

**KANWALJIT SINGH**

B. Com., F.C.S., I.P.

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**Consolidated Report of Scrutinizer**

[Pursuant to section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman,  
Syschem (India) Limited

**28<sup>th</sup> Annual General Meeting of the Equity Shareholders of Syschem (India) Limited held on Saturday, the 28<sup>th</sup> August, 2021 at 04.00 P.M. through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM').**

Dear Sir,

1. I, Kanwaljit Singh, Practicing Company Secretary, at S.C.O. 64-65, 1<sup>st</sup> Floor, Sector 17 A, Madhya Marg, Chandigarh was appointed as Scrutinizer by the Board of Directors of **Syschem (India) Limited** (the Company) for the purpose of scrutinizing the e-voting process (remote e-voting) and e-voting during the meeting pursuant to section 108 of the Companies Act, 2013 read with rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended, in respect of the below mentioned resolutions proposed at the 28<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Syschem (India) Limited held on 28<sup>th</sup> August, 2021 at 04.00 P.M. through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM').
2. The notice dated 27<sup>th</sup> July, 2021, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed at the 28<sup>th</sup> AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the MCA Circular dated 5<sup>th</sup> May, 2020 read with circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, and 13<sup>th</sup> January, 2021 (collectively referred to as "MCA Circulars") and SEBI Circular dated 12<sup>th</sup> May, 2020 and 15<sup>th</sup> January, 2021.



3. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting during the meeting on the resolutions proposed in the Notice of the 28<sup>th</sup> Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through remote e-voting and e-voting during the meeting are conducted in a fair and transparent manner and render a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Securities Limited (CDSL) and the report for voting by use of ballots at the meeting.
4. The Company had arranged the services of CDSL for extending the facility of remote e-voting to the Members of the Company from 25<sup>th</sup> August, 2021 (from 09.00 A.M.) to 27<sup>th</sup> August, 2021 (upto 5.00 P.M.).
5. During the 28<sup>th</sup> AGM of the Company held on 28<sup>th</sup> August, 2021, the Chairman announced the facility of E-voting during the meeting for the members who have not cast their vote previously through remote e-voting and are attending the Meeting through video conferencing.

The consolidated results of voting are as under:

**ORDINARY BUSINESS:**

**(1) As an Ordinary Resolution-Item no. 1**

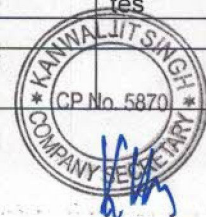
To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2021 and the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditor's thereon.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Members	No. of shares/Votes
Detail of voting	57	7400208	56	7400207	1	1	-	-
% to total valid votes				99.9999%		0.0001%		

**(2) As an Ordinary Resolution-Item no. 2**

To appoint a Director in place of Ms. Neena Batra (DIN 07846399), who retires by rotation and being eligible, offers herself for re-appointment.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Members	No. of shares/Votes
Detail of voting	57	7400208	56	7400207	1	1	-	-
% to total valid votes				99.9999%		0.0001%		



**(3) As an Ordinary Resolution-Item no. 3**

To ratify auditors appointment and fix their remuneration.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Members	No. of shares/ Votes
Detail of voting	57	7400208	56	7400207	1	1	-	-
% to total valid votes				99.9999%		0.0001%		

**SPECIAL BUSINESS:**

**(4) As an Ordinary Resolution-Item no. 4**

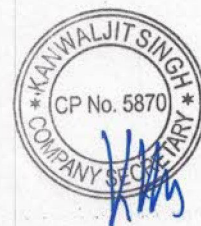
To increase the Authorised Share Capital of the Company.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Members	No. of shares/Vo tes
Detail of voting	57	7400208	56	7400207	1	1	-	-
% to total valid votes				99.9999%		0.0001%		

**(5) As a Special Resolution-Item no. 5**

To amend the Articles of Association of the Company.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Members	No. of shares/Vo tes
Detail of voting	57	7400208	56	7400207	1	1	-	-
% to total valid votes				99.9999%		0.0001%		



**(6) As a Special Resolution-Item no. 6**

To amend the Memorandum of Association of the Company.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Members	No. of shares/ Votes
Detail of voting	57	7400208	56	7400207	1	1	-	-
% to total valid votes				99.9999%		0.0001%		

**(7) As a Special Resolution-Item no. 7**

To consider preferential allotment of Convertible Equity Warrants of the Company.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Members	No. of shares/V otes
Detail of voting	55	6965940	54	6965939	1	1	2	434268
% to total valid votes			99.9999%		0.0001%			

\*being a related party the votes cast by Mr. Ranjan Jain has been considered invalid for the purpose of this resolution.

**(8) As a Special Resolution-Item no. 8**

To consider preferential allotment of Equity Shares of the Company.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Members	No. of shares/V otes
Detail of voting	56	7374408	54	7357252	2	17156	1	25800
% to total valid votes				99.77%		0.23%		

\*being a related party the votes cast by Ms. Ruchika Jain has been considered invalid for the purpose of this resolution.



**(9) As an Ordinary Resolution-Item no. 9**

To Approve Related Party Transactions.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Members	No. of shares/Vo tes
Detail of voting	57	7400208	56	7400207	1	1	-	-
% to total valid votes				99.9999%		0.0001%		

**(10) As an Ordinary Resolution-Item no. 10**

To approve the remuneration of the Cost Auditor for the financial year ending 31<sup>st</sup> March, 2022.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Members	No. of shares/Vo tes
Detail of voting	57	7400208	56	7400207	1	1	-	-
% to total valid votes				99.9999%		0.0001%		

**(11) As a Special Resolution-Item no. 11**

To consider payment of remuneration to Mr. Suninder Veer Singh, Managing Director of the Company.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Members	No. of shares/Vo tes
Detail of voting	57	7400208	52	7373352	5	26856	-	-
% to total valid votes				99.64%		0.36%		

**(12) As a Special Resolution-Item no. 12**

To consider payment of remuneration to Mr. Ranjan Jain, Whole-Time Director of the Company.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Members	No. of shares/Vo tes
Detail of voting	55	6965940	50	6939048	5	26856	2	434268
% to total valid votes				99.61%		0.39%		

\*being a related party the votes cast by Mr. Ranjan Jain has been considered invalid for the purpose of this resolution.



**(13) As a Special Resolution-Item no. 13**

To consider the re-classification of shares of Mr. Rajesh Gupta from Promoter category to Public.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Members	No. of shares/Vo tes
Detail of voting	55	6993948	54	6993947	1	1	2	406260
% to total valid votes				99.9999%		0.0001%		

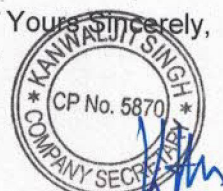
\*being a related party the votes cast by Mr.. Rajesh Gupta has been considered invalid for the purpose of this resolution.

**Based on the above details of votes cast, the Chairman may declare the result.**

6. I hereby confirm that the electronic data, registers and all other relevant records related to remote e-voting and e-voting during the meeting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman consider, approves and signs the minutes of the AGM.

Thanking you,

Yours Sincerely,



**Kanwaljit Singh**

**Company Secretary in Practice**

**CP No. 5870**

**FCS No. 5901**

**Date: 30.08.2021**

**Place : Chandigarh**

**UDIN : F005901C000855013**