25th
ANNUAL REPORT

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AS AT 31ST MARCH 2018

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SYSCHEM (INDIA) LIMITED

BOARD OF DIRECTORS

MR. RANJAN JAIN
MR. SUNINDER VEER SINGH
MRS. NEENA KUMAR
MR. BALWANT SINGH SANDHU
MRS. NEENA BATRA

REGISTERED OFFICE

VILLAGE BARGODAM, TEHSIL KALKA, DISTT. PANCHKULA – 133 302
HARYANA
EMAIL : info@ syschem.in

CORPORATE OFFICE

SCO 825, 1ST FLOOR,
NAC, MANI MAJRA,
CHANDIGARH – 160 101
EMAIL- info@syschem.in
WEBSITE: www.syschem.in

AUDITORS

M/s Vinod Sumitra & Co.
#3130-P, SECTOR 22-D
CHANDIGARH – 160 022

COMPANY SECRETARY

Mrs. Amarjeet Kaur

CHIEF FINANCIAL OFFICER

Mr. Naresh Batra

BANKERS

PUNJAB NATIONAL BANK
SECTOR 22-D,
CHANDIGARH – 160 022

NOTICE

NOTICE is hereby given that 25th Annual General Meeting of the shareholders of Syschem (India) Limited will be held on Friday, the 28th day of September, 2018 at 1.00 P.M. at Registered Office Village Bargodam, Tehsil Kalka, Distt. Panchkula, Haryana to transact the following business :-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2018 and the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditor's thereon.

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

3. To ratify the appointment of Auditors and to fix their remuneration and for this purpose to consider and, if thought fit, to pass the following resolution with or without modification(s) as an ordinary resolution:

   "RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 3(7) of the Companies (Audit & Auditors) Rules, 2014, the Company hereby ratified the appointment of M/s Vinod Sumitra & Co., Chartered Accountants, (Firm Registration no. 014398N) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at a remuneration as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. **To approve Related Party Transactions and to consider and, if thought fit, to pass with or without modification(s), the following resolution as ordinary resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Regulation 23(8) of the SEBI (Listing Obligations and Disclosure Requirement), 2015 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time, approval / ratification of the members be and is hereby accorded for the related party contracts for the transactions of sale and purchase with the related parties as detailed in the Explanatory Statement on such terms and conditions as defined in the related party contracts.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, make such changes to the terms and conditions as may be considered necessary or desirable in order to give effect to this resolution in the best interest of the Company."

5. **Approve the remuneration of the Cost Auditors for the financial year ending March 31, 2019 & to Consider and if thought fit, to pass, with or without modification(s), the following resolution as ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any Statutory Modification(s) or re-enactment thereof, for the time being in force), M/s. C.L. Bansal & Associates, Cost Auditors appointed by the Board on the recommendation of the Audit Committee of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting;

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

6. **To re-classify the status of M/s Classic Securities Pvt. Ltd. from 'Promoter' category to 'Public' category of the Company and to consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:**

"**RESOLVED That** pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws and subject to the necessary approvals from the Securities and Exchange Board of India (SEBI), Stock Exchanges and other appropriate statutory authorities as may be required, the consent of the Members of the Company be and is hereby accorded to re-classify the status of M/s Classic Securities Pvt. Ltd. from 'Promoter category to 'Public' category of the Company.

RESOLVED FURTHER That M/s Classic Securities Pvt. Ltd. shall not hold more than ten percent of the paid-up equity share capital of the Company nor shall have any special right through formal or informal arrangements and shall not directly or indirectly exercise control, over the affairs of the Company.

RESOLVED FURTHER That on approval of the Securities and Exchange Board of India/Stock Exchange(s) for the said re-classification, the Company shall effect such re-classification in the statement showing holding of securities and shareholding pattern of the Company from immediate succeeding quarter under Regulation 31 of the Listing Regulations and in compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and other applicable laws.

RESOLVED FURTHER That Mr. Ranjan Jain, Chairman cum Managing Director and/or Mr. Suninder Veer Singh, Joint Managing Director, Mrs. Amarjeet Kaur, Company Secretary and/or such other person as authorized by them, be and are hereby jointly and severally authorized to submit the application for re-classification to the Stock Exchanges, where the securities of the Company are listed or any other regulatory body, as may be required and to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the Members of the Company or of the Board."

Place: Chandigarh
Date: 31.08.2018

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

RANJAN JAIN
(Managing Director)
DIN : 00635274

NOTES :

(1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote on a poll instead of himself / herself. The proxy need not be a member of the Company. A blank form of proxy is attached herewith and, if intended to be used, it should be returned duly completed at the Registered Office of the Company not less than forty eight hours before the scheduled time of the commencement of 25th Annual General Meeting.

(2) A person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than 10% of the total Share Capital of the Company carrying voting rights. However, a member holding more than 10% of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

(3) Every member entitled to vote at the meeting, or on any resolution to be moved there at, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days notice in writing of the intention so to inspect is given to the Company.

(4) The Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of item Nos. 4 and 5 of the Notice convening the Meeting is annexed hereto.

(5) Location map of the Venue of the Annual General Meeting is attached to this Annual Report.

(6) Members holding shares in physical form are requested to notify / send the following to the Registrar & Transfer Agent (RTA) of the Company M/s Beetal Financial & Computer Services Private Limited, having their office at Beetal House, 3rd Floor, 99, Madangir, Bh. Local Shopping Complex, Near Dada Harsukhdas Mandir, New Delhi – 110 062. Ph No. : 011-29961281-82.

   a. their **E-mail ID**, in case the same have not been sent earlier, for the purpose of receiving the communication electronically
   b. any change in their address / E-mail ID / ECS Mandate / Bank details
   c. Share Certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account
   d. their Bank account details in order to receive payment of dividend, whenever declared, through electronic mode, as and when it would be declared

   B. Members holding shares in dematerialized form are requested to notify to their Depository Participant :-

      a. their E-mail ID.
      b. all changes with respect to their address, E-mail ID, ECS mandate and Bank details.

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

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

(9) In accordance with Section 20 of the Companies Act, 2013 service of documents on members by a Company is allowed through electronic mode. Accordingly, as a part of Green Initiative, soft copy of the Annual Report 2017-18 is being sent to all the members whose E-mail address(es) are registered with the Company / Depository Participant(s) unless any member has requested for a hard copy of the same. Further, in accordance with Listing Agreement and Section 136 of the Companies Act, 2013 including Rule 10 of the Company (Accounts) Rules, 2014 the hard copies of Annual Report 2017-18 is being sent to all other members who have not registered their E-mail address(es). Members, who have not yet registered their E-mail address with the Company / RTA / Depository Participant, are requested to do the same at the earliest.

The Notice of 25th Annual General Meeting and the Annual Report 2017-18 will also be available on the Company's website www.syschem.in for downloading by the members. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours.

(10) The Shareholders / Proxies are requested to produce at the Registration Counter(s) the attendance slip sent along with this Report, duly completed and signed, for admission at the meeting hall. However, in case of non-receipt of Notice of AGM, members are requested to write to the Company at its Registered Office for issuing the duplicate of the same or download the same from Company`s website www.syschem.in.

(11) In case any Member has any query relating to the Annual Accounts he / she is requested to send the same to the Compliance Officer at the Registered Office of the Company at least 7 days before the date of AGM so as to enable the management to keep the information ready for replying at the meeting.

(12) As a measure of economy, copies of Annual Report will not be distributed at the venue of the AGM. Members are, therefore, requested to bring their own copies of the Annual Report to the meeting.

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

(14) **All the** documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 AM to 1.00 PM up to the date of AGM. The Register of Directors and Key Managerial Personnel & their Shareholding and the Register of Contracts & Arrangements in which Directors are interested shall be open for inspection at the meeting to any person having right to attend the meeting.

(15) Members holding shares in physical form and desirous of making a nomination or cancellation / variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to the RTA of the Company M/s Beetal Financial & Computer Services Pvt. Ltd. the prescribed Form SH 13 for nomination and Form SH 14 for

cancellation / variation as the case may be. Members holding shares in demat mode may contact their respective Depository Participant for availing this facility.

(16) Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from 22-09-2018 to 28-09-2018 (both days inclusive) for the purpose of AGM.

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

(18) Members are advised to refer to the Shareholders General Information as provided in the Annual Report.

(19) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.

(20) In terms of the provisions of Section 107 and 108 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting, the said resolutions will not be decided on a show of hands at the Meeting.

(21) **E-VOTING:**

a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Listing Regulations, 2015, a member of the Company holding shares either in physical form or in dematerialized form may exercise his right to vote by electronic means in respect of the resolution(s) contained in this notice.
b. The Company is providing facility for voting by electronic means to its members to enable them to cast their votes through such voting. The Company has engaged the services of Central Depository Securities Limited (CDSL) to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting).
c. The Company shall also provide facility for voting through Ballot paper which shall be available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting
d. The members who have casted their vote by remote e-voting to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
e. The Board of Directors have appointed Mr. Kanwaljit Singh, Practicing Company Secretary (FCS 5901), SCO 64-65, Sector 17 A, Chandigarh as the Scrutinizer, for conducting the remote e-voting process and ballot voting at Annual General Meeting in a fair and transparent manner.
f. The cut-off date for the purpose of voting (including remote e-voting) is 21st September, 2018.
g. Members are requested to carefully read the instructions for remote e-voting before casting their vote.
h. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

Commencement of remote e-voting	09:00 A.M. (IST) on September 25, 2018
End of remote e-voting	05:00 P.M. (IST) on September 27, 2018

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

(i) The voting period begins on 25th September, 2018 at 9.00 A.M. and ends on 27th September, 2018 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 (record date) of 21st September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Departme (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as record 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 as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for for the Company "Syschem (India) Limited" on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

In case of members receiving the physical copy:

(A) Please follow all steps listed above to cast vote.

(B) The voting period begins on 09:00 A.M. (IST) on September 25, 2018 and ends on 05:00 P.M. (IST) on September 27, 2018

(C) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21-09-2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Any person, who acquires shares of the Company and becomes member of the Company after the Dispatch of Notice and holds shares as of the cut-off date i.e. 21-09-2018, may obtain the Login ID and sequence number by sending a request to RTA of the Company M/s Beetal Financial & Computer Services Pvt. Ltd, Beetal House, 99, Madangir behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi, Delhi – 110 062. However, if the said shareholder is already registered with CDSL for e-voting, then his existing User ID and password can be used for casting the vote. If he has forgotten the password, he can reset his password by using "Forgot User Details / Password" option available on www.evotingindia.com.

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

(i) The voting rights of shareholders shall be in proportion to the shares held by them in the paid up Equity Share Capital of the Company as on 21-09-2018.

(ii) The scrutiniser shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the results of the voting forthwith

(iii) The Scrutinizer`s decision on the validity of the vote shall be final and binding.

(iv) The result declared along with the Scrutinizer`s report shall be placed on the website of the Company (www.syschem.in) and on the website of CDSL (www.cdslindia.com) immediately after the result is declared and shall simultaneously be forwarded to the B S E Limited, where the Company`s shares are listed.

(v) The resolutions will be deemed to be passed on the AGM date subject to receipt of requisite number of votes in favour of the resolutions.

Place: Chandigarh
Date: 31.08.2018

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

SD/-
Ranjan Jain
(Managing Director)
DIN.: 00635274