

SYSCHEM (INDIA) LIMITED
Regd.Off.:Village BARGODAM, Tehsil Kalka, Distt. Panchkula (Haryana)
Tel.No.:0172-5070472; CIN:L24219HR1993PLC032195,
Website:www.syschem.in; Email:info@syschem.in

POSTAL BALLOT NOTICE

Dear Member(s)

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

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

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

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

The Board has appointed Ms. Kanwaljit Singh, Practicing Company Secretary, Chandigarh, (Membership No.: FCS 5901 and C. P. No. 5870 as Scrutinizer (the 'Scrutinizer') for conducting the Postal Ballot through

e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

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

The Results of Postal Ballot will be announced on or before 8th January, 2023 and also be hosted on website of the Company (www.syschem.in) and on the website of CDSL (www.evotingindia.com). The Results will also be communicated to BSE Limited where the Equity Shares of the Company are listed.

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. 6th January, 2023, in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.

SPECIAL BUSINESS:

Item No. 1.

To approve the appointment of Ms. Arshdeep Kaur as Independent Director of the Company.

To Consider and, if thought fit, to pass with or without modification(s), the following resolution 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 approval of the Board of Directors **Ms. Arshdeep Kaur having DIN: 08056826** who was appointed as an Additional Director (Independent) of the Company w.e.f._02.11.2022 under Section 161 of the Act, subject to the approval of the members within a period of 3 months from the date of his appointment, as required in terms of the regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and to hold office for a period of five years with effect from 2ND November, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company be 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.”

Item No. 2.

To approve the appointment of Mrs. Renu Rawat as Independent Director of the Company

To Consider and, if thought fit, to pass with or without modification(s), the following resolution 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 approval of the Board of Directors **Mrs. Renu Rawat having DIN: 08161739** who was appointed as an Additional Director (Independent) of the Company w.e.f.02.11.2022 under Section 161 of the Act, subject to the approval of the members within a period of 3 months from the date of his appointment, as required in terms of the regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 to hold office for a period of five years with effect from 2nd November, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company be 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: 05-12-2022

Place: Panchkula

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

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

NOTES:

- The Explanatory statement pursuant to Sections 102 and 110 of the Companies Act 2013 (“Act”) read with Rule 22 of the Companies (Management and Administration) Rule, 2014, as amended, setting out material facts and reasons in respect of the special business under the Resolution(s) as set out above is annexed hereunder and forms part of the Notice.
- Pursuant to the Provisions of Sections 110 of the Act read with the Rules and with the Circulars issued by the MCA, from time to time, your Company has an option to seek the approval of the Members through Postal Ballot (via remote e-voting) for the above mentioned resolution, instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the members through Postal Ballot via Remote e-voting, it shall be deemed to have been passed as if the same has been passed as General Meeting of the Manners convened in this regards.
- In view of the extraordinary circumstances created due to COVID-19 global pandemic, the Postal Ballot of the companies can be conducted as per the guidelines issued by the Ministry of Corporate Affairs (‘MCA’) vide General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 8, 2021 and other relevant Circulars, if any, issued by the Ministry of Corporate Affairs (‘MCA Circulars’ or ‘General Circulars’) and Securities and Exchange Board of India (‘SEBI’) circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of the Members at a common venue.
- For this purpose, the company has engaged the service of CDSL and has made necessary arrangements with CDSL to facilitate E-voting. In terms of the General Circular No.14/2020 dated April 08, 2020 read with General Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs, Government of India (the ‘MCA Circulars’), voting can be done only by E-voting. As the E-voting does not require a person to attend to a meeting physically, the Members are strongly advised to use the E-voting procedure by themselves and not through any other person/ proxies.
- The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members/ Beneficiary Position maintained by the Depositories as at close of business hours on Friday, December 2, 2022 (‘Cut-off Date’) and who have registered their e-mail addresses with M/s Beetal Financial & Computer Services Private Limited, Registrar and Share Transfer Agent (‘RTA’) of the Company. It is however, clarified that all the persons who are Members of the Company as on the Cut-off Date (including those members who may not have received this notice due to non-registration of their e-mail addresses with the Company or the Depositories) shall be entitled to vote in relation to the resolutions specified in this notice. A person, who is not a Member as on the Cutoff date and happens to receive this Notice, should treat this Notice for information purpose only.
- Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members/ beneficial owner as on the Cut-off Date fixed for the purpose and only those Members whose names are recorded in the Register of Members/ Beneficiary Position maintained by the Depositories as on the cut-off date will be entitled to cast their votes. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.

- Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI LODR Regulations and MCA Circulars, the Company is providing facility of Postal Ballot by remote e-voting to its Members to cast their votes in respect of the resolutions listed in this Notice. Further, in light of the MCA Circulars, no physical copies of this notice will be circulated.
- Resolutions passed by the Members with requisite majority through Postal Ballot shall be deemed to have been passed at a General Meeting of the Members convened on that behalf
- Voting rights in the Postal Ballot cannot be exercised by a proxy, accordingly Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. In case of joint holders voting, the joint holder who is higher in the order of names will be entitled to vote by way of remote e-voting.
- The shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be served to them may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, M/s Beetal Financial & Computer Services Private Limited, having their office at Beetal House, 3rd Floor, 99, Madangir, Bh. Local Shopping Complex, Near Dada Harsukhdas Mandir, New Delhi – 110 062. Ph No. : 011-29961281-82. Shareholders may write the request to register/update their E-mail address with RTA to the email: beetalrta@gmail.com. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for the Postal Ballot.

- The Notice and Explanatory Statement with the requisite enclosures, has also been made available on the website of the Company www.syschem.in and on the website of e-voting agency CDSL i.e. www.evotingindia.com and on the website of BSE Limited at www.bseindia.com, in the relevant sections. Relevant documents referred to in the notice, if any, will be available for inspection on the website of the Company www.syschem.in.
- In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under, Regulation 44 of SEBI Listing Regulations, SS-2 and the provisions of the Ministry of Corporate Affairs Circulars, and any amendments thereto, the company is providing facility for voting by E-voting to all the Members of the company to enable them to cast their votes electronically on the items mentioned in the Notice.

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

1. Voting through electronic means:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Thursday, 08th December, 2022** at 9.00 AM and ends on **Friday, 06th January, 2023** at 5:00 PM. During this period, shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, December 02, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the

participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

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

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

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

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System My easi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the E voting menu, the user will be able to see his/her holdings along with links of the respective e-Votingserviceprovideri.e.CDSL/NSDL/KARVY/LINKINTIMEasperinformationprovided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) IftheuserisnotregisteredforEasi/Easiest,optiontoregisterisavailableathttps://web.cdslindia.com/myeasi./Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.comhome 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 provided links for the respective
	ESP where the E Voting is in progress.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDEAS facility, please visit 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 homepage of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through Their Depository Participants</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 022-23058738 and 22-23058542-43.
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 toll free no.: 18001020990 and 1800 22 44 30

- (i) Login method of e-Voting for shareholders other than individual shareholders & physical shareholders.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged onto www.evotingindia.com 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 Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take

utmost care to keep your password confidential.

- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xii) Facility for Non – Individual Shareholders and Custodians – Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporate” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@schem.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to beetalrta@gmail.com.

2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID+CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar (Card) to beetalrta@gmail.com.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, 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 on 022-23058542/43.

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: To approve the appointment of Ms. Arshdeep Kaur as Independent Director of the Company

The Board of Directors, on the recommendation of the Nomination & Remuneration/Compensation committee (NRC), had appointed Ms. Arshdeep Kaur (DIN: 08056826) 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 2nd November 2022, 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.

Ms. Arshdeep Kaur 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, Ms. Arshdeep Kaur 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 Company received the Notice in written from a member proposing the recommendation Ms. Arshdeep Kaur for the appointment as Independent Director

The Board is of the view that Ms. Arshdeep Kaur’s rich experience in corporate affairs would prove of immense benefit to the Company in its various engagements with regulatory authorities. Considering expertise and knowledge of Ms. Arshdeep Kaur, it is in the interest of the Company that she is appointed as an Independent Director of the Company. The details required under the provisions of Secretarial Standard-2 on General Meetings read with Listing Regulations are provided as Annexure 1 hereto.

Except Ms. Arshdeep Kaur, 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

Item No. 2: To approve the appointment of Mrs. Renu Rawat as Independent Director of the Company

The Board of Directors, on the recommendation of the Nomination & Remuneration/Compensation committee (NRC), had appointed Mrs. Renu Rawat (DIN: 08161739) 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 2nd November 2022, 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 Mrs. Renu Rawat for the appointment as Independent Director.

Mrs. Renu Rawat 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, Mrs. Renu Rawat 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 Mrs. Renu Rawat's rich experience in corporate affairs would prove of immense benefit to the Company in its various engagements with regulatory authorities. Considering expertise and knowledge of Mrs. Renu Rawat, it is in the interest of the Company that she is appointed as an Independent Director of the Company.

The details required under the provisions of Secretarial Standard-2 on General Meetings read with Listing Regulations are provided as Annexure 1 hereto.

Except Mrs. Renu Rawat, 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

For Syschem India Limited

Sd/-

Shikha Kataria

Company Secretary & Compliance Officer

Date: 05.12.2022

Place: Panchkula

**Annexure 1 to the explanatory statement of Postal Ballot Notice
Information of Directors seeking appointment/change in remuneration**

Particulars	Ms. Arshdeep Kaur	Mrs. Renu Rawat
Date of Birth	30-07-1990	09-05-1971
Age	32	52
Date of Appointment	2 nd November, 2022	2 nd November, 2022
Qualification	Member of Institute of Company Secretary of India	Member of Institute of Company Secretary of India
Expertise in specific functional area / Brief Profile	<p>Ms. Arshdeep Kaur is qualified Company Secretary with wide experiences in the field of Corporate Law.</p> <p>She is more than 3 years professional working experience. Presently she is acting as a Director of Indo Farm Equipment Limited and had an experience as director in other Company too. She will be immense beneficial to the Company.</p>	<p>Mrs. Renu Rawat is qualified Company Secretary with wide experiences in the field of Corporate Law. She is more than 5 years professional working experience.</p> <p>Presently she is serving as an Independent Director of Orient Craft Infrastructure Limited and working as full time Company Secretary also.</p> <p>Her presence in the Board will be immense beneficial to the Company.</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	NIL
Directorship in all other public Companies except foreign companies and companies under Section 8 of the Companies Act, 2013	Indo Farm Equipment Limited	Orient Craft Infrastructure 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)	Member in 3 Committees (Nomination and Remuneration Committee, Audit Committee and Stakeholder Relationship Committee.)	Member of Audit Committee
Number of shares held in the Company	NIL	NIL
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	NIL	NIL

Terms and Conditions of appointment	Five Years Commencing from November 2022 to November 2027 and shall not be retire by rotation.	Five Years Commencing from November 2022 to November 2027 and shall not be retire by rotation.
Number of meetings of the Board attended during the financial year 2022-23	NIL, except one in which she was invited as invitee for the purpose to introduce to the Board of Directors	NIL, except one in which she was invited as invitee for the purpose to introduce to the Board of Directors
Remuneration proposed to be paid	Applicable sitting fee as approved.	Applicable sitting fee as approved
Relationship with Directors/ Promoters inter-se	Not related with Directors.	Not related with Directors.