



SYSCHEM (INDIA) LIMITED

Regd. Off.: Village BARGODAM, Tehsil Kalka, Distt. Panchkula (Haryana)

Tel.No.:0172-5070472; CIN: L24219HR1993PLC032195,

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

NOTICE

NOTICE is hereby given that the 01/2024-25 Extra-Ordinary General Meeting (“**EGM**”) of the Members of Syschem (India) Limited will be held on Monday, **the 20th January, 2025** at 11.30 A.M (IST) through Video Conferencing (“**VC**”)/Other Audio-Visual Means (“**OAVM**”), to transact the following businesses. The venue of the EGM shall be deemed to be the Registered Office of the Company at Village Bargodam, Tehsil Kalka, Distt. Panchkula (Haryana) and the proceedings of the EGM shall be deemed to be made there at, to transact the following Special Businesses.

SPECIAL BUSINESS:

Item No. 1.

Item No. 1. To increase the authorized share Capital of the Company and consequently alteration of Memorandum of Association.

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

RESOLVED THAT pursuant to the provisions of Section 13, 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there including statutory modifications or re-enactment thereof, enabling provisions of the Memorandum of Association of the Company and other laws notifications and regulations as may be applicable, the consent of members of the company be and is here by accorded to increase the Authorized Share Capital of the Company from Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 4,80,00,000(Four Crores Eighty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each and 2,00,00,000(Two Crores) Preference Shares of Rs 1/- each to Rs.62,00,00,000/- (Rupees Sixty Two Crore only) divided into 6,00,00,000 equity shares (Six Crores) of Rs 10/- each and 2,00,00,000/- Preference Shares of Rs1/-each by the creation of additional 1,20,00,000 (One Crores and Twenty Lakhs only) equity shares of Rs.10/-(Ten only) each.

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

V. The Authorized Share Capital of the Company is Rs. 62,00,00,000/- (Rupees Sixty Two Crore only) divided into 6,00,00,000(Six Crores Only) equity shares of Rs10/-each and 2,00,00,000 (Two Crore Only) Preference Shares of Rs 1/- each with the rights, privileges and conditions attached thereto as are

provided by the Articles of Association of the Company for the time being with power to increase and reduce the Capital of the Company and to divide the Shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be provided by the Articles of Association of the Company and the Companies Act, 2013.

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

Item No.2: ISSUE OF WARRANTS, CONVERTIBLE INTO EQUITY SHARES TO PERSON(S) BELONGING TO PROMOTER CATEGORY ON PREFERENTIAL BASIS

To Consider and, if thought fit, to pass with or without modification(s), the following resolution for the issuance of Fully Convertible Equity Warrants on Preferential Basis as a Special Resolution

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

“**RESOLVED THAT** in terms of Sections 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant rules made there-under (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with the Stock Exchange where the Company’s shares are listed, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulation 2018 (“**ICDR Regulations**” or “**SEBI ICDR Regulations**”) (each including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), and SEBI (Listing Obligation and Disclosure Requirements), 2015 (“**Listing Regulations**” or “**LODR Regulations**”) as may be applicable to the preferential issue of Fully Convertible Equity Warrants and other applicable regulations/guidelines of SEBI, if any and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such, consents and approvals of SEBI, Stock Exchanges, Government of India, or such other bodies or authorities as may be required by law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals and which may be agreed to by or any other authorities as may be necessary for that purpose, the consent of the members of the Company be and is hereby accorded to the Board to offer, issue, and allot, from time to time in one or more tranches, upto maximum 1,67,00,000 (One Crore Sixty Seven Lakhs Only) Fully Convertible warrants (“**Convertible Warrants**”) on a preferential basis, entitling the warrant holder to exercise option to convert and get allotted one equity share of face value of Rs. 10/- (Rupees Ten only) each fully paid-up against each warrant within 18 (Eighteen) months from the date of allotment of warrants, in such manner and on such terms and conditions as set out in the Explanatory Statement annexed to the notice and at a price of Rs 49 (Rupees Fourty Nine Only) per equity share ((including premium of Rs 39/-) (**hereinafter referred to as the “Warrant Issue Price”**))” or such other higher

prices if any, determined in accordance with the applicable provisions of Chapter V of the SEBI ICDR Regulations, 2018, with respect to preferential issue, in such manner and on such other terms and conditions, as may be approved or finalized by the Board, to the person belonging to Promoters entities (hereinafter referred to as the “Proposed Allottees”) as more particularly mentioned in the explanatory statement, in accordance with the ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder, to the “Proposed Allottees” as detailed herein below: ,

S. No.	Name of Proposed Allottee	Category	Number of Warrants Proposed to be Allotted
1	Virendra Popatlal Shah	Promoter Group	22,00,000
2	Bhavesh Virendra Shah	Promoter Group	22,00,000
3	Bimal Virendra Shah	Promoter Group	22,00,000
4	Dinesh Jagdishchandra Khokhani	Promoter Group	22,00,000
5	Mahesh Jagdishchandra Khokhani	Promoter Group	22,00,000
6	Mehul Jagdishchandra Khokhani	Promoter Group	22,00,000
7	Meenal Bimal Shah	Promoter Group	2,50,000
8	Gayatri Deepak Parekh	Promoter Group	2,50,000
9	Kalpana Virendra Shah	Promoter Group	30,00,000
	Total		1,67,00,000

“RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid warrant(s) to the proposed allottee(s) and the equity shares resulting from the exercise of the entitlement of the said warrant(s), shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a) The **“Relevant Date”** pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above-mentioned Preferential Issue of Warrants, is **Friday, 20th December, 2024**, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed i.e. **Monday, 20th January, 2025**.
- b) Amount payable on Allotment of Warrants shall be 25% of the price per warrant and amount payable before the date of conversion of Warrants into Equity Shares would be 75% of the total consideration. The Consideration for the allotment of warrants and/or Equity shares arising out of conversion
- c) The said Warrant(s) shall be issued and allotted to the Proposed Allottees within a period of 15 days from the date of passing of this resolution, in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission

- by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.
- d) conversion of the warrants shall rank pari -passu in all respects (including voting powers and the right to receive dividend), with the existing equity shares of the company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the company.
 - e) The tenure of warrants shall not exceed 18 (eighteen) months from the date of allotment of the warrant(s).
 - f) The proposed allottee (s) of warrant(s) shall be entitled to exercise option to convert warrants, in one or more tranches for allotment of one equity share of face value of Rs. 10/- (Rupees Ten only) for every warrant, within a period of 18 (eighteen) months from the date of allotment of such warrant(s).
 - g) In case the warrant holder does not apply for the conversion of the outstanding warrant(s) into equity shares of the Company within 18 (eighteen) months from the date of allotment of the said warrant(s), then the amount paid on each of the said outstanding warrant(s) shall be forfeited and all the rights attached to the said warrant(s) shall lapse automatically.
 - h) The said warrant(s) by themselves until exercise of conversion option and equity shares allotted, does not give to the warrant holder any rights with respect to that of the shareholders of the Company.
 - i) The warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
 - j) The issue of the warrants as well as equity shares arising from the exercise of the warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.
 - k) The warrants and the equity shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the stock exchanges where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals. Further, the aforesaid warrants shall not be sold, transferred, hypothecated or encumbered in any manner by the Proposed Allottees during the period of lock-in, except to the extent and in the manner permitted under SEBI ICDR Regulations.
 - l) The company shall procure the listing and trading approvals for the equity shares to be issued and allotted to the warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the LODR Regulations and all other applicable laws, rules and regulation.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such equity shares as may be required to be issued and allotted upon conversion of the said warrants and that equity shares shall be subject to the provisions of the Articles of Association of the Company and shall rank pari-passu in all respects, including entitlement for dividend, with the existing equity shares of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve other terms and conditions of the issue of the warrants and/or equity shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation issuing clarifications on the issue and allotment of Warrants/Equity Shares, resolving any difficulties, effecting any modifications to the foregoing (including any modifications to the terms of the issue) preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, including making application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary for the purpose, to appoint such consultants, legal advisors and all such agencies as may be required for issuance of the Warrants/Equity Shares, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of Directors or any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties or doubts whatsoever that may arise and take all steps and decisions in this regard and all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

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

RESOLVED FURTHER THAT” all actions taken by the Board 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.”

Item No.3: To approve to increase the remuneration of the Managing Director of the Company

To Consider and, if thought fit, to pass with or without modification(s), the following resolution to increase the remuneration of the Managing Director as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, and 203 of the Companies Act, 2013, read with the relevant rules made there under, Schedule V of the Companies Act, 2013, and in accordance with the relevant Provisions SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the recommendation of Nomination and Remuneration Committee of the Company and consent of the Board of Directors, now approval of shareholders is hereby accorded to revise the remuneration of Ranjan Jain, DIN: 00635274, Managing Director of the Company, with effect from 9th of March, 2025 from upto 500,000 (Five Lakhs Rupees) Per Month to upto 7,00,000 (Seven Lakhs Rupees) per month, for a period of 2 (two) years.

RESOLVED FURTHER THAT notwithstanding anything contained in the aforesaid Resolution, in the absence of inadequacy of profits in any Financial Year during the tenure of Mr. Ranjan Jain, DIN: 00635274 as aforesaid, the Company shall pay the remuneration as per the entitlement as aforesaid for the time being in force, provided that such remuneration shall not exceed the limits specified under the Schedule V to the Companies Act, 2013 or such limits as may be prescribed by the Central Government from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps, including filing the necessary forms with the Registrar of Companies (ROC) and making disclosures under SEBI LODR, 2015, and to do all such acts, deeds, and things as may be required to give effect to this resolution.”

Item No.4: To approve the increase in the remuneration of the Whole Time Director

To Consider and, if thought fit, to pass with or without modification(s), the following resolution the increase of remuneration of the Whole Time Director as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, and 203 of the Companies Act, 2013, read with the relevant rules made thereunder, Schedule V of the Companies Act, 2013, and in accordance with the relevant Provisions SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the recommendation of Nomination and Remuneration Committee of the Company and Consent Board of Directors, now approval of shareholders is hereby accorded to revise the remuneration of Mr. Suninder Veer Singh, DIN: 07693557, Whole Time Director of the Company, with effect from 9th of March, 2025 from upto 500,000 (Rupees Five lakhs) Per Month to upto 7,00,000 (Rupees seven Lakhs) per month, for a period of 2 (two) years:

RESOLVED FURTHER THAT notwithstanding anything contained in the aforesaid Resolution, in the absence of inadequacy of profits in any Financial Year during the tenure of Mr. Suninder Veer Singh, DIN: 07693557 as aforesaid, the Company shall pay the remuneration as per the entitlement as aforesaid for the time being in force, provided that such remuneration shall not exceed the limits specified under the Schedule V to the Companies Act, 2013 or such limits as may be prescribed by the Central Government from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps, including filing the necessary forms with the Registrar of Companies (ROC) and making disclosures under SEBI LODR, 2015, and to do all such acts, deeds, and things as may be required to give effect to this resolution.”

Item No.5: To consider and approve the appointment of Independent Director

To Consider and, if thought fit, to pass with or without modification(s), the following resolution for the appointment of Independent Director as a Special Resolution

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with schedule IV read with Companies (Appointment and Qualification of Directors) Rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and relevant provision of Listing Obligations and Disclosures Requirement (LODR), 2015 as amended from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, approval of shareholders be and is hereby accorded for the appointment of Mr. Madan Lal Aggarwal, DIN: 02403905, who has submitted a declaration that he meet the criteria for independence as prescribed under the act and SEBI LODR Regulations, as Independent Director as per regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 to hold office for a period of five years with effect from 8-11-2024.

RESOLVED FURTHER THAT the Board of Directors of the Company and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient for giving effect to this resolution, inter-alia, filings of required forms / documents with the Ministry of Corporate Affairs and Stock Exchanges and / or other authorities as may be required.”

Date: 24.12.2024

Place: Panchkula

**By order of the Board of Directors of
Syschem (India) Limited
Sd/-
Shikha Kataria
Company Secretary cum Compliance Officer
Membership No.: A57304**

NOTES:

1. In view of COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 and Circular No. 3/2022 dated May 5, 2022, General Circular No. 09/2024 dated 19th September, 2024 (Collectively the 'MCA Circulars') and Securities Exchange Board of India vide SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 (collectively referred as 'SEBI Circular') (MCA Circulars and SEBI Circular collectively referred as 'Circulars') permitted holding of General Meetings through VC/OAVM and have dispensed the physical presence of the members at the meeting. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and MCA Circulars, the present meeting is proposed to be convened through VC/OAVM. The facility of remote e-voting will be available during the prescribed time period before the meeting and through e-voting platform available during the meeting. In compliance with the General Circular No. 20/2020 issued by the MCA, item mentioned in special business in this EGM Notice are considered unavoidable and forms part of this Notice.
2. 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), the company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide remote e-voting facility before the meeting; and to provide e-voting platform during the meeting, in a secured manner. M/s Beetal Services & Computer Services (P) Limited, a SEBI registered Registrar and Transfer Agent (RTA) is appointed to provide a platform for convening the meeting through Video Conferencing; to handle and supervise the entire process of holding the meeting through Video Conferencing, e-voting, and processing of data relating to the meeting and voting, etc.
3. Notice of the meeting is being sent to all such equity shareholders who hold shares as on the cut-off date **i.e. Friday, 20th December, 2024.**
4. In compliance with the aforesaid circulars the Notice of the EGM is being sent to the Members and all other persons so entitled in electronic mode only, whose email addresses are registered with the Company/Depositories. Members whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of this EGM and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
 - a) Members holding shares in physical form may send scan copy of a signed request letter in prescribed form ISR-1 available on the website of the Company, mentioning the folio number,

complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address at shikhakataria@syschem.in or to the registered office address of RTA or email the RTA at beetalrta@gmail.com.

- b) Members holding shares in demat mode may update the email address through their respective Depository Participant(s).
5. Institutional/Corporate Equity Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPEG Format) of its Board Resolution or governing body Resolution/Authorization, etc., authorizing its representative pursuant to Section 113 of the Act to attend the meeting and vote on its behalf. The said Resolution/Authorization may be sent to the Scrutinizer at kanwalcs@gmail.com.
6. **Instructions for attending the meeting through Video Conferencing; and for voting through remote e-voting process are given at the end of this notice.**
7. Voting may be made through remote e-voting which will be available during the prescribed time period before the meeting (as given below); or through e-voting platform which will be available during the meeting:

Commencement of remote e-voting	Friday, 17th January, 2025 at 9:00 A.M. IST
End of remote e-voting	Sunday, 19th January, 2025 at 5:00 P.M. IST

8. All the equity shareholders will be entitled to attend the meeting through Video Conferencing. However, the Equity Shareholders who have already voted through the remote e-voting process before the meeting, will not be entitled to vote at the meeting again.
9. Equity Shareholders attending the meeting through video conferencing shall be counted for the purposes of reckoning the quorum.
10. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
11. Notice of the meeting, Explanatory Statement, and other documents are also being placed on the following website(s):

Particulars	Website
Syschem India Limited	www.syschem.in
BSE Limited	www.bseindia.com
CDSL (For providing the Remote e – Voting facility)	www.evotingindia.com

12. All documents referred to in this Notice and the Explanatory Statement, and requiring Members' approval, and such statutory records and registers, as are required to be kept open for inspection

under the Companies Act, 2013, shall be electronically available for inspection. Members can inspect the same by sending an email to Ms. Shikha Kataria, Company Secretary & Compliance Officer of the Company at shikhakataria@syschem.in

13. The Board of Directors of the Company has appointed CS Kanwaljit Singh, Company Secretary in Practice (Membership No. FCS 5901), Proprietor of M/s Kanwaljit Singh, Practicing Company Secretaries, as the Scrutinizer to scrutinize the process for remote e-Voting and e-Voting at the EGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.
14. The Scrutinizer shall, immediately after the conclusion of the EGM, count the votes cast through e-Voting at the EGM, thereafter unblock the votes cast through remote e-Voting and make, not later than two (02) working days in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same.
15. The Results declared along with the report of the Scrutinizer shall be forwarded to the Stock Exchange i.e BSE Limited at www.bseindia.com , where the shares of the Company are listed. The Results shall also be simultaneously be placed on the website of the Company at www.syschem.in.
16. The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting and the date of passing of result on the resolutions shall deem to be on or before Wednesday that is 22nd January, 2025.

Instructions:

1. In view of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circulars, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint a proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on a first-come-first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first-come-first-served basis.

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming EGM will thus be held through video conferencing (VC) or other audiovisual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM 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 EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.

7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and General Circular No. 09/2024 dated 19th September, 2024 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2024- 2025, to conduct their AGMs through VC or OAVM on or before 30th September, 2025 in accordance with the requirements laid down in Para 3 of the General Circular No. 09/2024 dated 19.09.2024.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Friday that is 17th of January, 2025** at 9:00A.M. and ends on **Sunday 19th of January, 2025** at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **13th of January, 2025** 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 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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</p>

	<p>service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>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</p> <p>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</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting 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.</p>

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) 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 website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For 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 “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory 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; shikhakataria@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/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM 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 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 **7 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 EGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). 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 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.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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 Futurex, 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.

ANNEXURE TO THE NOTICE

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

Item No. 1: Increase in Authorized Share Capital

The present authorized capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crore Only) divided into 4,80,00,000/- (Four Crore Eighty Lakhs only) equity shares of Rs. 10/- (Rupees Ten only) each and 2,00,00,000/- Preference Shares of Rs 1/- each. As stated at Item No. 2 a separate proposal for further issue of warrants convertible in to equity shares by way of preferential issue has been proposed and accordingly Authorized capital should be increased in view of issuance of warrants convertible in to equity shares. As per the provisions of Sections 13 of the Companies Act,2013, a Company can alter the Share Capital Clause of its Memorandum of Association with the consent of Shareholders. Upon Change in authorized capital, it would be necessary to amend Clause V of the Memorandum of Association and Article 3 of Articles of Association. The Resolution seeks approval of Members to increase the Authorized Share Capital and to amend the said Clause and the Article. It is proposed to increase the Authorized Share Capital to Rs.62,00,00,000/- (Rupees Sixty-Two Crore only) divided into 6,20,00,000 (Six Crores Twenty Lakhs) equity shares of Rs. 10/- each and 2,00,00,000/- Preference Shares of Rs 1/- each by the creation of additional 1,20,00,000 (One Crores and Twenty Lakhs only) equity shares of Rs. 10/- (Ten only) each.

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

None of the Directors/Key Managerial Persons of the Company or its relatives is interested, financially or otherwise, in the aforesaid resolution.

Item No. 2: To Approve the Issuance of Convertible Equity Warrants on Preferential Basis

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

In accordance with Sections 23, 42 and 62 and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI (ICDR) Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of Members of the Company by way of Special Resolution is required to issue of warrants convertible in to equity shares (“Warrants”) to the Proposed Allottees, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations.

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

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

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

The Board of Directors in its meeting held on 24th December, 2024, had approved the issuance of convertible warrants and accordingly proposes to issue and allot in aggregate up-to maximum of 1,67,00,000 (One Crore Sixty-Seven Lakhs Only) number of convertible warrants at a price of Rs. 49/- (Rupees Forty-Nine Only) each, to the entities belonging to the Promoters and Promoter Group, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations and other provisions of applicable laws.

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

The amount proposed to be raised by way of present preferential allotment shall be utilized as under:

Sr. No.	Particulars	Amount (Rs. In Crore)
1	To Repayment of Security Deposit	24.35
2	To Meet Capex Requirement	5.00
3	To Meet working capital requirement of the company	50.00
4	General Corporate Purpose	2.48
TOTAL		81.83

iii) Monitoring of Utilization of Funds

As the issue size is less than Rs 100 Cr (Rupees One Hundred Cr Only), the company is not required to appoint a credit rating agency as a monitoring agency in terms of regulation 162 A of the SEBI ICDR Regulations.

iv) Maximum number of specified securities to be issued:

The resolutions set out in this notice authorize the Board to issue up to maximum of 1,67,00,000 (One Crore Sixty-Seven Lakhs Only) number of Fully convertible Equity Warrants at a price of Rs. 49 /- per Convertible equity Warrants including premium of Rs. 39/-

v) Relevant Date

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Fully convertible Equity warrants is **Friday, 20th December, 2024**, being the date 30 days prior to the date on which the resolution is deemed to be passed i.e. Monday on 20th January, 2025.

vi) Basis on which the price has been arrived

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

Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

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

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

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

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

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

Equity Shares of the Company are listed on BSE Limited (“BSE”) and are most frequently traded at BSE in terms of Regulation 164(5) of SEBI ICDR Regulations, 2018. Accordingly, the minimum issue price has been calculated on the basis of trading at BSE at which highest trading volume in respect of equity shares of the company has been recorded during the 90 trading days preceding the relevant date. Further in terms of Regulation 164(1) of the SEBI ICDR Regulations, the minimum price has been calculated as Rs. 48.62 and fair value of equity shares computed by Registered Valuer in terms of Regulation 166A(1) of the SEBI ICDR Regulation, comes to Rs. 41.47 per equity shares.

Therefore, in terms of Regulation 164(1) of the SEBI ICDR Regulations read with provisions of Regulation 166A(1) of the SEBI ICDR Regulations, the Issue Price has been fixed as Rs. 49/- per warrants convertible in to equivalent number of equity shares of face value of Rs 10/- each including premium of Rs. 39/-.

A Certificate regarding arriving at Minimum Price in terms of Regulation 164(1) of SEBI (ICDR) Regulations, 2018 as amended, has been taken from Mr. Kanwaljit Singh, Company Secretary in Practice (FCS No. 5901 and COP 5870), confirming the minimum issue price for the preferential issue as per Chapter V of SEBI (ICDR) Regulations, 2018 and a Certificate from Independent Registered Valuer Mr. Subodh Kumar having IBBI Registration No. IBBI/RV/05/2019/11705, has been taken with respect to fair value of shares in terms of Regulation 166A (1) of SEBI (ICDR) Regulations, 2018 as amended and the both reports shall be made available and published on the websites of the company i.e. www.syschem.in.

- The allotment of warrants are subject to the Investor(s) not having sold any equity shares during the 90 trading days preceding the Relevant Date.
- The Company, its Promoters and Directors and Proposed allottees are not declared as wilful defaulter by Reserve Bank of India or not declared as fraudulent borrower and also not declared as fugitive economic offender.

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

If the Company is required to re-compute the price, then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the equity shares and

warrants proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees

vii) Amount which the Company intends to raise by way of such Fully convertible Equity warrants

Upto a maximum of Rs. 81.83 Crore calculated on the basis of issue and allotment of 1,67,00,000 fully convertible equity warrants at a price of Rs 49 /- per warrants.

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

Promoters and their relatives are interested in subscribing the convertible equity warrants. Further None of the Directors and Key Managerial Personnel have shown their intention to subscribe to the present preferential allotment of warrants.

ix) Time frame within which the Preferential Allotment shall be completed

Pursuant to the provisions of Regulation 170 of SEBI (ICDR) Regulations, the allotment of convertible warrants shall be made by the company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said convertible warrants is pending on account of pendency of any regulatory approval, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

Further, upon exercise of the option by the allottee to convert the warrants within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.

x) Principal terms of assets charged as securities

Not applicable.

xi) Shareholding pattern of the Company before and after the Preferential Allotment of Convertible Equity Warrants

Sr. No.	Category	Pre- Issue		Post Issue#	
		No. of Shares Held	% of share Holding	No. of Shares Held	% of share Holding post Preferential Capital
A	Promoters' holding:				
1.	Indian				
	Individuals/ HUF	21196433	53.1732	37896433	66.9986
2.	Foreign Promoters	0	0	0	0
	Sub Total (A)	21196433	53.1732	37896433	66.9986

B	Non-Promoters' holding:				
1.	Institutional Investors	-	-	-	-
	Mutual Funds	-	-	-	-
	Venture Capital Funds	-	-	-	-
	Alternate Investment Funds	80000	0.2007	80000	0.1414
	Foreign Venture Capital Investors	-	-	-	-
	Foreign Portfolio Investors	-	-	-	-
	Financial Institutions/Banks	-	-	-	-
	Insurance Companies	-	-	-	-
	Provident Funds/Pension Funds	-	-	-	-
	Any Other (Specify)	-	-	-	-
	Trust	-	-	-	-
2.	Central Government/State Government(s)/ President of India	-	-	-	-
3.	Non-Institution Investors	-	-	-	-
	Individual shareholders holding nominal share capital up to Rs.2 Lakhs	7311853	18.3425	7311853	12.9269
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	7013397	17.5938	7013397	12.3993
	Foreign Companies	-	-	-	-
	Non -Resident Indians	307797	0.7722	307797	0.5442
	HUF	1079826	2.7088	1079826	1.9091
	Bodies Corporate	2872694	7.2064	2872694	5.0788
	Clearing Member	-	-	-	-
	Escrow Account	-	-	-	-
	Sub Total (B)	18665567	46.8243	18665567	32.9997
	TOTAL (A+B)	39862000	46.8243	56562000	99.9983
C.	Custodian/DR Holder	1000	0.0025	1000	0.0017
	Sub Total (C)	39863000	46.8268	56563000	100.00
	GRAND TOTAL (A+B+C)	39863000	100.00	56563000	100.00

Notes:

1. Pre issue shareholding is as on 20th December, 2024.
2. # Post issue Shareholding is calculated assuming full conversion of warrants as proposed in the present preferential issue.

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

S. No.	Name of the Proposed Allottee	Natural persons who are the ultimate beneficial owners ¹	Pre-Issue Shareholding ²		No of Equity Shares to be allotted pursuant to conversion of warrants	Post Preferential Shareholding ³	
			No. of Convertible Equity warrants to be Allotted	% age		No. of equity shares assuming full conversion of warrant(s)	% age
1	Virendra Papatlal Shah	Not Applicable	39,00,308	9.78	2200000	6100308	10.78
2	Bhavesh Virendra Shah	Not Applicable	20,25,144	5.08	2200000	4225144	7.47
3	Bimal Virendra Shah	Not Applicable	20,25,144	5.08	2200000	4225144	7.47
4	Dinesh Jagdish Chandra Khokhani	Not Applicable	27,90,825	7.00	2200000	4990825	8.82
5	Mahesh Jagdish Chandra Khokhani	Not Applicable	28,96,079	7.27	2200000	5096079	9.01
6	Mehul Jagdish Chandra Khokhani	Not Applicable	25,11,110	6.30	2200000	4711110	8.33
7	Kalpana Virendra Shah	Not Applicable	0	0:00	3000000	3000000	5.30
8	Meenal Bimal Shah	Not Applicable	0	0:00	250000	250000	0.44

9	Gayatri Deepak Parekh	Not Applicable	0	0:00	250000	250000	0.44
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Notes:

1. Pre issue shareholding is as on 20th December, 2024.
2. Post issue Shareholding is calculated assuming full conversion of warrants as proposed in the present preferential issue.
3. There shall be no change in control consequent to the present preferential issue of convertible warrants.

xiii) Lock-in Period

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

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

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

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

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

xv) The Current and Proposed Status of the allottee (s) post the preferential issues are as under:

Sr. No.	Name of Proposed Allottee(s)	Current Status of proposed allottee	Proposed Status of allottees
1	Virendra Papatlal Shah	Promoter Group	Promoter Group
2	Bhavesh Virendra Shah	Promoter Group	Promoter Group
3	Bimal Virendra Shah	Promoter Group	Promoter Group
4	Dinesh Jagdishchandra Khokhani	Promoter Group	Promoter Group
5	Mahesh Jagdishchandra Khokhani	Promoter Group	Promoter Group
6	Mehul Jagdishchandra Khokhani	Promoter Group	Promoter Group
7	Kalpana Virendra Shah	Not holding shares of the company	Promoter Group

8	Meenal Bimal Shah	Not holding shares of the company	Promoter Group
9	Gayatri Deepak Parekh	Not holding shares of the company	Promoter Group

xvi) Undertakings

- a) None of the Company, its Promoters and Directors is declared as wilful defaulter or fraudulent borrowers by Reserve Bank of India and also not declared as fugitive economic offender.
- b) The Company is eligible to make the preferential allotment to proposed allottee under Chapter V of SEBI (ICDR) Regulations, 2018.
- c) As the equity shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(1) of the SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable.
- d) The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so, until the amounts payable is not paid within the time stipulated under SEBI(ICDR)Regulations, the Equity Shares shall continue to be locked -in till the time such amount is paid by the proposed allottees.
- e) The equity shares held by the proposed allottees in the company are in dematerialized form only.
- f) The company shall comply with the requirement of listing obligation i.e., maintaining a minimum of 25% of the paid-up capital in the hands of the public, post allotment of shares under proposed preferential allotment.
- g) **Report of Independent Registered Valuer:** As the said Preferential Issue is not being made for consideration other than cash, valuation report from Independent Valuer is not required for the said Preferential Issue.

xvii) Practicing Company Secretary's Certificate

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

xviii) Approval under the Companies Act:

Section 62 of the Companies Act, 2013 provides inter-alia, that when it is proposed to increase the issued capital of a company by allotment of further shares or specified securities etc., such further shares/specified securities shall be offered to the existing member(s) of the company in the manner laid down in the section unless the Members in general meeting decide otherwise

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

Item No 3

Mr. Ranjan Jain was appointed as Managing Director of the Company at the Board Meeting held on 09th March, 2022 for a period of 5(five) years with a remuneration upto Rs. 5,00,000 for a period of 3 (three) w.e.f 09.03.2022, As it is about to complete the existing period of approval for remuneration, so the Board after recommendation of Nomination and Remuneration Committee, subject to the approval of board increased from up to 500,000(Five Lakhs Rupees) lakhs to upto 700,000 (Seven Lakhs Rupees) lakhs for the remaining period of him as Managing Director with effect from 9th of March, 2025 subject to the Shareholders approval.

The aforesaid remuneration of Mr. Ranjan Jain 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 31,10,323 equity shares of the company amounting to 7.80% of the share capital.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 3 is annexed hereto as Annexure 1.

None of the director or KMP or their relatives except Mr. Ranjan Jain and his wife Mrs. Ruchika Jain, is concerned or interested in Resolution No. 3 as contained in the Notice.

ANNEXURE 1: THE 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 of 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	Commercial production is expected from next month.			
Financial performance based	Year	2021-2022	2022-23	2023-24

given indicators	Particular	(In lakhs)	(In Lakhs)	
	Net Revenue from Operations	6563.29	13037.69	23347.69
	Other Income	12.63	24.83	17.01
	Total	6575.92	13062.51	23364.70
	Net Profit Before Tax	(217.32)	615.07	411.31
	Tax Expense	(46.60)	163.76	135.17
	Net Profit/Loss after Tax	(170.72)	451.31	276.14
Foreign investments collaborations, if any	Not Applicable			
II Information about the appointee				
Background Details	Mr. Ranjan Jain, s/o Sh. Dharam Das Jain, R/o House No: 17 Sector 33-D Chandigarh 160022 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 25 years of experience in the industry.			
Past remuneration	27 (Twenty-Seven Lakhs) per annum			
Recognition or awards	NIL			
Job profile and his suitability	Looking after Finance, marketing & commercial and day today activities the company			
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)	Up to 7,00,000 (Seven Lakhs) per month and 84,00,000 (Eighty-Four Lakhs Per Annum)			
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Ranjan Jain is an executive director of the company and is holding 31,10,323 shares in the company. His Remuneration during the year was Rs. 27.00 lakhs and remuneration of his wife was 18.00 lakhs. Except this he does not have any other direct or indirect relationship with the company.			
III other information				
Reasons of loss or inadequate profits	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.			

Steps taken or proposed to be taken for improvement	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.			
Expected increase in productive and profits in measurable terms.	Year	2024 – 25 (In lakhs)	2025-26 (In lakhs)	2026-27 (In lakhs)
	Turnover (Net GST)	23,347.69	30521.4	58486.9
	EBITDA	411.31	971.5	2119.0
	Net Profit/Loss	276.14	847.6	1501.9

Item No. 4

Mr. Suninder Veer Singh was appointed as Whole Time Director of the Company at the Board Meeting held on 09th March, 2022 for a period of 5(five) years with a remuneration upto Rs. 5,00,000 for a period of 3 (three) w.e.f 09.03.2022, As it is about to complete the existing period of approval for remuneration, so the Board after recommendation of Nomination and Remuneration Committee, subject to the approval of board increased from up to 5,00,000 lakhs to upto 7,00,000 lakhs for the remaining period of him as Whole Time Director with effect from 9th of March, 2025 subject to the Shareholders 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 1,87,000 equity shares of the company amounting to 0.48% of the share capital.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 3 is annexed hereto as Annexure 1.

None of the director or KMP or their relatives except Mr. Suninder Veer Singh and his wife Mrs. Gurcharan Kaur, is concerned or interested in Resolution No. 4 as contained in the Notice.

ANNEXURE 1: THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013:

General Information	
Nature of Industry	Pharmaceutical 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	Not Applicable

	Particulars	2021-22 (In lakhs)	2022-23	2023-24
Financial performance based given indicators	Net Revenue from Operations	6563.29	13037.69	23347.69
	Other Income	12.63	24.83	17.01
	Total	6575.92	13062.51	23364.70
	Profit/Loss before Tax	(217.32)	615.07	411.31
	Tax Expenses	(46.60)	163.76	135.17
	Foreign investments collaborations, if any	NA		
II Information about the appointee				
Background Details	Mr. Suninder Veer Singh, s/o Sh. Lakhbir Singh, R/o House No: House No. 257 Anand Nagar-A, Tripuri Town Patiala 147001 is MBA Marketing. He has vast knowledge, experience and expertise in the field of Marketing and his appointment shall be of immense benefit to the Company. He is having 20 years of experience in the field of marketing.			
Past remuneration	30 Lakhs Per Annum			
Recognition or awards	Nil			
Job profile and his suitability	Looking after the Sales Department & Administration affairs of the Company			
Remuneration proposed	Upto 7,00,000 per month and 84,00,000 P.A(Eighty-Four Lakhs Per Annum)			
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)	The remuneration being paid and proposed is lower in pharmaceutical industry of the size of the company and rich experience of the managerial personnel.			
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Suninder Veer Singh is a director of the company and is holding 1,87,000 shares in the company. His remuneration during the year was Rs. 30.00 lakhs and Remuneration of his wife was 24.00 lakhs.			
III other information				
Reasons of loss or inadequate profits	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			
Steps taken or proposed to be taken for improvement	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.			
Expected increase in productive and profits in measurable terms.	Year	2024-25	2025-26	2026-27
	Turnover (Net GST)	23347.69	30521.4	58486.9
	EBITDA	411.31	971.5	2119.0
	Net Profit/Loss	276.14	847.6	1501.9

Item No.5

The Board of Directors, on the recommendation of the Nomination & Remuneration/Compensation committee (NRC), had appointed Mr. Madan Lal Aggarwal (DIN: 02403905) as an Additional Director (Independent) of the Company as per the provisions of Sections 149, 152 and 161 of the Companies Act, 2013 ("the Act") for a period of 5 (Five) years effective from 8th November, 2024, subject to the approval of the members. In terms of Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 ("Listing Regulations"), the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. The Company received the Notice in written from a member proposing the recommendation for his appointment as Independent Director.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has also received declaration from her that she meets the criteria of independence as prescribed both, under Section 149(6) of the Act and under the provisions of Listing Regulations. In the opinion of the Board, he fulfills the conditions for appointment as an Independent Director as specified in the Act and the rules made there under, and the Listing Regulations and is also independent of the management.

The Board is of the view that he is having rich experience in corporate affairs would prove of immense benefit to the Company in its various engagements with regulatory authorities. Considering his expertise and knowledge, it is in the interest of the Company that he is appointed as an Independent Director. The details required under the provisions of Secretarial Standard-2 on General Meetings read with Listing Regulations are provided as Annexure 1 hereto Except Mr. Madan Lal Aggarwal, none of the Directors, Key Managerial Personnel of the Company and any of their relatives are not in any way, concerned or interested in the resolution, except to the extent of shares in the company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested.

The Board recommends the Special Resolution set out at Item No. 1 of this Notice for approval of the shareholders

Annexure 1 to the explanatory statement of EGM Notice

Information of Directors seeking appointment/change in remuneration

Particulars	
Name	Mr. Madan Lal Aggarwal
Date of Birth	22-12-1956
Age	68 Years
Date of Appointment	8 th of November, 2024
Expertise in specific functional area / Brief Profile	<p>Extensive experience of more than 35 years as a Key Managerial Person both in public and private sector responsible for assignments-</p> <p>Assessment, Arrangement and management of finances; Raising funds for long term and working capital needs for ongoing as well as new projects;</p> <p>Monitoring and control of financial resources through effective fund flow and cash flow. budgeting & budgetary control for corporates engaged in manufacture of Pharmaceuticals-bulk drugs, Iron and steel, Infrastructure-construction of Roads/highways & Bridges, country liquor; NPK fertilizer, lime stone, heavy steel fabrication;</p> <p>Debt Restructuring proposals for corporates in Pharma, Spinning Yarn, Food & beverage, Road Infrastructure, Steel Pipe manufacturing and HDPE drum and cable manufacturing units.</p>
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	NIL
Directorship in all other public Companies except foreign companies and companies under Section 8 of the Companies Act, 2013	Yes, Appointed as Additional Non-executive Independent Director in WTL Garments Private Limited
Membership/ Chairman of the Committees of the Board of other public limited Companies (Membership/ Chairmanships of only Audit Committees and stakeholders Relationship Committees in other public limited Companies have been considered)	NIL

Number of shares held in the Company	NIL
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	NIL
Terms and Conditions of appointment	Five Years Commencing from November 2024 to November 2029 and shall not be retire by rotation.
Number of meetings of the Board attended during the financial year 2023-24	NIL
Sitting fee proposed to be paid	Applicable sitting fee as approved by the Board
Relationship with Directors/Promoters inter-se	Not related with Directors

For Syschem India Limited
Sd/-
Shikha Kataria
Company Secretary & Compliance Officer

Date: 24.12.2024
Place: Panchkula