

30TH ANNUAL REPORT

OF

SYSCHEM (INDIA) LIMITED

AS AT

31ST MARCH, 2023

BOARD OF DIRECTORS

MR. RANJAN JAIN
MS. ARSHDEEP KAUR
MR. SUNINDER VEER SINGH
MRS. NEENA BATRA
MRS. RENU RAWAT

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 STAV &Co.
#3130-P, SECTOR 22-D
CHANDIGARH – 160022

COMPANY SECRETARY

Mrs. Shikha Kataria

CHIEF FINANCIAL OFFICER

Mr. Sanjeev Agrawal

BANKERS

PUNJAB NATIONAL BANK,
MANIMAJRA,
CHANDIGARH-160101

ICICI BANK, SECTOR-9, CHANDIGARH-
160009

INDUSIND BANK, SECTOR-11,
PANCHKULA-134109

NOTICE

NOTICE is hereby given that 30th Annual General Meeting of the shareholders of Syschem (India) Limited will be held on Saturday, the 23th day of September, 2023 at 3:30.00 P.M through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business :-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement for the Financial Year ended 31st March 2023 together with the reports of the Board of Directors and Auditors thereon
2. To appoint a Director in place of Mr. Suminder Veer Singh (DIN:07693557) who retire by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS FOR THE FINANCIAL YEAR 2024-25:

To Consider and, if thought fit, to pass with or without modifications, 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 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement), 2015 (Listing Regulations) as amended till date and in accordance with the Provisions of Section 188 and all other provisions of Companies Act, 2013 (this Act) if any and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Company's Related Party Transactions Policy, approval 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 for the transactions of availing or rendering of any services and other transactions which will be in ordinary course of business and at arm's length upto the maximum value of transactions as mentioned herein below:

S. No	Name of Related Party	Particular of Contract/Arrangement
1	Impetus Healthcare	Sale/ Purchase of Goods and services up to a value of 50 cr
2	Pharma Care International	Sale, purchase or supply of goods and material, availing and rendering of services, selling or otherwise disposing off or buying properties of any kind, leasing of property of any kind and other transactions in the ordinary course of the company's business upto the maximum value of 500 crores (Five Hundred Crores)
3	JB Khokhani & Co	Sale, purchase, supply of any goods, including raw materials, finished products, scrap and capital goods, carrying out/availing job-work and hire of facilities, availing/ rendering of marketing/ business transfer and other services, leasing of factory/ office premises/facilities/ corporate guarantee or any other transactions of an amount of Rs. 100 Cr
4	Indosol Export	Sale, purchase, supply of any goods, including raw

		materials, finished products, scrap and capital goods, carrying out/availing job-work and hire of facilities, availing/ rendering of marketing/ business transfer and other services, leasing of factory/ office premises/facilities/ corporate guarantee or any other transactions of an amount of Rs. 50 Cr.
--	--	--

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.”

4. APPROVE THE REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2024

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 Mohit Aggarwal &Co., Cost Accountant (Firm Reg No.:004301)** 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, 2024, be paid the remuneration of Rupee 45000/- 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 authorized 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”.

5. TO APPROVE AND RATIFY THE RELATED PARTY TRANSACTIONS BEING CORPORATE GUARANTEE ISSUED BY THE COMPANY ON BEHALF OF PHARMACARE INTERNATIONAL , A PARTNERSHIP CONCERN.

To Consider and, if thought fit, to pass with or without modifications, the following resolution as ordinary resolution.

“**RESOLVED THAT** pursuant to the provisions of Section 179, read with Section 186 of the Companies Act, 2013, and the rules made there under, including the statutory modifications and re-enactments thereof, for the time being in force, and subject to the compliance with the provisions of and the limits envisaged under Section 186 of the Companies Act, 2013, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended from time to time (“SEBI Listing Regulations”) and subject to such other necessary compliances, permissions and approval as may be required in the matter, the approval of the members be and is hereby approve and ratify the related party contract/arrangement /transactions accorded to extend the corporate guarantee and provide security(creating charge on the assets of the Company) in respect of credit facilities availed from banks/financial institutions by M/s Pharmicare International, a partnership concern, in which the Directors of the company are not concerned or interested, for an amount not exceeding Rs 50 crores (Rupees Fifty Crores only).

FURTHER RESOLVED THAT Mr. Ranjan Jain (DIN: 00635274), Managing Director and/or Mr. Suninder Veer Singh (DIN: 07693557), Whole Time Director of the company be and are hereby jointly and/ or severally authorized to sign all necessary papers, guarantee agreements, deeds, contracts and arrangement letters as may be agreed and required in this regard and to do all such acts, things and deeds as may be required from time to time to give effect to this resolution.”

Place: Chandigarh
Date: 4th August, 2023

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

Ranjan Jain
(Managing Director)
DIN:00635274

NOTES:

1. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolutions in respect of the businesses set out above is annexed hereto. A copy of the Annual General Meeting (AGM) Notice is also available on the company's www.syschem.in, CDSL Website www.evotingindia.com and at the relevant sections of the websites of the BSE Limited.
2. The shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:
3. Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this AGM, 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 AGM.
4. In view of the outbreak of COVID-19 pandemic and its continuation in the current year, the Ministry of Corporate Affairs (the "MCA"), Government of India, has vide its General Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/ 2020 dated 13th April 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made there under on account of the threat posed by Covid-19", General Circular No. 20/ 2020 dated 5th May 2020, in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and General Circular No. 02/ 2021 dated 13th January 2021, in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India vide Circular No. SEBI/HO/ CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Covid-19 pandemic" and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021, in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the CoVID -19 pandemic" (collectively referred to as "SEBI Circulars") have permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time, read with the MCA Circulars, SEBI Circulars and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Annual General Meeting ("AGM") of the Company is scheduled to be held on Saturday, 23rd September 2022, at 3:30 p.m. (IST) through VC/OAVM and the voting for items to be transacted in the Notice to this AGM is only through remote electronic voting process ("e-Voting"). The deemed venue for the 30th AGM will be VILL-Bargodham Tehsil –Kalka Distt Panchkula, Harayana.

5. In Compliance with the aforesaid, this Notice together with annual report 2023-24 is being sent only through electronic mode to those members whose email address are registered with the company/ depositories. Copies of the Notice and annual report will be uploaded on the company's website at https://www.syschem.in/investors_RESOURCES.html, website of stock exchange of India Ltd. at www.bseindia.com.
6. Members attending AGM through VC/OAVM, shall be counted for the purpose of reckoning the quorum be counted for the purpose of reckoning the quorum under the provisions of the Act.
7. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM shall be counted for the purpose of reckoning the quorum under the provisions of the Act.
8. Since the AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility to appoint proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
9. The Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the meeting is annexed hereto and forming part of this Notice.
10. The Register of members and share transfer Books of the Company will be closed from **17th September, 2023 to 23rd September, 2023 (both days inclusive)**.
11. 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 5th May, 2020 and 13th January, 2021 read with other previous circulars issued in that connection, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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 AGM will be provided by CDSL.
12. The Members can join the AGM 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 AGM 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 AGM without restriction on account of first come first served basis.
13. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
14. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM 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 AGM Notice is also disseminated on the website of

CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

15. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA. dated 5th May, 2020 and 13th January, 2021 read with other previous circulars issued in that connection (collectively referred as “MCA Circulars”),.
16. In compliance with the aforesaid MCA Circulars and SEBI Circular Dated May 12, 2020, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company’s website www.syschem.in website of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
17. In compliance with the MCA Circulars, the Company has published a public notice by way of an advertisement made dated 25.08.2023 in Jansatta (In Hindi) and Financial Express (In English) in Chandigarh and Delhi, advising the members whose e-mail ids are not registered with the Company, its Registrar and Share Transfer Agent (RTA) or Depository Participant(s) (DPs), as the case may be, to register their e-mail ids with them.
18. The Portal for E-voting will remain open for the Members for exercising their voting from **Wednesday 20th September, 2023** at 09:00 AM India Standard Time (‘IST’) till Friday, **September 22, 2023 at 05:00 PM (IST)** both days inclusive. The E-voting needs to be exercised by 05:00 PM (IST) on Thursday, 16, 2022. Please note that E-voting module will be disabled for e-voting by CDSL after the said date and time. During this period, the Members of the company holding shares either in physical form or dematerialized form, as on Saturday, 16th September, 2023 (‘cut-off date’), may cast their vote electronically. Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
19. Since AGM will be held through VC/OAVM, the Route Map is not annexed in the Notice.
20. 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 HarsukhdasMandir, 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.
21. 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.

22. 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.
23. To support the Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with M/s Beetal Financial & Computer Services Private Limited in case the shares are held by them in physical form.
24. 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 / re-appointment 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.
25. 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.
26. The Board of Directors has appointed CS Kanwaljit Singh, Company Secretary in Practice (Membership No. FCS 5901), as Scrutinizer for scrutinizing the E-voting in a fair and transparent manner.
27. The result of AGM will be posted on the Company's website www.syschem.in CDSL's website www.evotingindia.com and will be communicated to be BSE Limited ('BSE').
28. 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.
29. Members are advised to refer to the Shareholders General Information as provided in the Annual Report.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on, **20th September, 2023** at 9.00 AM and ends on **T, 22th September, 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 **Saturday, September 16, 2023** 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 remote-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 Myeasi. 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-Voting service providers i.e. CDSL/NSDL/KARVY/LINKINTIME as per information provided 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) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration