment shall only be made in dematerialized form. The monies to be received by the Company from the Proposed Allottee for application of the Equity Shares pursuant to this shall be kept in a separate bank account to be opened by the Company and shall be utilized in accordance with Section 42 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottee) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s) i.e BSE Limited.”

RESOLVED FURTHER THAT the equity shares proposed to be so allotted shall rank pari-passu in all respects, with the existing fully paid up equity shares of face value of Rs. 10 (Rupees Ten only) each of the Company.”

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

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the equity shares and listing thereof with the Stock Exchange(s), the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s) for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Board.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Registrar of Companies, stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolutions.”

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**By Order of the Board of
Directors
For Syschem (India) Limited**

(Sd/-)
Suninder Veer Singh
Managing Director
DIN: 7693557

**Place: Chandigarh
Date: 12.05.2020**

Registered Office:
Village BARGODAM, Tehsil Kalka,
Distt. Panchkula (Haryana)

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) stating material facts and reasons for the proposed resolution(s) is annexed hereto.
2. Resolution passed by the Members through Postal Ballot through e-voting is deemed to have been passed on the

last date of e- voting as if it has been passed at a general meeting by the Members.

3. The Postal Ballot Notice is being sent to /published/displayed for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on May 15, 2020 (Cut-off date) in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and the MCA Circulars.
4. Due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only and express its inability to dispatch hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the members for this Postal Ballot. To facilitate such members to receive this notice electronically and cast their vote electronically, the Company has made special arrangement for registration of email addresses in terms of the MCA Circulars. The process for registration of email address is as under:
 - a) For voting in the resolution proposed in the Postal Ballot through remote e-voting , members who have not registered their email address may get their email address registered by sending an email to the Company’s Share Transfer Agent at beetalrta@gmail.com. Member(s) may also intimate the same to the Company by writing at info@syschem.in. The members shall provide the following information in the email–
 - Full Name
 - No of shares held:
 - Folio Number (if shares held in physical) and PAN
 - Share certificate number (if shares held in physical) and PAN
 - DP ID & Client ID (if shares are held in demat)
 - Email id to be registered and Mobile No.:
 - b) Post successful registration of the email, the member 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 this Postal Ballot. In case of any queries, member may write to beetalrta@gmail.com or info@syschem.in.
 - c) It is clarified that for permanent registration of email address, members are required to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company’s Share Transfer Agent i.e. M/s Beetal Financial & Computer Services Pvt. Ltd , Beetal House, 99, Madangir behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi, Delhi, 110 062 Tel.: 011-29961281-283E-mail: beetalrta@gmail.com by following due procedure.
5. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on May 15, 2020 (Cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by e-voting.
6. A member who is not holding shares of the Company as on Cut-off date shall treat this notice for information purpose only.
7. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting i.e. June 24,2020.
8. Members desiring to exercise their vote by using e-voting facility are requested to carefully read and follow the instructions in the Notes under the Section ‘Voting through electronic means’ in this Notice. References to Postal Ballot(s) in this notice include votes received electronically.
9. Upon completion of the e-voting process, the Scrutinizer will submit his report. The results of the postal ballot through e-voting would be announced by the Managing Director/ Executive Director of the Company on or before June 26, 2020 at 5.00 p.m.at the registered office of the Company.
10. The aforesaid result of the postal ballot along with the scrutinizer’s report would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer’s report on the Company’s website viz. www.syschem.in.

11. This notice of postal ballot will also be placed on the website of the Company i.e. www.syschem.in and also on the website of the Agency i.e. www.evotingindia.com.

12. **Procedure for electronic voting:**

- I. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard-II on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the Company is pleased to provide voting by electronic means ("e-voting") facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Securities Limited (CDSL) for the purpose of providing e-voting facility to all its members.
- II. The e-voting period commences on May 26, 2020 at 9:00 A.M. (IST) and ends on June 24, 2020 at 5:00 P.M. (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.
- III. The Board of Directors have appointed Mr. Kanwaljit Singh, Practicing Company Secretary (FCS 5901), SCO 64-65, Sector 17 A, Chandigarh as the Scrutinizer, for conducting the remote e-voting process and ballot voting at Annual General Meeting in a fair and transparent manner.
- IV. The cut-off date for the purpose of e-voting (including remote e-voting) is 15th May, 2020.
- V. Members are requested to carefully read the instructions for remote e-voting before casting their vote.
- VI. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

Commencement of remote e-voting	09:00 A.M. (IST) on May 26, 2020
End of remote e-voting	05:00 P.M. (IST) on June 24, 2020

The procedure and instructions for remote e-voting are as under:

IN CASE OF MEMBERS RECEIVING AN E-MAIL:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID.
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification Code as displayed and Click on Login.
- (v) If You are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing passwords is to be used.
- (vi) If you are a first time user follow the steps given below.

Fill up the following details in the appropriate boxes:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence

	<p>number in the PAN field. The sequence number shall be sent in the e-mail to be sent to the members.</p> <ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password can also be used 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the Electronic Voting Sequence Number (EVSN) for the Company "Syschem (India) Limited" on which you choose to vote.
- (xi) 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 NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forget Password & enter the details as prompted by the system.

Note for Non – Individual Shareholders and Custodians

- (xvii) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.co.in and register themselves as Corporates.
- (xviii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- (xix) 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.
- (xx) 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.
- (xxi) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps listed above to cast vote.
- (B) The voting period begins on 09:00 A.M. (IST) on May 26, 2020 and ends on 05:00 P.M. (IST) on June 24, 2020
- (C) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 15-05-2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Any person, who acquires shares of the Company and becomes member of the Company after the Dispatch of Notice and holds shares as of the cut-off date i.e. 15-05-2020, may obtain the login id and sequence number by sending a request to RTA of the Company M/s Beetal Financial & Computer Services Pvt. Ltd, Beetal House, 99, Madangir behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi, Delhi, 110 062. However, if the said shareholder is already registered with CDSL for e-voting, then his existing user id and password can be used for casting the vote. If he has forgotten the password, he can reset his password by using "Forgot User Details / Password" option available on www.evotingindia.com.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

- (xxii) The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 15.05.2020.
- (xxiii) The scrutiniser shall, immediately after the conclusion of voting period of postal ballot notice through e-voting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two days of conclusion of the voting period, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the results of the voting forthwith.
- (xxiv) The Scrutinizer's decision on the validity of the vote shall be final and binding.
- (xxv) The result declared along with the Scrutinizer's report shall be placed on the website of the Company (www.syschem.in) and on the website of CDSL (www.cdslindia.com) immediately after the result is declared and shall simultaneously be forwarded to the BSE Limited, where the Company's shares are listed.
- (xxvi) The resolutions will be deemed to be passed on the EGM date subject to receipt of requisite number of votes in favour of the resolutions.

1. All documents referred to in the accompanying Notice and the Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 AM to 5.00 PM) on all working days between Monday and Friday of every week, up to and including the last date of Postal Ballot Notice i.e. 24th June, 2020.

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

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

Item No. 1

Preferential issue of Equity Shares of the Company:

BRIEF NOTE ON THE COMPANY'S OPERATIONS AND JUSTIFICATION FOR THE PROPOSED PREFERENTIAL ISSUES

Preferential Issue of Equity Shares Keeping in view the Working Capital requirements & to repay old debt and the ability to compete with the peer group in the existing and future markets, your Company needs to strengthen its financial position and net worth by augmenting medium and short-term resources. The Proposed Allottees agreed to further infuse an amount not more than Rs 10.00 (Rupees Ten Only) against which, a fully paid-up Equity Shares of the Company at the price not less the price determined in accordance with SEBI Pricing Formula applicable to listed companies. The Board has given its approval to Issue and allot of upto 27,50,000 Equity Shares of Rs. 10.00 each by way of a Preferential Issue subject to the maximum number of shares as allowed under the SEBI (SAST) Regulations, 2011, at such price not less the price determined in accordance with SEBI Pricing Formula applicable to listed companies, subject to approval by the Members of the company. Following disclosures are required in accordance with the Companies Act, 2013 and in terms of Regulation 163 of SEBI (ICDR) Regulations, 2018 ("Regulations"), in the Explanatory Statement.

The Company, subject to necessary approvals, is proposing to issue and allot, on a preferential basis:

Equity Shares to the following persons (the "Investors") at a price of Rs.10.00 (Rupees Ten Only) per Equity Share determined in accordance with the ICDR Regulations;

SR. NO.	NAME	FATHER'S NAME	ADDRESS	PAN NO.	EQUITY SHARES
1	Mr. Dinesh Jagdish Khokhani	Jagdish B Khokhani	B-207, Neelam Centre, Hind Cycle Road, Worli, MUMBAI 400 030	AACPK2975Q	1000000
2	Mr. Mahesh Jagdish Khokhani	Jagdish B Khokhani	7-B, SambhavTirth, 2-A, Bhulabhai Desai Road, MUMBAI 400 026	AACPK6604J	375000
3	Mr. Virendra Popatlal Shah	Popatlal Bhikhchand Shah	# 603, Pleasant Palace, 16, Narayan Daholkar Road, MUMBAI 400 006	AAYPS4785J	500000
4	Mr. Bhavesh V Shah	Virendra Popatlal Shah	# 603, Pleasant Palace, 16, Narayan Daholkar Road, MUMBAI 400 006	AQMPS2951C	437500
5	Mr. Bimal V Shah	Virendra Popatlal Shah	# 603, Pleasant Palace, 16, Narayan Daholkar Road, MUMBAI 400 006	AAYPS4825R	437500
	Total				2750000

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

The proposed issue and allotment of Equity Shares on a preferential basis, shall be governed by the applicable provisions of the ICDR Regulations and the Companies Act read with the applicable provisions of the rules made thereunder. Without generality to the above, the salient features of the preferential issue of Equity Shares are:

- The "Relevant Date" as per the ICDR Regulations for determining the minimum price for the preferential issue of Equity Shares is May 25, 2020, being 30 days prior to the date on which this resolution is deemed to have been passed i.e. the last date specified for receipt of duly completed Postal Ballot Forms/e-voting i.e. 24th June, 2020.
- Assuming the relevant date to be April 25, 2020, i.e. the date of the Board meeting in which this Notice has been approved by the Board of Directors of the Company, the price per Equity Share calculated was less than the face value of shares i.e. Rs. 7.05 per share. Since price cannot be less than the face value of shares, the price shall be Rs. 10/- per equity share. Accordingly, the Proposed Allottees will be issued 27,50,000 Equity shares of Rs. 10/- per equity share aggregating to Rs. 2,75,00,000/- (Rupees Two Crore Seventy Five Lacs only). However, Relevant Date for the preferential issue will be Monday, May 25, 2020 and accordingly, the price per Equity Share shall be calculated in accordance with the ICDR Regulations based on such Relevant Date.
- The total amount payable for preferential issue of Equity Shares shall be received by the Company prior to the respective allotments.
- Post allotment, pursuant to preferential issue of Equity Shares, the increase in Equity Share capital would be Rs.2,75,00,000/- (Rupees Two Crore Seventy Five Lacs only).
- This is the first preferential issue of securities by the Company in this year and no other persons have been allotted any securities on a preferential basis during the current year.

The Investors have not sold any Equity Shares during the six months preceding the Relevant Date.

The other information prescribed under Regulation 163 of the ICDR Regulations is as follows:

a. Object of the preferential issue of Equity Shares and details of utilization of proceeds:

Company needs funds for Working Capital requirements & repayment of old debt and the allottees / promoters agreed to infuse funds against the issue of Equity Shares of the Company.

b. Maximum number of specified securities to be issued

27,50,000 Equity Shares to be issued

c. Intention of the Promoter / Directors / Key Management Personnel to subscribe to the proposed preferential issue:

None of the Promoter / Director / KMP will subscribe to the proposed preferential issue.

d. The shareholding pattern of the Company before and after the preferential issue of Equity Shares

Shareholding pattern before and after the proposed preferential issue of Equity Shares is as follows:

Sr. No	Category	Pre-issue Equity Shareholding		After allotment of Equity Shares on preferential basis	
		Number of Shares held	Percentage of holding	Number of Shares held	Percentage of holding
A	Promoter's Holding	1972780	10.50	1972780	9.16
	Sub-Total	1972780	10.50	1972780	9.16
B	Non-Promoters Holding				
	Indian Public	13510226	71.90	16260226	75.49
	Bodies Corporate	1808497	9.62	1808497	8.40
	NRIs/OCB/Clearing members/HUF	1498897	7.98	1498897	6.96
	Sub-Total	16817620	89.50	19567620	90.84
	Grand Total	18790400	100.00	21540400	100.00

e. Proposed time within which preferential issue of Equity Shares shall be completed

As required under the ICDR Regulations, the preferential issue of Equity Shares shall be completed, within a period of 15 days from the date of passing of the special resolution contained under this item of business provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

f. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue

The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and /or who ultimately control proposed allottees and the percentage of the post preferential issue capital that may be held by them on fully diluted basis is given in the following table:

Name of the Allottees	Natural persons who are the ultimate beneficial owners	% of post preferential issue capital
Mr. Dinesh Jagdish Khokhani	Mr. Dinesh Jagdish Khokhani	4.64
Mr. Mahesh Jagdish Khokhani	Mr. Mahesh Jagdish Khokhani	4.06
Mr. Virendra Popatlal Shah	Mr. Virendra Popatlal Shah	6.07
Mr. Bhavesh V Shah	Mr. Bhavesh V Shah	3.19
Mr. Bimal V Shah	Mr. Bimal V Shah	3.19

g. The company gives undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so;

- h. The company gives undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees**
- i. None of promoters or directors of the company or the issuer is a wilful defaulter**
- j. Lock-in-period**

Pre-preferential allotment holding of Equity Shares, non disposal of Equity Shares and lock-in period of the Equity Shares

The Equity Shares allotted on a preferential basis to the Investor shall be subject to 'lock-in' for a period of one year from the date of trading approval as per Regulation 167(2) of the ICDR Regulations.

The entire pre-preferential allotment shareholding of all the Investors, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 167(6) of the ICDR Regulations.

k. Auditor's certificate

A copy of the certificate from Vinod Sumitra & Co., Chartered Accountants, the Statutory Auditors of the Company, certifying that the above preferential issue of Equity Shares is made in accordance with the applicable provisions of the ICDR Regulations, is open for inspection at the registered office of the Company during the working hours between 9.00 a.m. to 5.00 p.m., except on holidays, until the last date for receipt of votes by postal ballot through e-voting.

The Board has already approved the issue and allotment of Equity Shares on preferential basis to the Investors in the manner stated hereinabove.

Regulation 160(b) of the ICDR Regulations provides that preferential issue of specified securities by a listed Company would require approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the above mentioned resolutions to be passed as a Special Resolutions.

Nature of concern or interest of Promoter/ Directors/Manager/ Key Managerial Personnel:

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Resolution in Item No. 1.

**By Order of the Board of
Directors
For Syschem (India) Limited**

(Sd/-)
Suninder Veer Singh
Managing Director
DIN: 07693557

**Place: Chandigarh
Date: 12.05.2020**

Registered Office:
Village BARGODAM, Tehsil Kalka,
Distt. Panchkula (Haryana)