



Syschem (India) Limited

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WOOD FINISHES

Ref. No. SIL/CS/2014-15/360

Dated: 27.09.2014

COURIER/E-MAIL

General Manager,
Deptt of Corporate Services,
Bombay Stock Exchange Ltd.
PJ Tower, Dalal Street
Mumbai-400 001.

Sub: CLAUSE 31(D) OF THE LISTING AGREEMENT

Dear Sir,

Pursuant to Clause 31(d) of the Listing Agreement, this is to inform you that the Annual General Meeting of the company was held on Saturday, 27th September, 2014 at 11.00 A.M at Village Bargodam, Tehsil Kalka, Distt. Panchkula.

Mr. Jagmohan Arora, Wholetime Director of the company was elected as the Chairman of the meeting. After ascertaining the quorum in order, the Chairman commenced the proceedings of the meeting.

The Chairman enlighten that due to implementation of the new Companies Act, 2013, the Clause 35B of the Listing Agreement also changed to align with the new proviso of the Act. He further added that as per the provisions of the new Act, the company being a listed company had to mandatorily provide for e-voting facility. The company had provided the said facility and members had cast their votes accordingly.

The Chairman further discussed that the members holding 1/10th of the total voting power or holding shares of Rs. 5 lacs or more may entitle to demand poll on all or any of the resolutions proposed at the meeting. However all the members present were in the view that no poll to be demanded for any of the resolution.

Chairman further stated that since no demand of poll, the result of e-voting shall be treated as final for the purpose of passing the resolutions. He further added that the company has appointed Mr. Kanwaljit Singh, practicing Company Secretary as scrutinizer to scrutinize the e-votes cast by the members. He tabled before the meeting the report of the scrutinizer received by the company.

Before the declaration of result, the Chairman sought questions, suggestions etc. from members and a few members have asked questions also and gave their valuable suggestions for the betterment of the company. The Chairman addressed all the questions raised and suggestions given during the meeting.



After that the Chairman of the meeting stated that according to the scrutinizer's report, the following Ordinary Business with Ordinary Resolution, proposed at the Annual General Meeting, is declared as passed:

1. To receive, consider and adopt the Audited Balance Sheet of the company as on 31st March 2014 and statement of profit and loss during the year ended on that date along with the report of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajesh Gupta (Din: 03594434) who retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment.
3. To declare preference dividend.
4. To appoint the Statutory Auditors of the Company.

The Chairman further added that following Special Business with Ordinary and Special resolutions, proposed at the meeting is declared as passed:

1. Appointment of Mr. Balwant Singh Sandhu (DIN 03365416) as an Independent Director of the Company for a term of five consecutive years commencing from 27th September, 2014 (as Ordinary Resolution).
2. Appointment of Mr. Satish Chand Aggarwal (DIN 05159621) as an Independent Director of the Company for a term of five consecutive years commencing from 27th September, 2014 (as Ordinary Resolution).
3. Authority to the Board of Directors for borrowing money upto Rs. 75.00 crores over and above the aggregate of the paid up share capital and free reserves of the Company (as Special Resolution)
4. Authority to the Board of Directors to create mortgage / charge on all or any of the immovable properties of the Company to secure the term loans / working capital facilities upto a sum of Rs 75.00 crores (as Special Resolution)
5. Ratification of remuneration of Cost Auditors M/s Balwinder & Associates, Cost Accountants 2014 (as Ordinary Resolution).
6. Permission under Section 188 of The Companies Act, 2013 (as Special Resolution)
7. Amendment in Article 86, 87A & 117 of Articles of Association of the Company (as Special Resolution)

Thereafter, meeting concluded with a vote of thanks to the Chairman of the Meeting.

Kindly take the same on record.

Yours truly
For **Syschem (India) Ltd.**,



(Jagmohan Arora)
Wholetime Director
DIN: 00828060