



Syschem (India) Limited

Regd. Office & Works : Village Bargodam, Teh. Kalka
Distt. Panchkula, Haryana -133302, India
CIN: L24219HR1993PLC032195
Ph.: 7082923502, 7082923506
E-mail : info@syschem.in, URL : www.syschem.in

Ref: SIL/2023-24/46

Date: 28.08.2023

To,
The Gen Manager
Corporate Relationship Dept.
BSE Limited
PJ Tower, Dalal Street, Mumbai- 400 001

Equity Scrip Code: 531173

Kind Att: Head -Listing Department

Subject: Submission of Annual Report 2022-23 and Book Closure.

Dear Sir,

Pursuant to the MCA Circulars and SEBI Circulars issued time to time, 30th Annual General Meeting (AGM) of the Company will be held on **Saturday 23rd September, 2023 at 3:30 P.M.** through video Conferencing/other Audio Visual Means ("VC/OAVM") only without Physical presence of the members at the venue for the Meeting is registered office at VILL-Bargodam, Tehsil-Kalka Dist Panchkula, Haryana.

As per Regulation 34 of SEBI (listing Obligations and Disclosure Requirement), 2015, Please find enclosed herewith the Annual Report of the Company for the Financial Year 2022-23.

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 17th day, the September, 2023 to 23rd day, the September, 2023 (both days inclusive) for the purpose of Annual General Meeting.

We request you to take the same on record.

Thanking you,

Yours faithfully

For Syschem India Limited

SHIKHA

KATARIA

(Shikha Kataria)

Company Secretary

Membership: 57304

Digitally signed

by SHIKHA

KATARIA

Date: 2023.08.28

13:17:42 +05'30'

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 2023together with the reports of the Board of Directors and Auditors thereon
2. To appoint a Director in place of Mr. Suminder Veer Singh (DIN:07693557who 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 23of 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-workand 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 A mount 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.
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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-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 provider 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

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account .After successful authentication, user will be provided links for the respective</p>
	<p>ESP where the E Voting is in progress.</p>
<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 - Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting 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.nsd.com. Select “Register Online for IDeAS” Portal 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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</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 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</p>

<p>Their</p> <p>Depository</p> <p>Participants</p>	<p>service</p> <p>Provider name and you will be redirected to e-Voting service provider</p> <p>Website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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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.

HelpdeskforIndividualShareholdersholdingsecuritiesindematmodeforany technicalissuesrelated 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
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PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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@syschem.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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.

Place: Chandigarh
Date: 04, August, 2023

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

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

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

Impetus Healthcare, a partnership Firm in which Mr. Suninder Veer Singh(DIN:07693557), Managing Director of the Company is a partner is a 'Related Party' within the meaning of Section 2 (76) of the Companies Act, 2013 and Regulation 2 (1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"). The Board of Directors of the Company had, on the recommendation of the Audit Committee, passed a resolution at its meeting held on 01ST June, 2023, approving the Sale & purchase of raw material and finished goods upto a value of Rs. 50.00 Crores to and from Impetus Healthcare. The provisions of Section 188 of Companies Act, 2013 and Regulation 23(4) of Listing Regulations, 2015 requires prior approval of shareholders in case the Paid-up Share Capital of the Company is Rs.10 crores or more.

The following disclosure(s) for rendering of any services to the related party is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014:

A	Name of the related party	Impetus Healthcare
B	Name of the Director or Key Managerial Personnel who is related, if any	Mr. Suninder Veer Singh, Managing Director
C	Nature of relationship	A firm in which Mr. Suninder Veer Singh is a partner
D	Nature, material terms, monetary value and particulars of the contract or arrangement	Sale & purchase of raw material and finished goods upto Rs. 50.00 crores
E	Any Advance Paid Or Received For The Contract Or Arrangement, If any	Nil
F	The Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The pricing is commensurate with the general trend in the industry for other development managers and is at the rates prevalent in the market for such services.
G	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Yes
H	Any other information relevant or important for the members to take a decision on the proposed resolution	The transaction for entering into agreement for providing services with its related parties is on 'arm's length' basis and is advantageous for the Company considering the experience of the related party and shall be in compliance with Section 188 and other applicable provisions of the Companies Act, 2013 and the rules thereto.

None of the Directors and key managerial personnel of the Company or their relatives are concerned or interested in the resolution except Mr. Suninder Veer Singh, Managing Director of the Company.

The members are hereby informed that the majority of the businesses of the company are executed with **Pharmacare International**, a partnership concern in which none of the director or their relative is

interested as a partner or otherwise. Hence Pharma Care International is not related as per the Companies Act, 2013. However as per the recent amendments in Regulation 2(1)(zb) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement), 2015, any person or entity holding 20% or more of the shareholding in the Company shall deemed to be related Party. Further as per amended provision 23(4) of the SEBI (Listing Obligations and Disclosure requirement), 2015 prior permission of members is required for all material related party transactions. Sine Company is doing major business with the Pharma Care, hence permission of the members is hereby sought. The Audit Committee has already approved the same. Further the approval through Postal Ballot dated 5th July,2023 has already been taken for Financial Year 2023-24 and now Company seek approval for the Financial Year 2024-25 up to a value of 500 Crores (Five Hundred Crore).

The members are hereby informed that the company has executed transactions (Purchase and sale) with **JBK Khokhani& Co**, in which none of the director or their relative is interested as a partner or otherwise, But Promoters are the directors in the Co. Hence JBK Khokhani& Co is not related as per the Companies Act, 2013. However as per the recent amendments in Regulation 2(1)(zb) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement), 2015, any person or entity holding 20% or more of the shareholding in the Company shall deemed to be related Party. Further as per amended provision 23(4) of the SEBI (Listing Obligations and Disclosure requirement), 2015 prior permission of members is required for all material related party transactions. Sine Company is doing business with the JBK Khokhani &Co, hence permission of the members is hereby sought. The Audit Committee has already approved the same. Further the approval through Postal Ballot dated 5th July,2023 has already been taken for Financial Year 2023-24 and now Company seek approval for the Financial Year 2024-25 up to a value of 100 Crores (Hundred Crore).

The members are hereby informed that the company has executed transactions (Purchase and sale) with **Indosol Export**, in which none of the director or their relative is interested as a partner or otherwise, But Promoters are the directors in the Co. Hence Indosol Export is not related as per the Companies Act, 2013. However as per the recent amendments in Regulation 2(1)(zb) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement), 2015, any person or entity holding 20% or more of the shareholding in the Company shall deemed to be related Party. Further as per amended provision 23(4) of the SEBI (Listing Obligations and Disclosure requirement), 2015 prior permission of members is required for all material related party transactions. Sine Company is doing business with the Indosol Export; hence permission of the members is hereby sought. The Audit Committee has already approved the same. Further the approval through Postal Ballot dated 5th July,2023 has already been taken for Financial Year 2023-24 and now Company seek approval for the Financial Year 2024-25 up to a value of 50 Crores (Fifty Crore).

The Board recommends passing of the proposed Ordinary Resolution.

ITEM NO.4:

The Board on the recommendation of the Audit Committee has approved the appointment of M/s. Mohit Agrawal & Associates, Cost Auditors at remuneration of Rs. 45,000/- plus Goods and Service Tax (GST) as applicable to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024. In accordance with the provisions of the Sec 148 of the Act read with the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly consent of the members is sought. The Directors recommends the resolution for members' approval as an Ordinary Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

ITEM NO.5:

The members are hereby informed that Pharmacare International, a partnership concern with whom the Company is having majority of the business transactions of the company are executed, in which none of the Director or their relative is interested as a partner or otherwise. Hence, M/s Pharmacare International is not a related party to the company as per the provisions of Companies act, 2013. However, as per the recent amendment in Regulation 2(1)(zb) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement), 2015, any person or entity holding 20% or more of the shareholding in the company shall be deemed to be a related party.

The Company provided corporate guarantee and security on the Credit Facilities taken by Pharmacare International of an amount of Rs 35 Crores only after Shareholders approval in the Extra Ordinary General Meeting dated 9th April, 2022. As the partnership concern being a related party as per SEBI (Listing Obligations and Disclosure Requirement), 2015 So Now Company hereby seeks approval from shareholders to extend their approval for the same. As per recent amendment in the in regulation 23 of LODR,(Listing Obligations and Disclosure Requirement),2015,prior approval of shareholders is required, so Company hereby seeks approval from the shareholders to extend Corporate guarantee and security for the payment of credit facilities to HDFC Bank on behalf of Pharmacare. As per Regulation 2 (1)(zb) of Listing Regulation and Regulation 23 of SEBI Listing Regulations. Pharmacare International is an entity related to promoter group members of your Company.

The Particulars of Corporate Guarantee/ Related Party transactions are given below:

Name of Related Party	Description of Corporate Guarantee / Transaction	Total Transaction Value (Rs. in Crore)
Pharmacare International	Corporate guarantee and/ created charge on the assets of the Company to secure the due repayment of the credit facility(ies) granted in favor of HDFC Bank Limited of Rs.35 crore extended by HDFC Bank Limited	35

The other particulars of aforesaid Corporate Guarantee/Related Party Transaction are as below:

Name of Related Party	Name of Director or Key Managerial Personnel of the Company who is related Party, if any	Nature of Relationship/ position in Pharmacare International	Material Terms of the Corporate Guarantee / contract or arrangement	Any other information relevant or important for the members to take a decision on the proposed resolution
Pharmacare International	NIL	Pharmacare International is an entity related to Promoters group	Guarantee is provided by company to repay the Loan if the Related party fails to repay, Exclusive	-

		members of the Company	charge by way of hypothecation of 1. all the plant and machinery both present and future consisting of all movable assets being movable properties now stored at or being stored or which may hereafter be brought into or stored at orat present installed at all the locations. 2. all the security providers moveable properties including its moveable plant and machinery, machinery spares, tools and Accessories and other moveable's both Present and future.)	
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None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in this Resolution.

The Board recommends passing of the proposed Ordinary Resolution.

Annexure

Details of Director seeking appointment/re-appointment at the Annual General Meeting
(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 on General Meeting)

Name of the Director	Suninder Veer Singh
Date of Birth and Age	26.03.1974
Date of Appointment	30.12.2016
Qualifications	MBA (Masters in Business administration)
Expertise in Specific functional areas	
No. of Board Meetings attended during the Financial Year 2022-23	12
Remuneration last drawn	24,00,000
Relationship with any Director(s) and Key Managerial Personnel of the Company	
Directorship of other Companies as on 31 st March, 2023	NIL
Chairmanship(s)/Membership(s) of Committees of other Companies as on 31 st March, 2023	ONE
Number of Shares held in the Company	959180Equity Shares

\ For other details such as number of shares held, number of meetings of the Board attended during the year remuneration drawn in respect of the aforesaid Director; please refer to the Corporate Governance Report.

DIRECTORS' REPORT

Dear Members,

The Directors have pleasure in presenting before you the 30th Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2023.

FINANCIAL RESULTS :-

The financial results of the Company for the year under review are summarized for your consideration:

Particulars	2022-2023 (Amount in Lakh)	2021-2022 (Amount in Lakh)
Gross Income	13037.68	6563.29
Expenses	12447.44	6793.24
Profit / Loss Before Interest and Depreciation	887.29	68.07
Interest	1.96	27.33
Depreciation	270.26	258.06
Exceptional Item		
Net Profit / (Loss) Before Tax	615.07	(217.32)
Provision for Tax		
Deferred Tax	163.76	46.60
Net Profit / (Loss) After Tax	451.31	(170.72)

STATE OF COMPANY'S AFFAIRS / BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR / HIGHLIGHTS / OPERATIONS

During the year under review, your Company registered total revenue of 13062.51 lakhs as compared to last year figure as **6575.92 Lakhs** respectively. The net profit of the Company this year is **Rs. 451.31Lakhs** as compared to previous year where Company incurred a **loss of Rs 170.72 Lakhs** due to management optimistic approach Company is able to grow and convert its losses into profits.

DIVIDEND :-

Your Directors have not recommended any dividend in the current financial year.

GENERAL RESERVE:

The Company has not transferred any amount to any reserves.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply to the Company as there were no amounts due to be transferred to the fund during the year under review.

DIRECTORS

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Suninder Veer Singh(DIN:07693557), Whole Time Director of the Company retire by rotation in the ensuing Annual General Meeting and being eligible offer himself for re-appointment.

Mrs. Jasvirkaur Daljeetsingh Sidhu resigns, DIN: 08321273, resigned due to fulltime work assignment, the attendance time constraint has compelled her to resign from the position on 20 January, 2023 and the Board has accepted the resignation with effect from 21st of January, 2023.

Mr. Rahul Goyat, the Director of the Company having DIN: 08602881 also resigned from the position on 20 January, 2023 and Board has accepted the resignation in the Board Meeting dated 21st of January, 2023. The reason for the resignation was due to personal engagement of the Directors.

All the Directors who resigned from the Board confirmed that the reason of resignation was personal and there is no other material reason for the same.

The Board places on record their sincere appreciation for the useful services provided by them during their tenure as director.

During the year due to resignation of Independent directors, new directors were appointed in the Company on 2nd of November, 2022 namely as:

Particulars	DIN No	Designation
Arshdeep Kaur	08056826	Director
Renu Rawat	08161739	Director

Mr. Ranjan Jain continues to hold office as the Managing Director.

Mr. Suninder Veer Singh continues to hold office as Whole time Director

Mrs. Neena Batra, the Non Executive, women Director of the Company continues to hold the office.

DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors of the Company have given declarations that they meet the criteria of Independence as laid down under Section 149 (6) of the Companies Act, 2013 read with Regulation 16(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements), 2015.

The Independent Directors have confirmed the compliance of relevant provisions of Rule 6 of the Companies (Appointments and Qualifications of Director) Rule, 2014 as amended from time to time.

KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

Name	Designation
Mr. Ranjan Jain	Managing Director
Mr. Suninder Veer Singh	Whole Time Director
Ms. ShikhaKataria	Company Secretary
Mr. Sanjeev Agrawal	Chief Financial Officer

SHARE CAPITAL

The Authorized capital of the Company is Rs. 34,00,00,000 comprising of 3,20,00,000 equity shares of Rs. 10/- each and 2,00,00,000 preference shares of Rs. 1/- each. Issued, paid up and subscribed Share Capital of the Company is Rs. 31,89,04,000 comprising of 3,18,90,400 shares of Rs. 10/- each. During the year the Company has increased the authorized share Capital as under:

- From 30,00,00,000/- (Rupees Thirty Crore Only) divided into 2,80,00,000/- (Two Crore Eighty Lakhs only) equity shares of Rs. 10/- (Rupees Ten only) each and 2,00,00,000/- Preference Shares of Rs 1/- each to Rs. 34,00,00,000/- (Rupees Thirty Four Crore only) divided into 3,20,00,000 equity shares of Rs 10/- each and 2,00,00,000/- Preference Shares of Rs.1/- each by the creation of additional 40,00,000 (Forty Lakhs only) equity shares of Rs.10/-(Ten only) each after approval from the shareholders in the Extra Ordinary General Meeting dated 17th June, 2022
 - During the year Company has allotted 55,00,000 (Fifty Five lakh only) Equity shares of Rs 10/- each through Preferential Issue of shares and 31,00,000(Thirty one Lakh) Equity shares upon conversion of Convertible Warrants of Rs. 10 each.
- The Company has not bought back any of its securities during the year under review.
 - The Company has not issued any Sweat Equity Shares during the year under review.
 - No Bonus Shares were issued during the year under review.

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has zero tolerance policy in case of sexual harassment at workplace and is committed to provide a healthy environment to each and every employee of the Company. The Company has in place “Policy for Prevention and Redressal of Sexual Harassment” in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (hereinafter referred to as ‘the said Act’) and Rules made there under. As per the provisions of Section 4 of the said Act, the Board of Directors has constituted the Internal Complaints Committee (ICC) at the Registered Office of the Company to deal with the Complaints received by the Company pertaining to gender discrimination and sexual harassment at workplace.

Further, as per the provisions of Section 21& 22 of the aid Act, the Report in details of the number of cases filed under Sexual Harassment and their disposal for the financial year under review, is as under:

Sr. No	No. of cases pending as on the beginning of the financial year under review	No. of complaints filed during the financial year under review	No. of cases pending as on the end of the financial year under review
1.	NIL	NIL	NIL

EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS

The Company has increased the Authorized share Capital of the Company as:

- From Rs. 34,00,00,000/- (Rupees Thirty Four Crore Only) divided into 3,20,00,000/- (Thirty Two Crore only) equity shares of Rs. 10/- (Rupees Ten only) each and 2,00,00,000/- Preference Shares of Rs 1/- each to Rs. 50,00,00,000/- (Rupees Fifty Crore only) divided into 4,80,00,000 equity shares of Rs 10/- each and 2,00,00,000/- Preference Shares of Rs.1/-each by approval of shareholders in the e-voting through Postal Ballot dated 19th day of April, 2023.

The Company has taken approval from the shareholders for the Material Related Party Transactions and started transactions with two more parties with the related parties namely:

- JBK Khokhani & Co: Related with the Promoters of the Company.
- Indosol Export: related with the Promoters of the Company

The Company has initiated the process of Right issue and the approval of the same was taken in the Board Meeting dated 4th of July, 2023.

As the Company meets the threshold limit as prescribed under Section 135 of the Companies Act, 2013 as on 31st March, 2023, Corporate Social Responsibility became applicable to the company and Company constituted the CSR Committee.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAS OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

The company has initiated the process of Right issue and the approval of the same was taken in the Board Meeting dated 4th July, 2023. The Board approved the proposal for the issuance of equity shares of a face value of Rs. 10 for an amount not exceeding Rs. 31, 90, 00,000/- through right issue to the eligible equity shareholders.

MAJOR CHANGES HAPPENING DURING THE FINANCIAL YEAR

Your Directors wish to inform that there have not been any changes during the Financial Year under review:

- a. In the nature of Company's business
- b. Generally in the class of business in which the Company has an interest.

LISTING WITH BSE LIMITED

The Equity Shares of the Company are listed at BSE Limited and are being regularly traded on the Main Board of Exchange.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO

The requisite information has been given by way of an Annexure D-1 to this Report.

INSIDER TRADING

The Board of Directors has adopted The Code of Conduct for Prevention of Insider Trading in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Insider trading policy of the Company lays down guidelines and procedures to be followed and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation. Company has also installed software for PIT disclosures that records UPSI transactions from time to time.

CORPORATE GOVERNANCE

Your Company is committed to maintain the highest standards of Corporate Governance. As required under Listing Regulations, 2015, Report on Corporate Governance is annexed herewith and forms a part of this Annual Report. A Certificate from Mr. Kanwaljit Singh, a Practicing Company Secretary confirming compliance with the conditions of Corporate Governance is also annexed with the Annual Report.

BUSINESS RESPONSIBILITY REPORT

Regulation 34 (2) (f) the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company.

POLICY ON DIRECTORS APPOINTMENT AND POLICY ON REMUNERATION

Pursuant to the requirement under Section 134(3)(e) and Section 178(3) of the Companies Act, 2013, the policy on appointment of Board members including criteria for determining qualifications, positive attributes,

independence of a Director and the policy on remuneration of Directors, Key Management Personnel and other employees is attached as Annexure D-2, which forms part of this report.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Management Discussion & Analysis Report for the year under review, as stipulated under Part B of Schedule V to the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section as Annexure D-3 forming part of this Annual Report.

PARTICULARS OF REMUNERATION OF DIRECTORS / KMP / EMPLOYEES:-

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Companies Act 2013, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard. The details under Section 197 (12) of the Companies Act, 2013 read with Rules 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given as Annexure D-4.

HUMAN RESOURCES

Syschem acknowledges the pivotal role its employees play as a key asset, understanding that investing in them directly contributes to creating value for all stakeholders. With the company's expansion and execution of new projects, recruitment receives significant attention, successfully attracting skilled professionals at various levels.

The Management of Syschem is dedicated to fostering a supportive, nurturing and rewarding work environment. They achieve this through a range of employee engagement programs, empowering individuals to excel in their respective fields. Together, we strive to exceed expectations and make a positive impact in the lives of our stakeholders.

We are committed to maintaining a diverse, healthy and thriving workforce that imbibes our culture of empowerment, innovation, safety and well being. Our associates play a key role in decision making and providing impactful solutions in transformation of the organization.

The Human Resources department organizes training and development programs to continually enhance the skills and knowledge of the employees, ensuring their growth and success within the organization.

NUMBER OF MEETINGS OF BOARD

During the year 2022-23, 13 (Thirteen) Board Meetings were held including 1 (One) Independent Directors meeting as required under Schedule IV of Companies Act, 2013 and as per Listing Regulations, 2015.

Date of Board Meeting	No. of Directors entitled	Attendance of Directors
13.04.2022	5	3
19.05.2022	5	5
30.05.2022	5	5
27.06.2022	5	3
27.07.2022	5	4
19.08.2022	5	3
05.09.2022	5	5

02.11.2022	5	5
30.11.2022	7	7
12.12.2022	7	7
20.01.2023	5	5
10.03.2023	5	4
16.03.2023	5	5

PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to applicable provisions of the Companies Act, 2013 and the Listing Regulations, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and Individual Directors, including Independent Directors. Accordingly, following is the criteria for evaluation: -

a. Criteria for evaluation of the Board of Directors as a whole:

- i. The Frequency of Meetings
- ii. Quantum of Agenda
- iii. Administration of Meetings
- iv. Flow and quantity of Information from the Management to the Board
- v. Number of Committees and their role.
- vi. Overall performance of the Company

Criteria for evaluation of the Individual Directors including Independent Directors:

- vii. Experience and ability to contribute to the decision making process
- viii. Problem solving approach and guidance to the Management
- ix. Attendance and Participation in the Meetings
- x. Personal competencies and contribution to strategy formulation
- xi. Contribution towards Statutory compliances, monitoring of controls and Corporate Governance

The Independent Directors had met separately on 19.05.2022 without the presence of Non-Independent Directors and the members of management and discussed, inter-alia, the performance of non-Independent Directors and Board as a whole and the performance of the Chairman of the Company after taking into consideration the views of Executive and Non-Executive Directors.

The Nomination and Remuneration Committee has also carried out evaluation of every Director's performance. The performance evaluation of all the Independent Directors have been done by the entire Board, excluding the Director being evaluated. On the basis of performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, whenever the respective term expires. The Directors express their satisfaction with the evaluation process.

STATUTORY AUDITORS & AUDITORS REPORT:-

M/s S T A V & Co, Chartered Accountants (Firm registration No: 024510C), who was appointed as Statutory Auditors of the Company in the last Annual General Meeting to hold office till the conclusion of Annual General Meeting to be held in the year 2025.

The Companies Amendment Act, 2017 (Vide Notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs) has dispensed with the requirement of ratification of Auditor's appointment by the shareholders every year. Hence, the resolution relating to ratification of Auditor's appointment is not included in the Notice of the ensuing Annual General Meeting.

The Auditors' Report does not contain any qualifications/reservation or adverse remarks. Notes to accounts are self-explanatory and form an integral part of Financial Statements.

SECRETARIAL AUDITORS AND THEIR REPORT

Mr. Kanwaljit Singh, a Company Secretary in practice having Membership No. 5901, was appointed as Secretarial Auditor of the Company for the Financial Year 2022-23 pursuant to Section 204 of the Companies Act, 2013. The Secretarial Audit Report submitted by him in the prescribed form MR- 3 is attached as Annexure D-5 and forms part of this report.

There are no qualifications or adverse remarks by the Secretarial Auditors in the Report issued on 28 August, 2023 which were duly complied.

FRAUDS REPORTED BY AUDITORS

There are no frauds reported by Auditors under sub-section (12) of section 143 including those which are reportable to the Central Government.

DISCLOSURE ABOUT COST AUDIT

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Notifications/Circulars issued by the Ministry of Corporate Affairs from time to time and as per the recommendation of the Audit Committee, the Board of Directors at their meeting dated 27.06.2022, appointed M/s. **Mohit Aggrawal Associates**, Cost Accountants as the Cost Auditors of the Company for the financial year 2022-2023. The remuneration proposed to be paid to the Cost Auditor, subject to the ratification by the members at the ensuing AGM, would not be exceeding Rs. 45,000/- (Rupees Forty Thousand Only) plus out of pocket expenses, if any.

ESOP ISSIANCE

During the Financial Year 2022-23, Our Company has not adopted any ESOP Scheme and also no options were issued.

SIGNIFICANT EVENTS AFTER BALANCE SHEET DATE

There are no significant events after the balance sheet date.

CONSOLIDATED FINANCIAL STATEMENTS

Consolidation of financial statement in terms of Rule 6 of Companies (Accounts) Rules, 2014, are not applicable as Company does not have any subsidiary or associates.

BOARD EVALUATION

Pursuant to the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of its own performance, of the Directors as well as the evaluation of the working of its committees.

The Nomination and Remuneration Committee has defined the evaluation criteria for the Board, its Committees and Directors.

The Board's functioning was evaluated on various aspects, including inter alia degree of fulfillment of key responsibilities, Board structure, composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

Directors were evaluated on aspects such as attendance and contribution at Board/Committee Meetings and guidance/support to the management outside Board/Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members.

Areas on which the Committees of the Board were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Board as a whole. The Nomination and Remuneration Committee also reviewed the performance of the Board, its committees and of the Directors.

FOREIGN EXCHANGE RISK

The Company engages in various operational transactions, including anticipated sales, purchases, and borrowings that are denominated in foreign currencies. As a result, we are exposed to exchange rate fluctuations. Although we don't have a significant currency risk as we're an export driven company, however, these fluctuations can have an impact on our financial results and overall performance, and therefore, managing these exposures is crucial to mitigate any potential risks and uncertainties associated with currency fluctuations.

To manage the risks arising from currency, our Company has implemented robust risk management policies, namely the Foreign Exchange Risk Management Policy and the Commodity Risk Management Policy. By adhering to these policies, we actively engage in hedging activities to mitigate the potential impacts of adverse movements in foreign exchange rates and commodity prices.

Through a systematic and well-structured approach, we aim to safeguard our financial position and ensure stability and predictability in our operations.

SECRETARIAL STANDARDS

The Company has complied with the provisions of Secretarial Standards on Meetings of the Board of Directors (SS-1) and on General Meetings (SS-2).

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

As required pursuant to provisions of section 134(1) (e) of the Act, the Company has a well placed, proper and adequate internal financial control system, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is well defined in the Organization. The internal financial control system ensures that all assets are safeguarded and protected and that the transactions are authorized, recorded and reported correctly. Ms. Anju, continues to be the Internal Auditor of the Company.

DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT

The Company has in place comprehensive risk assessment and minimization procedures, which are reviewed by the Board periodically. The Board of Directors with responsibility of preparation of Risk Management Policy, reviewing and monitoring the same on regular basis, to identify and review critical risks on regular basis. The risks faced by the Company and their minimization procedures are assessed by the Board. Further, the Company identifies risks, and control systems are instituted to ensure that the risks in each business process are mitigated. The Board provides oversight and reviews the Risk Management Policy on a regular

basis. In the opinion of the Board there has been no identification of elements of risk that may threaten the existence of the Company.

DETAILS OF THE PERFORMANCE OF THE SUBSIDIARY/ ASSOCIATE OR JOINT VENTURE

The Company does not have any Subsidiary/Joint Ventures/ Associate Companies. Hence, the provisions regarding incorporation of a separate segment for disclosure of the financial positions and performance of the Subsidiary, Associate and Joint Venture companies is not applicable to the Company

DEPOSITS

The Company has neither accepted nor renewed any deposits during the Financial Year 2022-23 in terms of Chapter V of the Companies Act, 2013. Information in this regard, therefore, is NIL.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERNS STATUS AND COMPANY'S OPERATIONS IN FUTURE

The Company has not received any significant or material orders passed by any Regulatory Authority, Court or Tribunal which shall impact the going concern status and Company's operations in future.

AUDIT COMMITTEE

The Directors wish to inform that in Compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Audit Committee has been duly constituted. The Audit Committee as on March 31, 2023 comprises of the following Independent Directors:

Ms. Arshdeep Kaur	Independent Director, Chairman
Mrs. Renu Rawat	Non Executive, Independent Director
Mrs. Neena Batra	Non-Executive - Non Independent Director

Details of the Audit Committee have been separately given in the Corporate Governance report. Further, all recommendations of Audit Committee were accepted by the Board of Directors.

NOMINATION & REMUNERATION COMMITTEE

In terms of Regulation 19 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Section 178 of the Companies Act, 2013, Nomination & Remuneration Committee as on March 31, 2023 comprises of the following Directors:

Mrs. Renu Rawat	Independent Director, Chairman
Ms. Arshdeep Kaur	Non-executive, Independent Director
Ms. Neena Batra	Non- Executive- Non Independent Director

The details of Remuneration Policy and the Committee are furnished in the Report on Corporate Governance, which is annexed herewith.

STAKEHOLDERS RELATIONSHIP COMMITTEE

In terms of Regulation 20 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted Stakeholders Relationship Committee with following composition as on March 31, 2023 :-

Ms. Arshdeep Kaur	Non-Executive- Independent Director
Mr. Ranjan Jain	Executive Director
Mr. Suminder veer Singh	Executive Director

ANNUAL RETURN

Pursuant to section 134(3) of the Act, the Annual Return referred to in section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return for the Financial year ended March 31, 2023 is available on the Company's website at https://syschem.in/investors_RESOURCES.html

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Pursuant to Section 134(3)(g) of the Companies Act, 2013 particulars of loans, guarantees or investments under Section 186 of the Act as at end of the Financial Year 2022-23 the Company had given Guarantee against the loan taken by the Pharmicare International of an amount of 35 Crores, subject to the approval from the shareholders in the extra ordinary general meeting held on 9th April, 2022.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188(1) OF THE COMPANIES ACT, 2013

With reference to Section 134(3)(h) of the Companies Act, 2013, all contracts and arrangements with related parties under Section 188(1) of the Act, entered by the Company during the financial year, were in the ordinary course of business and on an arm's length basis. Hence, provisions of Section 188 (1) are not applicable. However, as these transactions were in the ordinary course of business and on an arm's length basis, in the opinion of the Board these transactions are justified to be executed. The detail of these transactions is given in Annexure D-7, which forms part of this report.

During the year, the Company had not entered into any contract or arrangement with related parties which could be considered 'material' according to the policy of the Company on Materiality of Related Party Transactions. Your attention is also drawn to the Related Party disclosures set out in Note no. 16 of the Financial Statements.

VIGIL MECHANISM

The Company has established a Vigil Mechanism cum Whistle Blower Policy in terms of Section 177 (10) of the Companies Act, 2013 and also in terms of listing regulations, 2015. The details of the said Vigil Mechanism cum Whistle Blower Policy are given in the Corporate Governance Section, which is annexed herewith. The Vigil Mechanism cum Whistle Blower Policy is also available on the Company's website https://syschem.in/investors_RESOURCES.html

DIRECTORS' RESPONSIBILITY STATEMENT

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit and Loss of the Company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;

- (e) the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS OF EMPLOYEES

The information required pursuant to section 197(12) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 pertaining to the top ten employees in terms of remuneration drawn and their other particulars, also form part of this Report. However, the Report and the financial statements are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the 6 Registered Offices of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

HEALTH AND SAFETY

The company continues to accord high priority to health and safety of employees at all the locations. During the year the company review and enjoyed cordial relationship with workers and employees at all levels.

COMPLIANCE WITH SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015

The Company has devised proper systems to ensure compliance of all laws applicable to the Company and the compliance reports issued by the Departmental Heads are placed before the Board every Quarter confirming compliance by the Company with all applicable Laws.

GREEN INITIATIVES

As part of the Green Initiative, we propose to send documents such as Notices of General Meeting(s), Annual Reports and other shareholders communications for the year ended 31st March 2023 in electronic form, to the email addresses provided by you and/or made available to the Company by the Depositories. A copy of annual report shall be available on the website of the Company and for inspection at the registered office of the Company, during office hours. In case any member wishes to get Annual Report and other communication in physical form, he may write to the company and the same will be provided free of cost.

Electronic copies of the Annual Report 2022-23 and Notice of the Syschem (India) Limited dated 4th August, 2023 for Annual General Meeting would be sent to all members whose email addresses are registered with the Company/Depository Participant(s). For members who have not registered their email addresses, physical copies of the same would be sent in the permitted mode.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETING

During the Financial year, your Company has complied with applicable standards issued by the Institute of Company Secretaries of India.

CEO / CFO CERTIFICATION

In accordance with Regulation 17 (8) read with Part B of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the CFO have submitted necessary certificate to the Board of Directors stating the particulars specified under the said Regulation. The Certificate has been reviewed by the Audit Committee and taken on record by the Board of Directors.

DEMATERIALIZATION OF SHARES

As mentioned in Company's earlier Annual Reports, the Company's Equity Shares are in compulsory Demat

mode in terms of SEBI Guidelines. This has been facilitated through arrangement with NSDL and CDSL. About 99.008% of the shares of the Company are already in dematerialized form. M/s Beetal Financial & Computer Services Pvt. Limited, New Delhi is acting as the Registrar and Share Transfer Agents for this purpose and acts as common share agency in terms of SEBI Guidelines.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC)

No Insolvency resolution process has been initiated/ filed by a financial or operational creditor or by the Company it under the IBC before the NCLT.

OTHER DISCLOSURES

- The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- Neither the Managing Directors nor the Whole-time Directors of the Company have received any remuneration or commission from any of its subsidiaries.
- No fraud has been reported by the Auditors to the Audit Committee or the Board.
- Neither application was made nor any proceeding is pending under the Insolvency and Bankruptcy Code, 2016.
- No settlements have been done with banks or financial institutions.

ACKNOWLEDGEMENT AND APPRECIATION

The Directors take this opportunity to express their deep sense of gratitude to its Central and State Governments and local authorities for their continued co-operation and support.

They also would like to place on record their sincere appreciation for the commitment, hard work, and high engagement level of every employee of the Company.

The Directors would also like to thank various stakeholders of the Company including customers, dealers, suppliers, lenders, transporters, advisors, local community, etc. for their continued committed engagement with the Company.

The Directors would also like to thank the shareholders of the Company for their confidence and trust reposed in the management team of the Company.

For & On Behalf of the Board

(Ranjan Jain)
Managing Director
(DIN 00635274)

For & On Behalf of the Board

(Suninder Veer Singh)
Whole Time Director
(DIN 07693557)

PLACE: CHANDIGARH
Date: 4th August, 2023

Information under section 134(3)(m) of the Companies Act, 2013 read with rule 8 of the Companies

ANNEXURE D-1 TO THE DIRECTORS' REPORT:-

A. Conservation of Energy :

- Though energy does not form a significant portion of the cost for the Company yet wherever possible and feasible, continuous efforts are being put for conservation of energy and minimize power cost. The Energy conservation measures include replacement of incandescent lights with low power consuming LED lights and compact Fluorescent Lights, replacement of old electrical units with new energy efficient units. Staff of the Company is regularly educated about conservation of power.
- Up-gradation of technology, modernization of plants/ training and motivation of employees towards energy conservation. How ever
- There is no capital investment on energy conservation equipments during the year.

B. Technology Absorption :

The Company continues to absorb and upgrade modern technologies in its operations and back end support functions like Accounts, Human Resource Management, Operations and Compliance functions.

C. Foreign Exchange Earnings and Outgo:

The Foreign Exchange inward and outward remittances during the Financial Year are as under:-

Inward Remittance : 898540 USD
Outward Remittance : 500 USD

ANNEXURE D-2 TO THE DIRECTORS' REPORT

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Listing Regulations, 2015, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

Definitions:

“Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-Tax Act, 1961;

“Key Managerial Personnel” means:

- i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii) Chief Financial Officer;
- iii) Company Secretary;
- iv) such other officer as may be prescribed.

“Senior Managerial Personnel” mean the personnel of the Company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

Objective:

The objective of the policy is to ensure that

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

ROLE OF THE COMMITTEE :

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

- To perform such other functions as may be necessary or appropriate for the performance of its duties.

APPOINTMENT AND REMOVAL OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, Key Management Personnel or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.
- d) Criteria for Determining Qualifications, Positive Attributes & Independence of Director:
 - (i) **Qualifications:-** An Independent Director shall possess appropriate skills, Qualification, experience and knowledge in one or more fields of Finance, Law, Management, Sales, Marketing, Administration, Research, Corporate Governance, Operations or other disciplines related to the Company's business.
 - (ii) **Positive Attributes:-** An Independent Director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his responsibilities in a bona-fide manner in the interest of the Company; devote sufficient time and attention to his professional obligations for informed and balanced decision making; and assist the Company in implementing the best Corporate Governance practices.
 - (iii) **Independence:-**An Independent Director should meet the requirements of the Companies Act, 2013 and Listing Regulations, 2015 concerning Independence of Directors.

TERM / TENURE

- a) **Managing Director / Whole-Time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- b) **Independent Director:**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven Listed Companies as an Independent Director and three Listed Companies as an Independent Director in case such person is serving as a Whole-Time Director of a Listed Company or such other number as may be prescribed under the Act.

EVALUATION

The Committee shall carry out evaluation of performance of Director, Key Management Personnel and Senior Management Personnel yearly or at such intervals as may be considered necessary.

REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, Key Management Personnel or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

RETIREMENT

The Director, Key Management Personnel and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, Key Management Personnel, and Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

POLICY FOR REMUNERATION TO DIRECTORS / KEY MANAGEMENT PERSONNEL / SENIOR MANAGEMENT PERSONNEL

1) Remuneration to Managing Director / Whole-Time Directors:

- a) The objective of the policy is directed towards having a compensation philosophy and structure that will reward and retain talent. The Remuneration to Managing Director and Whole Time Directors shall take into account the Company's overall performance, Profitability, MD / WTD's contribution for the same & trends in the industry in general, in a manner which will ensure and support a high performance culture.
- b) The Remuneration / Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- c) The Company has no stock option plans and hence, such instruments do not form part of the remuneration package of MD / WTDs.
- d) Remuneration to Directors, Key Managerial Personnel and Senior Management will involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- e) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2) Remuneration to Non- Executive / Independent Directors:

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- b) All the remuneration of the Non - Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be

subject to ceiling / limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

- c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- d) Any remuneration paid to Non - Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i) The Services are rendered by such Director in his capacity as the professional; and
 - ii) In the opinion of the Committee, the Director possesses the requisite qualification for the practice of that profession.

3) Remuneration to Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, where applicable, contribution to Pension Fund etc. as decided from to time.
- c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its members.
- The above criteria and policy are subject to review by the Nomination & Remuneration committee & the Board of Directors of the Company
- The Board is authorized to deviate from the Remuneration Policy in deserving case.

ANNEXURE D-3 TO THE DIRECTORS' REPORT

MANAGEMENT DISCUSSION & ANALYSIS REPORT

ECONOMIC OVERVIEW

Over the past year, the pharmacy industry has witnessed greater collaboration, adapted quickly, and adopted innovative approach to deliver high quality medicines continuously during the pandemic and beyond. The industry has shown unwavering commitment to support the country's healthcare needs as well as enhance its footprint across the world. According to a recent EY FICCI analysis, with a rising consensus on offering new breakthrough cures to patients, the Indian pharmaceutical market is expected to reach \$130 billion in value by the end of 2030.

BUSINESS REVIEW AND PRODUCTS

Syschem (India) Limited is engaged in the business of manufacturing of API / Intermediates. It has its manufacturing facility at Village Bargodam, Tehsil Kalka, Distt. Panchkula (Haryana).

- Amoxicillin Trihydrate
- Ampicillin Trihydrate
- Cloxacillin Sodium
- Dicloxacillin Sodium
- Flucloxacillin Sodium (For export only)
- Cephalexin
- Cefixime
- Cefadroxil
- Distillation of Speciality Solvents – DMF, Acetonitrile, Ethyl Acetate and THF

SWOT Analysis

STRENGTHS

- (i) Promoters have worked for a good period of time in same industry. They have sufficient product knowledge and is thus beneficial for the Industry. We have huge capacities to cater to the market.
- (ii) Lean manufacturing practices being followed by the Company ensure better and stable margins and a cushion to sustain input price pressures and output price competition. Our products quality is well accepted in the market.
Existing relations with agents and potential customers due to past working experience of promoters.
The location of plant is suitable for such type of Industry.

The plant is located near to Baddi area where more than 600 pharma/formulations manufacturing units are located

WEAKNESSES

Working Capital

OPPORTUNITIES

- (i) Increased usage of contract manufacturing services by large Pharmaceutical Companies / Pharmaceutical Traders.
Demand of antibiotics is high in unorganized market for branded as well as unbranded products.
- (ii)

- (iii) Positive outlook for Indian generic business in general due to a lot many products going off patent in near future.
- (iv) Low per capita consumption of medicines in Indian subcontinent offers opportunities for growth.
- (v) Increasing income levels and health awareness in Asia is expected to result in increased spending power and usage of medicines.

Further Govt. of India is also promoting investment in Bulk Drug Industries so as to curtail the imports from China as more than 85% of the API Inputs are imported from China.

THREATS

- (i) Don't see any big threat until unless we have funds to run the show and to grow.
- (ii) Increasing regulation in US and other major pharmaceutical markets.
- (iii) Emergence of new fully integrated generic firms which are less reliant on Indian "back-end" businesses.

INDUSTRY STRUCTURE & DEVELOPMENT

India is the largest provider of generic drugs globally. Indian pharmaceutical sector supplies over 50 per cent of global demand for various vaccines, 40 per cent of generic demand in the US and 25 per cent of all medicine in the UK. India enjoys an important position in the global pharmaceuticals sector. The country also has a large pool of scientists and engineers with a potential to steer the industry ahead to greater heights. Presently, over 80 per cent of the antiretroviral drugs used globally to combat AIDS (Acquired Immune Deficiency Syndrome) are supplied by Indian pharmaceutical firms.

Indian pharmaceutical sector is expected to grow to US\$ 100 billion, while medical device market is expected to grow US\$ 25 billion by 2025. Pharmaceuticals export from India stood at US\$ 22.9 billion in FY23. Government is also taking several steps to promote the pharmaceutical sector in India.

EXPANSION PLANS

Company has long term program to increase the production of the pharma products so that meet the market demand and increase the sales of the Company for this the Company has set up a new plant, which is in process and will start generating the revenue soon.

RISK & CONCERNS

In a politically and economically turbulent environment, the risks pharma companies face, especially in clinical-trial design and execution, drug approval, product quality, and global commercial practices, are increasing in both frequency and magnitude.

SEGMENT WISE/PRODUCT WISE REPORTING

The Company is operating in the single segment and engaged in the manufacture and sales of Pharma products i.e Amoxicillin Trihydrate, Ampicillin Trihydrate, Cloxacillin Sodium etc. Therefore, segment wise information has not been disclosed.

INTERNAL CONTROL SYSCHEM

The Company has structured the internal control system. In view of the large size of the business and to enforce highest levels of transparency, the Company has appointed an internal auditor of the Company covering nearly all aspects related to the working of the Company. The Company has paid particular attention on proper maintenance of equipments to ensure that they are operated at the rated capacities. The Company has taken the effective steps for the reduction of cost and to improve the quality of the product. The Company has in place adequate internal controls commensurate with the size and nature of its operations. The integrated financial accounting system supported by inbuilt controls ensures reliable and timely financial and operational reporting.

FINANCIAL PERFORMANCE

Financial performance of the Company has been given separately in the Directors' Report.

OUTLOOK

Medicine spending in India is projected to grow 9-12 Per cent over the next five, year, leading India to become one of the Top 10 Countries in terms of medicine spending. Going forward, better growth in domestic sale would also depend on the ability of companies to align their product portfolio towards chronic therapies for diseases such as such as cardiovascular, anti-diabetes, anti-depressants and anti-cancers that are on the rise.

ROAD AHEAD

Medicine spending in India is projected to grow 9-12 per cent over the next five years, leading India to become one of the top 10 countries in terms of medicine spending. Going forward, better growth in domestic sales would also depend on the ability of companies to align their product portfolio towards chronic therapies for diseases such as such as cardiovascular, anti-diabetes, anti-depressants and anti-cancers that are on the rise.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Our Company has built adequate systems of internal controls towards achieving efficiency and effectiveness in operations, optimum utilization of resources, and effective monitoring thereof as well as compliance with all applicable laws. The internal control mechanism comprises a well-defined organization structure, documented policy guidelines, predetermined authority levels and processes commensurate with the level of responsibility.

RISK AND CONCERNS

The Company continues to operate in the challenging and dynamic environment. The Nature of the Pharma business exposes the Company to various competitive and regulatory risks in Long Term:

- Evolving pressures on commoditization in India led by disruptive business models and potential impact on the branded generics business.
- Consolidated customer base, high competition, regulatory requirements impacting product approvals and continued pricing pressure.
- Shifts in drug usage and healthcare delivery in developed and developing markets, on account of Covid-19

However in spite of the challenges our Company is trying to recover the loss and increase sale.

RESPONSIBILITY FOR THE MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Board of Directors have reviewed the Management Discussion and Analysis prepared by the Management. Statement in this report of the Company's objective, projections, estimates, exceptions, and predictions are forward looking statements subject to the applicable laws and regulations. The statements may be subjected to certain risks and uncertainties.

The Company assumes no responsibility in respect of forward looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

KEY INDICATORS

Ratios	2021-22	2022-23	% Increase/ (Decrease)	Reason for change
Debtors Turnover (No. of days)	19.75	117	492%	Increased sales due to market demand as per the market
Inventory Turnover (No. of days)	148.71	50	-66%	Decrease the demand to satisfy the customer demand
Interest Coverage Ratio	-6.95	107.2	1642%	Due to no debt on the Co
Current Ratio	0.92	1.36	48%	Due to Increase in current Assets
Debt Equity ratio	3.94	0.07	98%	Improved due to internal arrangement of financing activities
Operating Profit Margin	-3.31%	4.72	243%	Increased due to surge in revenue
Net Profit Margin (%)	-2.6	3.46	233%	Increased due to surge in revenue
Change in Net Worth ratio (%)	-3.25	40.14	1335%	Improved due to internal arrangement of financing activities

DISCLAIMER STATEMENT

Statement made in the report describing the current industry structure, development, development are based on certain assumptions and expectations. The Company cannot guarantee that these assumptions and expectations are accurate.

For and on behalf of the Board

Place: Chandigarh

Date: 04th August, 2023

ANNEXURE D-4 TO THE DIRECTORS' REPORT

DETAILS UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) Ratio of the remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2022-23, the percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and other Executive Director and Company Secretary during the financial year 2022-2023.

Sr. No.	Name of Director/KMP	Designation	The Ratio of the remuneration of each Director to the median remuneration of the employees	The percentage increase in remuneration
1	Ranjan Jain	Managing Director	10.41	NIL
2	Suninder Veer Singh	WholeTime Director	10.41	NIL
3	Sanjeev Agrawal	CFO	6.50	25%
4	Shikha Kataria	CS	2.34	NIL

ii. The percentage increase in the median remuneration of Employees for the financial year was 6%

iii. The Company has 82 permanent Employees on the rolls of Company as on 31st March, 2023.

iv. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year, its comparison with the percentile increase in the managerial remuneration, justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average percentage increase made in the salaries of Employees other than the managerial personnel in the financial year was 4.77%.

v. Affirmation that the remuneration is as per the remuneration policy of the Company:

It is affirmed that the remuneration is as per the 'Remuneration Policy for Directors, Key Managerial Personnel and other employees' adopted by the Company.

ANNEXURE D-5 OF THE DIRECTORS REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,
Syschem (India) Limited,
Village Bargodam, Tehsil Kalka,
Distt: Panchkula, Haryana.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SYSCHEM (INDIA) LIMITED (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the SYSCHEM (INDIA) LIMITED’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by SYSCHEM (INDIA) LIMITED (“the Company”) for the financial year ended on March 31, 2023 under the provisions of below mentioned regulations, which were shared with me:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2013.
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

- c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021: Not Applicable during the financial year under review.
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: Not Applicable as there was no instance of Buy-Back during the financial year.
- f) The erstwhile Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Chapter V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015- Not applicable as the company has not issued any debt securities during the financial year under review.
- g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: Not applicable during the financial year under review.
- h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client- Not applicable as the company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review.
- i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- Not applicable as the company has not delisted any securities from any stock exchange during the financial year under review.

I have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- b) The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, being listed on BSE Limited.

During the period under review the Company has complied with the provisions of the act, rules, regulations, guidelines, standards, etc. mentioned above.

Based on our examination and the information received and records maintained, I further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as at the end of the audit period. The changes in the composition of the Board of Directors that took place during the year, were carried out in compliance with the applicable Act and Regulations.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent well in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. All decisions are carried out through majority, while the dissenting members' views, if any, are captured and recorded as part of the minutes.
4. The company has proper board processes.

Based on the compliance mechanism established by the company and on the basis of the compliance certificate(s) issued by the Company Secretary/ Officers, I am of an opinion that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period,

1. The company with the approval of the members:
 - a. Increased the authorised share capital from Rs. 30.00 Crores to Rs. 34.00 Crores and made the consequent alterations in the Memorandum and Articles of Association of the company;
 - b. Issued and allotted 55,00,000 fully paid up equity shares of Rs. 10/- each at a premium of Rs. 5.50 each on preferential issue basis;
 - c. Allotted 31,00,000 Equity Shares on conversion of Zero Coupon Convertible Warrants of Rs. 10/- each issued on preferential issue basis;

I further report that, during the audit period:

1. The Company has started maintaining a Digital Structural Database of the Persons or entities from August, 2022

Apart from the business stated above, there were no instances of:

- (i) Redemption / buy-back of securities.
- (ii) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- (iii) Merger / amalgamation / reconstruction etc.
- (iv) Foreign technical collaborations.

Place: Chandigarh

Date : 28.08.2023

UDIN: F005901E000875297

Kanwaljit Singh Thanewal
M. No. 5901
C.P. NO. 5870
Peer Review Cert No. 2319/2022

This report is to be read with our letter of even date which is annexed as “Annexure A” and forms an integral part of this report.

To,

The Members,
Syschem (India) Limited
Village Bargodam, Tehsil Kalka,
Distt: Panchkula, Haryana

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records, based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. I believe that the processes and practices, we followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the extent of verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Chandigarh

Date: 28.08.2023

UDIN: F005901E000875297

Kanwaljit Singh Thanewal
M. No. 5901
C.P. NO. 5870
Peer Review Cert No. 2319/2022

ANNEXURE D-6 TO THE DIRECTORS' REPORT

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis. – **NIL**
2. Details of contracts or arrangements or transactions at Arm's length basis

a)

SL. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	Impetus Healthcare, a partnership Firm in which Suninder Veer Singh, Managing Director is a partner and Pharma Care International
	Nature of contracts/ arrangements/ transaction	Sale & purchase of raw material and finished goods
	Duration of the contracts/arrangements/transaction	One year
	Salient terms of the contracts or arrangements or transaction including the value, if any	Sale & purchase of raw material and finished goods uptoRs. 50.00 Crore
	Justification for entering into such contracts or arrangements or transactions'	Sale & purchase of raw material and finished goods at very reasonable price besides good quality of products
	Date of approval by the Board	01.06.2023
	Amount paid as advances, if any	N.A.
	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	N.A.

b)

SL. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	Pharma Care International, as per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement), 2015, any person or entity holding 20% or more of the shareholding in the Company shall deemed to be related Party. That is why it is related. , However none of the director or their relative is interested as a partner or otherwise.
	Nature of contracts/ arrangements/ transaction	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.
	Duration of the contracts/arrangements/transaction	One year
	Salient terms of the contracts or arrangements or transaction including the value, if any	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).
	Justification for entering into such contracts or arrangements or transactions'	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 at very reasonable price besides good quality of products
	Date of approval by the Board	01.06.2023
	Amount paid as advances, if any	N.A.
	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	05.07.2023

(c)

SL. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	JBK Khokhani & Co, as per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement), 2015, any person or entity holding 20% or more of the shareholding in the Company shall be deemed to be related Party. That is why it is related. , However none of the director or their relative is interested as a partner or otherwise.
	Nature of contracts/ arrangements/ transaction	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.
	Duration of the contracts/arrangements/transaction	One year
	Salient terms of the contracts or arrangements or transaction including the value, if any	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 50 crores (Fifty Crores)
	Amount paid as advances, if any	NA

	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	05.07.2023
	Justification for entering into such contracts or arrangements or transactions'	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 at very reasonable price besides good quality of products

(d)

SL. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	Indosol Export, as per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement), 2015, any person or entity holding 20% or more of the shareholding in the Company shall deemed to be related Party. That is why it is related. , However none of the director or their relative is interested as a partner or otherwise.
	Nature of contracts/ arrangements/ transaction	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.
	Duration of the contracts/arrangements/transaction	One year
	Amount paid as advances, if any	NA
	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	05.08.2023
	Salient terms of the contracts or arrangements or transaction including the value, if any	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 up to the maximum value of 100 crores (Hundred Hundred Crores).
	Justification for entering into such contracts or arrangements or transactions'	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 at very reasonable price besides good quality of products
	Date of approval by the Board	01.06.2022

REPORT ON CORPORATE GOVERNANCE

CORPORATE GOVERNANCE REPORT

In accordance with Regulation 34 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI (LODR) Regulations”], the Report containing the details of Corporate Governance of Syschem (India)Limited is as follows:

1. COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE

The Company firmly believes in the principal of good Corporate Governance and is committed in adopting the best global practice of Corporate Governance. The Company fully realizes the rights of its shareholders to information on the performance of the Company and considers itself a trustee of its shareholders. The Company provides detailed information on various issues concerning the Company’s business and financial performance, to its shareholders.

The Company continues to commit itself to maintain the standards of integrity, transparency, accountability and equity in all facets of its operations and all its interactions with its stakeholders including the shareholders, employees and government. The basic philosophy of Corporate Governance in the Company is to achieve business excellence and dedicate itself for increasing long-term shareholders value, keeping in view the needs and interests of all its stakeholders.

The Company is committed to transparency in all its dealings and places emphasis on business ethics.

2. BOARD OF DIRECTORS

(i) Composition and category of Directors

The strength of Board is 5 (Five) Directors as on 31st March 2023. The Board consisted of Two Executive Directors, one non-Executive non-independent Director, Two Non-Executive Independent Directors.

The Non-Executive Independent Directors with their diverse knowledge, vast experience and relevant expertise brings in their independent judgment, knowledgeable and professional view to the deliberations and decisions of the Board.

Apart from the sitting fees being paid for attending Board / Committee Meetings, the non-executive Directors did not have any material pecuniary relationship or transaction withthe Company during the year 2022-2023 or even after the close of Financial year upto the date of this report.

The Company has an Non Executive Independent Director as Chairman and as per the requirements of Listing Regulations, the Company shall have one third of the Board consist of Independent Directors. The Composition of the Board as on 31.03.2023 is given below:

- | | | |
|----|-------------------------|--|
| 1. | Mr. Ranjan Jain | - Managing Director |
| 2. | Mr. Suninder Veer Singh | - Wholetime Director |
| 3. | Mrs. NeenaBatra | - Non-Executive Non-Independent Director |
| 4. | Ms. Arshdeep Kaur | - Non Executive Independent Director |
| 5. | Ms. Renu Rawat | - Non Executive Independent Director |

(ii) The attendance at Board Meetings and at the Last Annual General Meeting and the No. of Other Directorships and Committee Memberships / Chairmanships of Directors is given below :-

NAME		Ranjan Jain	Suninder Veer Singh	Arshdeep Kaur	NeenaBatra	Renu Rawat
CATEGORY		Executive	Executive	Independent & Non Executive Director	Non-Executive	Independent & Non Executive Director
Board Meetings attended during the year		13	12	4	12	2
Attendance at the AGM held on 16.09.2022		Y	Y	N	Y	N
*No. of other Boards in which Member or Chairperson		NIL	NIL	1	NIL	2
No. of other Board Committees in which Member or Chairperson	Member	1	1	1	2	2
	Chairperson	NIL	NIL	2	1	1

NAME		JasvirkaurDaljeet singh Sidhu	Rahul Goyat
CATEGORY		Director	Director
Board Meetings attended during the year		7	9
Attendance at the AGM held on 16.09.2022		Y	Y
*No. of other Boards in which Member or Chairperson		2	3
No. of other Board Committees in which Member or Chairperson	Member	2	1
	Chairperson	1	2

***Note:**

1. For the above purpose, all Public Limited Companies, whether listed or not, have been included and all other companies including Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 has been excluded.
2. For the purpose of Membership & Chairmanship in a Committee only Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee have been considered.
3. The above composition and the information is as at 31.03.2023.

None of the Directors of the Board serve as Member of more than 10 Committees nor do they Chair more than 5 Committees.

(iii) Number of Board Meetings held, dates on which held:

Total 13 Board meetings were held during the period from 1st April, 2022 to March 31, 2023 on the following dates:

13.04.2022, 19.05.2022, 30.05.2022, 27.06.2022, 27.07.2022, 19.08.2022, 05.09.2022, 02.11.2022, 30.11.2022, 12.12.2022, 20.01.2022 , 10-03.2023 and 16.03.2023

And 1 (One) Independent Directors meeting was held on 19.05.2022 as required under Schedule IV of Companies Act, 2013

During the year under review, the gap between two meetings did not exceed 120 days as per SEBI (LODR) Regulations, 2015 and Section 173 of the Companies Act, 2013.

Information placed before the Board

The Agenda is circulated well in advance to the Board Members. The items in the Agenda are backed by comprehensive background information to facilitate meaningful discussions and to enable the Board to take efficient decisions. The Board of Syschem (India) Limited is presented with all relevant information on various vital matters affecting the working of the Company in addition to the matters set out in the SEBI (LODR), Regulations, 2015. Also, extensive information is provided on various critical matters such as Risk Assessment, Growth, Expansion, Related party transactions, sales, financial performance, foreign exchange exposure, Appointment of Key Management personnel, legal proceedings, share transfer compliance, quarterly financial results, significant labour and human relation matters.

3. AUDIT COMMITTEE

TERMS OF REFERENCE:

Powers of the Audit Committee

The powers of the Audit Committee shall include the following:

1. To investigate any activity within the terms of reference
2. To seek information from any employee
3. To obtain outside legal or other professional advice
4. To secure attendance of outsiders with relevant expertise, if it considers necessary

Role of Audit Committee

The role of the Audit Committee shall include the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Statutory Auditor and the fixation of Audit Fee.
3. Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the Quarterly Financial Statements before submission to the Board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer Document / Prospectus / Notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- 7) Reviewing, with the management, performance of Statutory and Internal Auditors, and adequacy of the internal control systems.
- 8) Reviewing the adequacy of Internal Audit function, if any, including the structure of the Internal Audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of Internal Audit.
- 9) Discussion with Internal Auditors any significant findings and follow up there on.
- 10) Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- 11) Discussion with Statutory Auditors before the Audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- 12) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- 13) To review the functioning of the Whistle Blower mechanism, in case the same is existing.
- 14) Approval of appointment of CFO (i.e., the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

- 15) Carrying out any other function which the Board of Directors of the Company can refer to Audit Committee from time to time.
- 16) the recommendation for appointment, remuneration and terms of appointment of Auditors of the Company,
- 17) review and monitor the Auditor's independence and performance, and effectiveness of audit process;
- 18) examination of the financial statement and the Auditors' report thereon,
- 19) approval or any subsequent modification of transactions of the Company with related parties,
- 20) scrutiny of inter-corporate loans and investments;
- 21) valuation of undertakings or assets of the Company, wherever it is necessary,
- 22) evaluation of internal financial controls and risk management systems;
- 23) monitoring the end use of funds raised through public offers and related matters.

Review of information by Audit Committee

The Audit Committee shall review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
4. Internal Audit Reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee

Composition of Audit Committee

As on 31.03.2023, the Audit Committee of the Company comprises of one non-executive Independent Directors and Two non-executive Non-Independent Director, who are well qualified and financially literate. Following is the composition of the Audit Committee:

Ms. Arshdeep Kaur	Independent Director, Chairman
Mrs. Renu Rawat	Independent Director, Member
Mrs. NeenaBatra	Non-executive Director, Member

Meetings of Audit Committee and attendance during the year 2022-23

6 meetings of the Audit Committee have been held during the year 2022-23 on the following dates:

30-05-2022, 27.07.2022, 19.08.2022, 02.11.2022, 20.01.2023 and 10.03.2023

The attendance at the Audit Committee Meetings during the period from 01.04.2022 till 31.03.2023 is given below:

Name	Title	No. of Meetings held	No. of Meetings attended
Ms. Arshdeep Kaur	Independent Director and Chairman of Committee	2	2
Mrs. Renu Rawat	Independent Director	2	2
Mrs. Neena Batra	Non-executive Director	6	6
Mr. Rahul Goyat*	Independent Director and Chairman of Committee	4	4
Mrs. Jasvirkaur Daljeetsingh Sidhu*	Independent Director	4	4

- Resigned on 20th January, 2023

5. NOMINATION AND REMUNERATION COMMITTEE

BRIEF DESCRIPTION OF TERMS OF REFERENCE

Nomination and Remuneration Committee of the Board of Directors is in place in terms of Section 178 of the Companies Act, 2013, Listing Regulations, 2015 and RBI Guidelines. The Committee, earlier known as Nomination Committee was reconstituted as Nomination and Remuneration Committee in terms of Section 178 of the Companies Act, 2013. The Committee has been formed with a view to carry out the objectives as enshrined in these respective Statutes. The terms of reference of the Nomination and Remuneration Committee include:-

- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in the Companies Act, 2013, Rules framed thereunder from time to time, Listing Regulations, 2015 and RBI Guidelines.
- To make recommendations to the Board about appointment and removal of Directors and Senior Management.
- To carry out evaluation of every Director's performance.
- To formulate criteria for determining qualifications, positive attributes and independence of a Director
- To formulate and recommend to the Board a Nomination and Remuneration Policy.

COMPOSITION:-

Following was the composition of the Nomination and Remuneration Committee as on 31-03-2023:

Mrs. Renu Rawat	Independent Director, Chairperson
Mrs. NeenaBatra	Non-Executive Director, Member
Ms. Arshdeep Kaur	Independent Director, Member

Meetings of Nomination and Remuneration Committee and attendance during the year 2022-23

Two meetings of the Nomination and Remuneration Committee has been held during the year 2022-23 on 02-11-2022, 20-01-2023

4. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee of the Board has been constituted to look into complaints like Transfer of Shares, non-receipt of Balance Sheet, non-receipt of Annual Report etc. The Committee is headed by Ms. Rahul Goyat, who is a Non Executive Independent Director. Mr. Ranjan Jain and Mr. Suninder Veer Singh, Directors are other Members of the Committee. One meeting of the committee held on 10.03.2023.

NAME AND DESIGNATION OF COMPLIANCE OFFICER

Mrs. ShikhaKataria, Company Secretary is the Compliance Officer of the Company. The Compliance Officer can be contacted at:

info@syschem.in, shikhakataria@syschem.in

TEL: 0172-5070472

COMPOSITION:

Following is the composition of the Stakeholders' Relationship Committee:

M. Arshdeep Kaur	Non-Executive Independent Director, Chairman
Mr Ranjan Jain	Executive Director, Member
Mr. Suninder Veer Singh	Executive Director, Member

No shareholder complaint has been received by the Company during the year under review.

5. GENERAL BODY MEETINGS

(i) Location and time of Annual General Meetings and Extra-Ordinary General Meeting held in the last 3 years:

YEAR	2020	2021	2022
Type of Meeting	AGM	AGM	AGM

Date	24.11.2020	28.08.2021	16.09.2023
Venue	Village Bargodam, Tehsil Kalka, Distt. Panchkula, Haryana.	Village Bargodam, Tehsil Kalka, Distt. Panchkula, Haryana.	Village Bargodam, Tehsil Kalka, Distt. Panchkula, Haryana.
Time	3.00 PM	4.00 PM	4:00 PM
Special Resolution Passed	YES	YES	YES

Also give details of EGM held during the year

YEAR	2020	2021	2022
Type of Meeting	Postal Ballot	NIL	EGM
Date	26 June, 2020		9 TH April, 2022
Deemed Venue	Village Bargodam, Tehsil Kalka, Distt. Panchkula, Haryana.		Village Bargodam, Tehsil Kalka, Distt. Panchkula, Haryana.
Time	NIL		4:00 PM
Special Resolution Passed	YES		YES

YEAR	2022
Type of Meeting	EGM
Date	17, June, 2022
Deemed Venue	Village Bargodam, Tehsil Kalka, Distt. Panchkula, Haryana.
Time	4:00 P.M.
Special Resolution passed	YES

(ii) Details of the Special Resolutions passed in the last three Annual General Meetings

Year 2019-20

1. To consider the payment of remuneration to Mr. Ranjan Jain, hole Time Director
2. To consider the payment of remuneration to Mr. Suninder Veer Singh, Managing Director.

Year 2021-22

1. To Amend the Memorandum of Association.
2. To Amend Articles of Association.
3. Preferential Allotment of Convertible Warrants/Equity shares of the Company.
4. Preferential Allotment of Equity shares of the Company
5. To approve the related party transactions
6. To Approve the remuneration of the Cost Auditor for the Financial year ending March 31, 2022
7. To consider payment of remuneration to Mr. Ranjan Jain, the whole time director of the Company
8. To consider payment of remuneration to Mr. Suninder Veer Singh, the Managing Director of the Company
9. To re-classify the status of Mr. Rajesh Gupta from Promoter category to Public category of the Company.

YEAR 2022-23

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2022 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 Mr. Ranjan Jain (DIN: 00635274) who retires by rotation and being eligible, offers himself for re-appointment.
3. To approve the related party transactions.
4. To approve the remuneration of the Cost Auditors for the Financial Year ended 2022-23.

8. DISCLOSURES

(i) Related Party Transactions

The Audit Committee accords omnibus approval to Related Party Transactions which are foreseen and repetitive in nature. The Audit Committee reviews, on a quarterly basis, the details of the Related Party Transaction entered pursuant to the aforementioned omnibus approval.

The details of Related Party Transactions under Section 188(1) of the Act required to be disclosed under Form AOC - 2 pursuant to Section 134(3) of the Act is enclosed as Annexure D-8.

The Company has framed a policy on determining materiality of Related Party Transaction and dealing with Related Party Transaction. The said policy has been uploaded on the website of the Company and can be accessed at the following link: http://www.syschem.in/DOWNLOAD/RPT_Policy.pdf.

(ii) Details of Non-Compliances:

There was penalty imposed for late/Non compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. The details of which are given below:

Quarter/ Year end	Regulation of SEBI (LODR) Regulations, 2015	Fine Levied (in Rs.) (Including GST@18%)	Fine Paid	O/s Fine Payable
Year Ended	Regulation 30(1)&2	100000 to each promoters amounting to lakhs	10,00,000	NIL
Total			10,00,000	

In this regards, company had already paid the Penalty.

(iii) Whistle Blower Policy

The 'Whistle Blower Policy' cum Vigil Mechanism is in place which is reviewed by the Audit Committee on regular basis and the text of the same is given at the end of this Corporate Governance Report. No personnel has been denied access to the Audit Committee. The same is also available on the Website of the Company http://www.syschem.in/DOWNLOAD/Whistleblower_Policy.pdf.

(iv) **Compliance With Mandatory Requirements Of SEBI (LODR), Regulations, 2015**

The Company has complied with all the mandatory conditions of Corporate Governance and is planning to adopt non-mandatory requirements also in a phased manner.

(v) **Disclosure of Accounting Treatment**

The Financial Statement of Company are prepared as per the prescribed Accounting standards and reflects true and fair view of the business transactions in the Corporate Governance.

(vi) **Reconciliation Of Share Capital Audit**

A reconciliation of Share Capital Audit was carried out by a qualified practicing Company Secretary on quarterly basis for reconciling the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total Issued & Listed Capital. The Audit inter alia confirms that the total Issued / Paid up Capital is in agreement with the total number of shares held in Physical Form and the total number of dematerialized shares with NSDL & CDSL.

(vii) **Code For Prevention Of Insider Trading**

The Company has instituted a comprehensive Code of Conduct for Prevention of Insider Trading for its designated employees, in compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time. After these Regulations having been amended by SEBI in 2015, the Code of Fair Disclosure and Prevention of Insider Trading Code under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 have been adopted and displayed on the website of the Company www.syschem.in. These Codes lay down guidelines vide which it advises the designated employees on procedures to be followed and disclosures to be made, while dealing with the shares of the Company and caution them of the consequences of violations.

(viii) **Material Subsidiaries**

The Company has no subsidiary as defined under Listing Regulations.

(vii) **Disclosure Regarding Appointment Or Re-appointment Of Directors:**

Mr. Suninder Veer Singh, Director of the Company retire by rotation in the ensuing Annual General Meeting and being eligible offer himself for re-appointment. Their brief Resumes are already given as part of the Notice of Annual General Meeting.

RELATIONSHIP OF DIRECTORS INTER SE

- No directors are related to each other in any manner.

(vi) **COMPLIANCE WITH NON-MANDATORY REQUIREMENTS**

1. **The Board**

The Chairman of the Company is an Executive Director. His office is maintained at the Company's expense and also allowed reimbursement of expenses incurred in performance of his duties.

2. Shareholder Rights

Since the Company publishes its Quarterly Results in Newspapers (English and Hindi) having wide circulation and the results are also displayed on the website of the Company and the Stock Exchanges, the Company does not send any declaration of Half Yearly performance to the shareholders.

3. Audit Qualifications

There are no Audit qualifications on the Financial Statements of the Company for the year 2022-23.

4. Reporting of Internal Auditor

At the moment, the reporting of the Internal Audit is not directly to the Audit Committee. However, the significant findings of the internal audit are placed before the Audit Committee on regular basis.

(viii) Code of Conduct

(i) The Board of Directors has laid down Code of Conduct for all Board Members and Senior Management of the Company. The copy of Code of Conduct as applicable to the Directors (including Senior Management of the Company) is uploaded on the website of the Company www.syschem.in.

(ii) The Members of the Board of Directors and Senior Management personnel have affirmed compliance with the Code applicable to them during the year ended March 31, 2020. The Annual Report of the Company contains a Certificate duly signed by the Director in this regard.

(ix) Board Disclosures - Risk Management

The Company manages risks as an integral part of its decision making process. The Company has laid down procedures to inform the Board of Directors about the Risk Management and its minimization procedures. The Audit Committee and the Board of Directors review these procedures periodically.

(x) Proceeds from Public Issues, Rights Issues, Preferential Issues, etc.

The company has raised Rs. 10, 85, 00,000 during the year under review.-. The company has issued and allotted 55,00,000 Equity shares on preferential basis and converted 31,00,000 warrants into Equity shares issued on preferential basis this year. The proceeds from the Preferential Issue were to support the expansion of business, general corporate purpose and working capital of the company. The object of the Issue was fulfilled as mentioned in the Notice of Extra-ordinary General Meeting.

9. Management Discussion & Analysis Report:

Management Discussion & Analysis Report forms part of the Annual Report and include discussions on various matters specified under Listing Regulations, 2015.

10. MEANS OF COMMUNICATIONS

a. Quarterly Results :

The Quarterly, Half yearly and Annual Results of the Company are sent to BSE Limited in accordance with the Listing Agreement. The said Results are normally published in English and Hindi newspapers and also displayed on Company's website www.syschem.in.

b. Presentations to the Institutional Investors or to the Analysts:

No presentations have been made to institutional investors or to the analysts during the year under review.

c. BSE Corporate Compliance and Listing Centre:-

All periodical compliance filings like Shareholding Pattern, Corporate Governance Report, Quarterly Results etc. are filed electronically with the Listing Centre of BSE. Company is also regular in paying annual listing fee.

11. GENERAL SHAREHOLDER INFORMATION

AGM : Date, time	Saturday, the 23rd day of September, 2023 at 3.30 P.M.		
AGM venue	Through VC/OAVM		
Financial year	April 1 st , 2022 to March 31 st , 2023		
Date of Book closure	17.09.2023 to 23.09.2023 (both days inclusive)		
Dividend Payment Date	N/A		
Listing on Stock Exchanges	BSE Limited		
ISIN	INE121D01036		
Scrip Code	531173		
Market Price Data: High, Low during each month in last financial year	Month	High Price	Low Price
	Apr-22	15.00	11.21
	May-22	19.46	12.52
	Jun-22	28.20	18.00
	Jul-22	29.50	29.50
	Aug-22	45.55	25.55
	Sep-22	57.40	45.50
	Oct-22	54.60	42.15
	Nov-22	51.40	41.75
	Dec-22	46.50	39.40
	Jan-23	65.10	42.15
	Feb-23	59.00	46.00
	Mar-23	55.15	45.20
Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc.			

	<table border="1"> <caption>Bar Chart Data (Estimated)</caption> <thead> <tr> <th>Month</th> <th>High Price (Dark Blue)</th> <th>Low Price (Light Blue)</th> <th>High Price (Dark Blue)</th> </tr> </thead> <tbody> <tr><td>Apr/22</td><td>15</td><td>12</td><td>18</td></tr> <tr><td>May/22</td><td>20</td><td>15</td><td>22</td></tr> <tr><td>Jun/22</td><td>28</td><td>18</td><td>30</td></tr> <tr><td>Jul/22</td><td>30</td><td>30</td><td>30</td></tr> <tr><td>Aug/22</td><td>45</td><td>25</td><td>48</td></tr> <tr><td>Sep/22</td><td>58</td><td>45</td><td>60</td></tr> <tr><td>Oct/22</td><td>55</td><td>42</td><td>58</td></tr> <tr><td>Nov/22</td><td>52</td><td>42</td><td>55</td></tr> <tr><td>Dec/22</td><td>48</td><td>40</td><td>50</td></tr> <tr><td>Jan/23</td><td>65</td><td>42</td><td>68</td></tr> <tr><td>Feb/23</td><td>60</td><td>45</td><td>62</td></tr> <tr><td>Mar/23</td><td>55</td><td>45</td><td>58</td></tr> </tbody> </table>	Month	High Price (Dark Blue)	Low Price (Light Blue)	High Price (Dark Blue)	Apr/22	15	12	18	May/22	20	15	22	Jun/22	28	18	30	Jul/22	30	30	30	Aug/22	45	25	48	Sep/22	58	45	60	Oct/22	55	42	58	Nov/22	52	42	55	Dec/22	48	40	50	Jan/23	65	42	68	Feb/23	60	45	62	Mar/23	55	45	58
Month	High Price (Dark Blue)	Low Price (Light Blue)	High Price (Dark Blue)																																																		
Apr/22	15	12	18																																																		
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Jan/23	65	42	68																																																		
Feb/23	60	45	62																																																		
Mar/23	55	45	58																																																		
Registrar and Transfer Agents	Beetal Financial & Computer Services Pvt. Ltd ,Beetal House, 99, Madangir behind Local Shopping Centre, Near Dada Harsukh DassMandir, New Delhi, - 110 062																																																				
Share Transfer System	<p>To expedite the share transfer process in the physical segment, the process is undertaken by Common Registry M/s Beetal Financial & Computer Services Pvt. Ltd, New Delhi. Share Transfers are processed and approved by them and taken note of by Share Transfer Committee, i.e. Stakeholders' Relationship Committee. The said Committee of the Company meets on regular basis to review the work of Transfer, transmission and issue of duplicate Share Certificates etc. The Equity Shares of the Company are traded in dematerialized form only.</p> <p>Presently, the share transfers, which are received in physical form, are processed and the Share Certificates returned within a period of 15 days from the date of receipt by the RTA, subject to documents being valid and complete in all respects.</p> <p>All requests for Dematerialization of Shares are processed and the confirmation is given to the Depositories within 15 days by RTA subject to documents being valid and complete in all respects. Grievances received from Members and other miscellaneous correspondence on change of address, mandates etc. are processed by the Registrar within 15 days.</p>																																																				
Dematerialization of shares and liquidity	Liquidity:-99.017%of the shareholding of the Company have been dematerialized as on 31.03.2023 and there is sufficient liquidity in the stock.																																																				
Address for correspondence	The Compliance Officer, SCO No. -825, 1 st Floor, NAC, Mani Majra Chandigarh. E-mail: info@syschem.in , shikhakataria@syschem.in																																																				

(a) Distribution of Shareholding (No. of Shares) as on March 31, 2023 is as under :-

No. of Shares	No. of Shareholders	% of Shareholders	Total No. of Shares	% of Holding
1 – 5000	8002	78.59	1119658	3.5110
5001 – 10000	957	9.39	8093580	2.5379
10001 – 20000	482	4.73	751808	2.3575

20001 – 30000	193	1.89	500792	1.5704
30001 – 40000	92	0.90	3306260	1.0368
40001 – 50000	85	0.83	4060270	1.2732
50001 – 100000	153	1.50	1166055	3.6564
100001 and above	217	2.13	26806076	84.0569
Total	10181			

Shareholding Pattern as on 31st March, 2023:-

Category	No. of Shares held
Promoters	10
Institutional Investors	-
Mutual Funds & UTI	-
Banks, Financial Institutions and Insurance Companies	-
FII's	-
Others	9656
Private Corporate Bodies	94
Indian Public	
NRIs/OCBs	204
HUF	204
Clearing Members	13

12. Total Fees for all services paid by the listed and its subsidiaries.

The detail of payment of total fees to the Statutory Auditor is as under:

Statutory Audit (Including Tax Audit)	2,50,000
Total	2,50,000

13. CEO / CFO CERTIFICATION

In terms of the requirements of SEBI (LODR), 2015, the Director and the CFO have submitted necessary certificate to the Board of Directors stating the particulars specified under the said Clause. The Certificate has been reviewed by the Audit Committee and taken on record by the Board of Directors.

14. SUBSIDIARY COMPANIES

The Company has no subsidiary.

15. FAMILIARISATION PROGRAMME

Your Company follows a structured orientation and familiarization programme through various programs / presentations for Independent Directors with a view to update them on the Company's policies and procedures on a regular basis. Periodic presentations are made at the Board Meetings on Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time. The details of familiarization programme have been posted on the website of the Company under the web link http://www.syschem.in/DOWNLOAD/Familiarization_Policy.pdf.

VIGIL MECHANISM CUM WHISLTE BLOWER POLICY

1. General

Syschem (India) Limited (the Company) expects its Directors, Officers, Employees, and other representatives to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Company, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 mandates the following classes of companies to constitute a vigil mechanism –

- Every Listed Company;
- Every other Company which accepts deposits from the public;
- Every Company which has borrowed money from banks and public financial institutions in excess of Rs. 50 crores.

Further, Listing Regulations, 2015 provides for a mandatory requirement for all listed companies to establish a mechanism called the ‘Whistleblower Policy’ for Directors and Employees to report concerns of unethical behaviour, actual or suspected, fraud or violation of the Company’s Code of Conduct or Ethics Policy.

2. Definitions

The definitions of some of the key terms used in this Policy are given below.

- a. “**Audit Committee**” means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Listing Regulations, 2015
- b. “**Employee**” means every employee of the Company including the Directors in the employment of the Company.
- e. “**Protected Disclosure**” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- c. “**Whistleblower**” means an employee or director making a Protected Disclosure under this Policy.

3. Reporting Responsibility

It is the responsibility of all directors, officers, and employees to report Wrongful Conduct in accordance with this Whistleblower Policy.

4. Wrongful Conduct

“Wrongful Conduct” is defined in this Whistleblower Policy to include a serious violation of Company’s policy; a violation of applicable state and federal law; or the use of Company’s property, resources, or authority for personal gain or other non organization-related purpose except as provided under the policy. This definition of Wrongful Conduct is not intended to be an exclusive listing of the illegal or improper activity encompassed by the Whistleblower Policy. Rather, the Whistleblower Policy is intended to serve as a means of reporting all serious improprieties that potentially impact the integrity and effective operation of the Company.

5. No Retaliation

No Director, Officer, or Employee who in good faith reports Wrongful Conduct will suffer harassment, retaliation or adverse employment consequence. Any Director, officer, or employee who retaliates against anyone who has reported Wrongful Conduct in good faith is subject to discipline up to and including termination of employment or removal from the board or directors, as applicable. This Whistleblower Policy

is intended to encourage and enable employees and others to raise serious concerns within the Company prior to seeking resolution outside the Company.

6. Reporting Wrongful Conduct

Syschem (India) Limited encourages its Directors, Officers, and Employees to share their questions, concerns, suggestions, or complaints with someone who can address them properly. Any Director, officer, or employee may report Wrongful Conduct to the Executive Director or the Chairman of the Board of Directors / Audit committee. If the Wrongful Conduct implicates one or both of the Executive Director or the Chairman of the Board of Directors / Audit Committee, or if the reporting individual is not comfortable speaking with or not satisfied with response of the foregoing individuals, the issue may be reported to any member of the Board of Directors. The Executive Director, Chairman of the Board of Directors, and all members of the Board of Directors to whom a report of Wrongful Conduct is made are required to immediately advise the full Board of Directors of such report of Wrongful Conduct.

7. Acting in Good Faith

Anyone filing a complaint of Wrongful Conduct must be acting in good faith and have reasonable grounds for believing the information disclosed indicates Wrongful Conduct. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

8. Confidentiality

Reports of Wrongful Conduct or suspected Wrongful Conduct may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of Wrongful Conduct or suspected Wrongful Conduct will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

9. Handling of Reported Wrongful Conduct

A representative of the Board of Directors will notify the sender and acknowledge receipt of the reported Wrongful Conduct or suspected Wrongful Conduct within five business days, unless such report was submitted anonymously. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

10. Retention of documents

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of seven years.

11. Amendment

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to the Employees and Directors in writing.

DECLARATION OF THE DIRECTOR

This is to certify that the Company has laid down code of conduct for all Board Members and Senior Management of the Company and the copies of the same are uploaded on the website of the Company www.syschem.in. Further certified that the Members of the Board of Directors and Senior Management personnel have affirmed having complied with the code applicable to them during the year ended March 31, 2023.

Place: CHANDIGARH
Date: 15.05.2023

Sd/-
Ranjan Jain
Managing Director

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Syschem (India) Limited

We have examined the compliance of the conditions of Corporate Governance by Syschem (India) Limited (“the Company”) for the Financial Year ended 31stMarch, 2023, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as referred to in Regulation 15 (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations, 2015.

The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as mentioned in the above mentioned Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable.

We further state that such compliance is neither an assurance as to the future viability ofthe Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 28.08.2023
Place: Chandigarh

UDIN: F005901E000875275

Kanwaljit Singh Thanewal
Company Secretary
M. No. 5901
C.P.No. 5870

CEO/CFO DECLARATION

**The Board of Directors of,
Syschem (India) Limited,
Village Bargodam, Tehsil Kalka,
DisttPanchkula
Haryana.**

Date: 15.05.2023

We hereby certify that for the financial year ending 31-03-2023, on the basis of review of Financial Statements and the Cash Flow Statement for the year and that to the best of our knowledge and belief:

1. These Statements of Syschem (India) Limited for the Financial year ending 31-03-2023, do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or volatile of the Company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Statutory Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and we have taken steps from time to time to rectify these deficiencies.
5. We further certify that we have indicated to the Auditors and the Audit Committee that:
 - a) there have been no significant changes in internal control over financial reporting during the year;
 - b) there have been no significant changes in accounting policies during the year and
 - c) there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-
(Sanjeev Agrawal)
CFO

Sd/-
(Ranjan Jain)
Managing Director

DISCLOSURE OF PARA A OF SCHEDULE V OF LISTING AGREEMENT

S.NO	In Account of	Disclosure amount at the year end and the maximum amount of loans/advances investment outstanding during the year
1	Holding Company	<ul style="list-style-type: none">• Loan and advances in the nature of loans to subsidiaries by name and account.• Loan and advances in the nature of loans to associates by name and amount.• Loans advance in the nature of loans to firms/companies in which directors are interested by name and amount: NA
2.	Subsidiary Company	<ul style="list-style-type: none">• Some disclosures as applicable to the parent Company in the accounts of subsidiary Company: NA
3.	Holding Company	<ul style="list-style-type: none">• Investments by the loanee in the shares of parent company and subsidiary company, when company has made a loan or advance in the nature of loan.

For details of transactions of the Company with the persons or entity belonging to the Promoters/promoters group which hold(s) 10% or more shareholding in the Company, if any refer to ‘Related Party’ transactions “ provided in the notes to Financial statements.

Place: Chandigarh

S/d
Ranjan Jain
DIN: 00635274

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of
Syschem (India) Limited,
Vill-Bargodam, Tehsil-Kalka,
Distt: Panchkula Haryana.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Syschem (India) Limited having CIN: L24219HR1993PLC032195 and having registered office at Village Bargodam, Tehsil: Kalka, Distt: Panchkula, Haryana (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of the Director	DIN	Date of appointment in the company
1.	Mr. Suninder Veer Singh	07693557	30.12.2016
2.	Mr. Ranjan Jain	00635274	13.01.2015
3.	Mrs. Neena Batra	07846399	16.06.2017
4.	Mrs. Arshdeep Kaur	08056826	02.11.2022
5.	Mrs. Renu Rawat	08161739	02.11.2022

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 28.08.2023

Place: Chandigarh

UDIN: F005901E000875176

Kanwaljit Singh Thanewal
M No. 5901
C P No. 5870
Peer Review Cert No. 2319/2022



S T A V & CO

CHARTERED ACCOUNTANTS

HOUSE NO. 3130-P, SECTOR 22-D, CHANDIGARH - 160022
(M) 98880 - 55545, email: cavarinder.chauhan@gmail.com

INDEPENDENT AUDITORS REPORT

TO THE MEMBERS OF

SYSCHEM (INDIA) LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **SYSCHEM (INDIA) LIMITED** ("the Company") which comprise the balance sheet as at 31st March 2023, the statement of profit and loss including other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanation given to us, the aforesaid financial statements give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and faire view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) specified under section 133 of the Act, of the state of affairs (financial position) of the company as at March 31, 2023, its losses (financial performance including other comprehensive income), and its cash flows and the changes in equity, for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the standards on auditing (SAs) specified under section 143(10) of the Companies Act 2013. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the financial statement section of our report. We are independent of the company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are

relevant to our audit of the financial statements under the provision of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our unqualified opinion on the financial statement.

Key Audit Matters

We have determined that there are no key audit matters to communicate in our report.

Information other than the financial statement and Auditor's Report Thereon

The Company's Board of Director is responsible for the preparation of the other information. The other information comprise the information included in the Board's Report including Annexures to Board's Report but does not include the financial statement and our auditor's report thereon.

Our opinion on the financial statement does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our report of the financial statements our responsibility is to read the other information and in doing so, consider whether, the other information is materially inconsistent with the financial statement or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report the fact. We have nothing to report in this regard.

Responsibility of Management for Financial Statements

The company's Board of Directors is responsible for the matter stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flow of the company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standard

(IndAS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgment and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matter related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Those Board of directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatement can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for

our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(l) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Materiality is the magnitude of misstatement in the financial statement that individually or in aggregate make it probable that the economic decision of a reasonably knowledgeable user of the financial statement may be influenced. We consider quantitative materiality and qualitative factor in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statement.

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of accounts as required by law have been kept by the company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2023 from being appointed as a director in terms of section 164(2) of the Act.
- f) with respect to adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such control, refer to our separate report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operative effectiveness of the Company's internal financial control over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirement of the section 197(16) of the Act, as amended;

-In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i) The Company has disclosed the impact of pending litigations on its financial position in its Ind AS Financial Statements.

ii) The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to

believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v) The Company has neither declared nor paid any dividend during the year.

vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure "B" a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

For S T A V & CO.
Chartered Accountants
(Firm Registration No. 024510C)

DATED : 15.05.2023
PLACE : CHANDIGARH

(CA VARINDER SINGH)
PARTNER
M. No. 542573

UDIN : 23 542573 BGTXO N9543

ANNEXURE A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred in paragraph 1(f) under "Report on other Legal and Regulatory requirements' section of our report to the members of **SYSCHEM (INDIA) LIMITED** of even date;

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act")

We have audited the internal financial controls over financial reporting of **SYSCHEM (INDIA) LIMITED** ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The board of directors of the Company is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting ("IFCOFR") criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the guidance note on the Audit of Internal financial control over financial reporting ("the Guidance Note"), issued by Institute of Chartered Accountants of India and the standard on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of Internal Financial

Controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of IFCOFR included obtaining an understanding of IFCOFR, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence, we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's IFCOFR.

Meaning of Internal Financial Controls Over Financial Reporting

A company's IFCOFR is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's IFCOFR includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of IFCOFR, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the IFCOFR to future periods are subject to the risk that IFCOFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate

Opinion

In our opinion, to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”.

For S T A V & CO.
Chartered Accountants
(Firm Registration No. 024510C)

DATED : 15.05.2023
PLACE : CHANDIGARH

(CA VARINDER SINGH)
PARTNER
M. No. 542573

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 2 under "Report on Other Legal and Regulatory Requirements" section of our Report of even date on the accounts for the year ended on 31st March, 2023 of **SYSCHEM (INDIA) LIMITED**.

On the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanation given to us during the course of audit, we state that : -

(i) (a) (A) The company is maintaining proper records showing full particulars, including quantitative details and situation of its Property, Plant and Equipment.

(B) The company is maintaining proper records showing full particulars of its Intangible Assets.

(b) The Property, Plant and Equipment of the company have been physically verified by the management at reasonable intervals and no discrepancies were noticed on such verification.

(c) Title deeds of immovable properties are held in the name of erstwhile name of the company i.e. Anil Pesticides Limited. The name of company was changed from Anil Pesticides Limited to Syschem (India) Limited w.e.f. 26.12.2001. However name in the revenue records have not been updated.

Description of property	Gross carrying value	Held in name of	Whether promoter, director or their relative or employee	Period held – indicate range, where appropriate	Reason for not being held in name of company
Land & Building	6,14,82,192	Anil Pesticides Ltd former Name of	-	28.07.1994	Held in the name of erstwhile name of

		Syschem India Ltd			the company i.e. Anil Pesticides Limited
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- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) As explained to us, the physical verification of the inventory has been conducted by the management at reasonable intervals during the year. No material discrepancies have been noticed on physical verification. The balances of stock as established on physical verification as at the year-end have been incorporated in the books of accounts. Consequently, the shortage / excess, if any have been adjusted in the consumption of materials.
- (b) The company has not sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets during any point of time of the year.
- (iii) The Company has not provided any loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the year, and hence reporting under clause (iii)(a), (b), (c), (d), (e) and (f) of the Order is not applicable.
- (iv) The company, has not granted any loans, made investment or given any guarantees and security in terms of section 185 & section 186. Accordingly, paragraph 3 (iv) of the Order is not applicable.

- (v) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits with the meaning of section 73 of the Companies Act, 2013. Accordingly, paragraph 3(v) of the Order is not applicable.
- (vi) We have broadly reviewed the cost records maintained by the company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central Government under section 148 (1) of the Companies Act, 2013 and are of the opinion that prima facie the prescribed cost records have been made and maintained. As informed to us, cost audit will be conducted in due course of time. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the information and explanations given to us and on the basis of records produced before us, the Company is not regular in depositing undisputed statutory dues including Goods & Service Tax, provident fund, employees state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities applicable to the Company. Wherever the statutory dues have been deposited late, the same has been deposited with interest and late fee. The arrears of outstanding statutory dues as at the last day of financial year for a period of more than six months from the date they became payable is as under : - NIL
- (b) According to the information and explanations given to us, there are no material statutory referred to in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

- (ix) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a), (b), (c), (d), (e) and (f) of the Order is not applicable.
- (x) (a) The company did not raise money by way of initial public offer or further offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us, the Company has made Preferential allotment of shares during the year under review. In respect of the above issue, we further report that:
- a) the requirement of Section 42 of the Companies Act, 2013, as applicable, have been complied with; and
- b) the amounts raised have been applied by the Company during the year for the purposes for which the funds were raised.
- (xi) (a) According to information given to us, no fraud by or on the company by its officers or employees has been noticed or reported during the course of our audit.
- (b) According to information given to us, No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- (c) According to information given to us, the Company has not received any whistle-blower complaints during the year.
- (xii) The company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanation given to us and based on examination of the record of the company, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by

the applicable accounting standards.

- (xiv) (a) The company has an internal audit system commensurate with the size and nature of its business
- (b) The reports of the Internal Auditors for the period under audit have been considered.
- (xv) The company has not entered into any non-cash transactions with directors or person connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The company is not required to be registered under section 45-IA of Reserve Bank of India Act 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable.
- (xvii) The company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when

they fall due.

- (xx) The Company does not fall under Section 135 of Companies Act, 2013. Accordingly, paragraph 3(xx)(a) and 3(xx)(b) of the Order is not applicable.
- (xxi) Since there is no subsidiary, associate or Joint Ventures of the company, so company is not required to prepare consolidated financial statements. Accordingly reporting under clause 3(xxi) of the Order is not applicable.

For S T A V & CO.
Chartered Accountants
(Firm Registration No. 024510C)

DATED : 15.05.2023
PLACE : CHANDIGARH

(CA VARINDER SINGH)
PARTNER
M. No. 542573

SYSCEM (INDIA) LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2023

Rupees in Lakh

Particulars	Note	31st March, 2023	31st March, 2022
I ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	1	3065.44	3148.40
(b) Capital Work-in-Progress	-	14.54	0.00
(c) Investment Property	-	0.00	0.00
(d) Intangible Assets	2	0.00	6.03
(e) Intangible Assets Under Development	-	0.00	0.00
(f) Deferred Tax Assets (Net)	3	229.78	393.54
(g) Other Non-Current Assets	4	105.00	78.30
Total Non-Current Assets		<u>3414.76</u>	<u>3626.27</u>
Current Assets			
(a) Inventories	5	1551.71	1913.62
(b) Financial Assets			
(i) Investments	-	0.00	0.00
(ii) Trade Receivables	6	4194.05	332.31
(iii) Cash and Cash Equivalents	7	57.09	2.74
(iv) Other Bank Balances	8	8.71	34.74
(v) Other Financial Assets	-	0.00	0.00
(c) Other Current Assets	9	45.03	71.10
Total Current Assets		<u>5856.58</u>	<u>2354.51</u>
TOTAL ASSETS		<u>9271.35</u>	<u>5980.78</u>
II EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	10	3189.04	2329.04
(b) Other Equity (Refer SOCE)	-	-958.57	-1634.88
Total Equity		<u>2230.47</u>	<u>694.16</u>
LIABILITIES			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	11	160.51	174.60
(ii) Lease Liabilities		0.00	0.00
(iii) Trade Payable	-	-	-
- Total Outstanding Dues of Micro Enterprises and Small Enterprises		0.00	0.00
- Total Outstanding Dues of creditors other than micro and small enterprises		0.00	0.00
(iv) Other Financial Liabilities	-	0.00	0.00
(b) Long Term Provisions	-	0.00	0.00
(c) Deferred Tax Liabilities (Net)	-	0.00	0.00
(d) Other Non-Current Liabilities	12	2582.86	2558.00
Total Non-Current Liabilities		<u>2743.37</u>	<u>2732.60</u>
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	-	0.00	-
(ii) Lease Liabilities		0.00	0.00
(iii) Trade Payables	13		
- Total Outstanding Dues of Micro Enterprises and Small Enterprises		51.75	65.75
- Total Outstanding Dues of creditors other than micro and small enterprises		3993.77	2286.75
(iv) Other Financial Liabilities	-	0.00	0.00
(b) Short Term Provisions	14	28.89	24.02
(c) Other Current Liabilities	15	223.10	177.50
Total Current Liabilities		<u>4297.51</u>	<u>2554.02</u>
TOTAL EQUITY AND LIABILITIES		<u>9271.35</u>	<u>5980.78</u>
Significant Accounting Policies & Notes on Accounts	-		
Notes on Financial Statements	1 to 26		

The Notes referred to above form an integral

As per our report of even date attached

for S T A V & CO
Chartered Accountants
(Firm Registration No. : 024510C)

FOR AND ON BEHALF OF THE BOARD

(VARINDER SINGH)
Partner
Membership No. 542573

(SHIKHA KATARIA)
Company Secretary
PAN : EGDPS5904L

(RANJAN JAIN)
Managing Director
DIN : 00635274

(SANJEEV AGRAWAL)
Chief Financial Officer
PAN : ADGPA3342Q

(SUNINDER VEER SINGH)
Whole Time Director
DIN : 07693557

Chandigarh, 15th May, 2023

SYSCHEM (INDIA) LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

		Rupees in Lakh	
Particulars	Note	31st March, 2023	31st March, 2022
Revenue from operations (Gross)	16	13037.69	6563.29
Other Income	17	24.83	12.63
Total Income		13062.51	6575.92
EXPENSES			
Cost of Raw Materials Consumed	18	9245.97	4696.73
Changes in Inventories of Finished Goods and Work-in-Progress	19	112.24	(88.15)
Goods & Services Tax		1682.05	663.22
Employee Benefits Expense	20	439.72	453.83
Finance Cost	21	4.21	28.42
Depreciation and Amortisation Expense	1 & 3	270.26	258.06
Other Expenses	22	692.99	781.14
Total Expenses		12447.44	6793.24
Profit Before Exceptional items and Tax		615.07	(217.32)
Exceptional Items		0.00	0.00
Profit Before tax		615.07	(217.32)
Tax Expense			
(1) Current tax	-	29.60	0.00
(2) Deferred tax	-	163.76	(46.60)
(3) Mat Credit Entitlement	-	(29.60)	0.00
Total Tax expense		163.76	(46.60)
Profit After tax		451.31	(170.72)
Other Comprehensive Income			
		0.00	0.00
A (i) Items that will not be reclassified to profit and loss		0.00	0.00
(ii) Income tax related to above		0.00	0.00
B (i) Items that may be reclassified to profit and loss		0.00	0.00
(ii) Income tax related to above		0.00	0.00
Total Comprehensive Income for the period		451.31	-170.72
Earning per Equity Share :			
	23		
(1) Basic Earning Per Share (Rs.)		1.53	-0.76
(2) Diluted Earning Per Share (Rs.)		1.42	-0.76
Significant Accounting Policies & Notes on Accounts			
	-		
Notes on Financial Statements	1 to 26		

The Notes referred to above form an integral

As per our report of even date attached

for S T A V & CO
Chartered Accountants
(Firm Registration No. : 024510C)

(VARINDER SINGH)
Partner
Membership No. 542573

FOR AND ON BEHALF OF THE BOARD

(SHIKHA KATARIA)
Company Secretary
PAN : EGDPS5904L

(RANJAN JAIN)
Managing Director
DIN : 00635274

(SANJEEV AGRAWAL)
Chief Financial Officer
PAN : ADGPA3342Q

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Whole Time Director
DIN : 07693557

Chandigarh, 15th May, 2023

SYSCHEM (INDIA) LIMITED
STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2023

	Rupees in Lakh	
Particulars	31st March, 2023	31st March, 2022
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax for the year	615.07	(217.32)
Adjustments for:		
Depreciation and amortisation	270.26	258.06
Adjustment in Reserve & Surplus	11.99	
Employee Stock Compensation	0.00	0.00
Loss on sale of FA	0.00	0.00
Interest (Received) / Paid (Net)	(0.62)	20.98
Actuarial Gain/(Loss) on re-measurement of Defined Benefit Liability	0.00	0.00
Operating Profit Before Working Capital Changes	896.69	61.72
Movements in working capital:		
(Increase)/decrease in trade and other receivables (Non-Current/Current)	(3698.61)	304.34
(Increase)/decrease in inventories	361.92	1412.27
(Decrease)/increase in trade and other payables (Non-Current/Current)	1754.26	(1717.94)
Cash generated from operations	(685.74)	60.39
Income taxes paid (Net of refund)	(163.76)	46.60
Cash Flow Before Extraordinary Items	(849.50)	106.99
Extraordinary Items	-	-
Net cash generated from operating activities	(849.50)	106.99
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Bank Deposit (Placed) / Matured (Net)	26.02	105.26
Interest received	4.83	7.45
Purchase of Property, Plant and Equipment & Intangible [^]	(181.27)	(441.31)
Proceeds from share capital	1073.01	152.50
Proceeds from disposal of Property, Plant and Equipment	(14.54)	97.86
Net cash (used in) / generated from investing activities	908.05	(78.24)
(^excludes Capital Advances)		
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Dividends paid to owners of the Company (including DDT)	0.00	0.00
Interest and Finance Charges paid	(4.21)	(28.42)
Net cash used in financing activities	(4.21)	(28.42)
Net increase / (Decrease) in Cash and Cash Equivalents	54.35	0.33
Cash and Cash Equivalents at the beginning of the year	2.74	2.41
Cash and cash equivalents at the end of the year	57.09	2.74

Note : Previous year figures have been regrouped wherever found necessary.

As per our report of even date attached

for S T A V & CO
Chartered Accountants
(Firm Registration No. : 024510C)

(VARINDER SINGH)
Partner
Membership No. 542573

Chandigarh, 15th May, 2023

FOR AND ON BEHALF OF THE BOARD

(SHIKHA KATARIA)
Company Secretary
PAN : EGDPS5904L

(RANJAN JAIN)
Managing Director
DIN : 00635274

(SANJEEV AGRAWAL)
Chief Financial Officer
PAN : ADGPA3342Q

(SUNINDER VEER SINGH)
Whole Time Director
DIN : 07693557

STATEMENT OF CHANGES IN EQUITY (SOCE) FOR THE YEAR ENDED 31ST MARCH, 2023

A. Changes in Equity Share Capital

Particulars	Rupees in Lakh	
	As at 31st March 23	31st March 22
Outstanding at the beginning	2,329.04	2,154.04
Changes in Equity Share Capital during the year	860.00	175.00
Outstanding at the end	3189.04	2329.04

A. Changes in Other Equity

For the year ended 31st March, 2023

Particulars	Reserves and Surplus					Preference Share	Money received against shares warrants	Total
	Retained Earnings	General Reserve	Capital Reserve	Securities Premium Reserve				
As at 1st April 2022	(1849.86)	0.00	6.28	119.21	0.00	89.49	(1634.88)	
Profit / (Loss) for the Year	451.31	0.00	0.00	0.00	0.00	0.00	451.31	
Premium on Equity Shares issued during the year	0.00	0.00	0.00	302.50	0.00	0.00	302.50	
Adjustment in Reserve and Surplus	11.99	0.00	0.00	0.00	0.00	0.00	11.99	
Share Warrants issued during the year	0.00	0.00	0.00	0.00	0.00	(89.49)	(89.49)	
As at 31st March 2023	(1386.57)	0.00	6.28	421.71	0.00	0.00	(958.57)	

For the year ended 31st March 2022

Particulars	Reserves and Surplus					Preference Share	Money received against shares warrants	Total
	Retained Earnings	General Reserve	Capital Reserve	Securities Premium Reserve				
As at 1st April 2021	(1679.14)	0.00	6.28	119.21	100.00	11.99	(1441.66)	
Transitional Changes due Ind-AS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Restated Balance as at 1st April 2021	(1679.14)	0.00	6.28	119.21	100.00	11.99	(1,441.66)	
Profit / (Loss) for the Year	(170.72)	0.00	0.00	0.00	0.00	0.00	(170.72)	
Premium on Equity Shares issued during the year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Share Warrants issued during the year	0.00	0.00	0.00	0.00	(100.00)	77.50	(22.50)	
As at 31st March 2022	(1849.86)	0.00	6.28	119.21	0.00	89.49	(1634.88)	

As per our report of even date attached

for S T A V & CO.
Chartered Accountants
(Firm Registration No. : 024510C)

FOR AND ON BEHALF OF THE BOARD

(VARINDER SINGH)
Partner
Membership No. 542573

(SHIKHA KATARIA)
Company Secretary
PAN : EGDPS5904L

(RANJAN JAIN)
Managing Director
DIN : 00635274

(SANJEEV AGRAWAL)
Chief Financial Officer
PAN : ADGPA3342Q

(SUNINDER VEER SINGH)
Whole Time Director
DIN : 07693557

Chandigarh, 15th May, 2023

SYSCHEM (INDIA) LIMITED
Notes to the financial statements for the year ended 31st March, 2023

1 Property, Plant and Equipment

Following are the changes in the carrying value of Property, Plant and Equipment for the year ended 31st March, 2023 :

Description of Assets	Rupees in Lakh								
	Land	Buildings	Plant and Equipment	Office Equipments	Furniture & Fixture	Electrical Installation	Vehicles	Computer	Total
Gross Carrying Value as at 1st April 2022	19.07	624.28	4554.45	25.23	7.85	191.12	32.56	18.98	5473.54
Additions during the year*	0.00	49.64	107.34	0.00	0.21	0.00	22.80	1.29	181.27
Disposals / Adjustment during the year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Gross Carrying Value as at 31st March 2023 (A)	19.07	673.92	4661.79	25.23	8.06	191.12	55.36	20.26	5654.82
Accumulated depreciation as at 1st April 2022	0.00	252.99	1868.08	23.70	6.34	126.62	30.94	16.47	2325.14
Depreciation expense for the year	0.00	19.79	223.06	0.09	0.76	17.24	0.18	3.11	264.23
Accumulated depreciation on disposal/adjustment during the year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Accumulated depreciation as at 31st March 2023 (B)	0.00	272.78	2091.13	23.79	7.10	143.87	31.12	19.58	2589.37
Carrying Value as at 31st March 2023 (A-B)	19.07	401.14	2570.66	1.44	0.96	47.25	24.24	0.68	3065.44

Following are the changes in the carrying value of Property, Plant and Equipment for the year ended 31st March, 2022 :

Description of Assets	Rupees in Lakh								
	Land	Buildings	Plant and Equipment	Office Equipments	Furniture and Fixtures	Electrical Installations	Vehicles	Computer	Total
Gross Carrying Value as at 1st April 2021	19.07	616.20	4128.48	25.23	7.82	184.60	32.56	18.27	5032.23
Others - Classified as Investment Property	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Restated Gross Carrying Value as at 1st April 2021	19.07	616.20	4128.48	25.23	7.82	184.60	32.56	18.27	5032.23
Additions during the year	0.00	8.08	425.97	0.00	0.03	6.52	0.00	0.71	441.31
Disposals / Adjustment during the year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Gross Carrying Value as at 31st March 2022 (A)	19.07	624.28	4554.45	25.23	7.85	191.12	32.56	18.98	5473.54
Accumulated depreciation of 1st April 2021	0.00	233.28	1658.29	23.62	5.60	109.84	30.94	13.52	2075.08
Others- Classification of Investment Property	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Restated Accumulated depreciation as at 1st April 2021	0.00	233.28	1658.29	23.62	5.60	109.84	30.94	13.52	2075.08
Depreciation expense for the year	0.00	19.71	209.79	0.09	0.75	16.78	0.00	2.95	250.06
Accumulated depreciation on Disposals / Adjustment during the year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Accumulated Depreciation as at 31st March 2022 (B)	0.00	252.99	1868.08	23.70	6.34	126.62	30.94	16.47	2325.14
Carrying Value as at 31st March 2022 (A-B)	19.07	371.29	2686.39	1.53	1.51	64.50	1.62	2.50	3148.40
Carrying Value as at 1st April 2022	19.07	382.92	2470.20	1.61	2.22	74.76	1.62	4.75	2957.15

SYSCHEM (INDIA) LIMITED
Notes to the financial statements for the year ended 31st March, 2023

2 Intangible Assets

Following are the changes in the carrying value of Intangible Assets for the year ended 31st March, 2023 :

Description of Assets	Rupees in Lakh Process know-how
Gross Carrying Value as at 1st April 2022	80.00
Additions during the year	-
Disposals/Adjustment during the year	-
Gross Carrying Value as at 31st March 2023	(A) 80.00
Accumulated depreciation as at 1st April 2022	73.97
Amortisation expense for the year	6.03
Accumulated depreciation on disposal/adjustment during the year	-
Accumulated depreciation as at 31st March 2023	(B) 80.00
Carrying Value as at 31st March 2023	(A-B) -

Following are the changes in the carrying value of Intangible Assets for the year ended 31st March, 2022 :

Description of Assets	Rupees in Lakh Process know-how
Gross Carrying Value as at 1st April 2021	80.00
Additions during the year	-
Disposals/Adjustment during the year	-
Gross Carrying Value as at 31st March 2022	(A) 80.00
Accumulated depreciation as at 1st April 2021	65.97
Amortisation expense for the year	8.00
Accumulated depreciation on disposal/adjustment during the year	-
Accumulated depreciation as at 31st March 2022	(B) 73.97
Carrying Value as at 31st March 2022	(A-B) 6.03
Carrying Value as at 1st April 2022	14.03

Notes to the financial statements for the year ended 31st March, 2023

3 Current Tax and Deferred Tax

(a) Deferred Tax

Particulars	Rupees in Lakh	
	31st March, 2023	As at 31st March, 2022
Deferred Tax Assets		
- On Property, Plant & Equipment	229.78	393.54
Deferred Tax Assets		
- On Employee benefits	-	-
Deferred Tax Liabilities / (Assets)	229.78	393.54

(b) Income Tax recognised in Profit and Loss

Particulars	Rupees in Lakh	
	Year ended 31st March, 2023	Year ended 31st March, 2022
Current Tax	29.60	0.00
Deferred Tax	163.76	(46.60)
Total income tax expense	193.36	(46.60)

4 Other Non-Current assets

Particulars	Rupees in Lakh	
	31st March, 2023	As at 31st March, 2022
Capital advances - Considered Good		
Secured	-	-
Unsecured	-	-
Security Deposits-Considered Good		
Unsecured	26.45	13.49
Other advances -Unsecured, Considered Good		
Income Tax (Net of Provisions)	-	-
Advances to Suppliers	-	-
Others	78.55	64.81
Total	105.00	78.30

5 Inventories

Particulars	Rupees in Lakh	
	31st March, 2023	As at 31st March, 2022
Raw Materials & Components	1548.23	1797.91
Work-in-progress	0.00	0.00
Finished goods	3.48	115.71
Stores and Spares	0.00	0.00
Total	1551.71	1913.62441

Notes to the financial statements for the year ended 31st March, 2023

6 Trade Receivables

Particulars	Rupees in Lakh	
	31st March, 2023	As at 31st March, 2022
Unsecured, considered good	4194.05	332.31
Of the above, Trade Receivables from:		
- Related Parties	0.00	0.00
- Others	4194.05	332.31

Ageing for trade receivables – current outstanding as at March 31, 2023 is as follows:

Particulars	Rupees in Lakh		
	Outstanding for following periods from date of transaction		
	Less than 6 months	6 months - 1 year	1 - 2 years
- Undisputed Trade receivables – considered good	4,139.72	-	54.33
- Undisputed Trade Receivables – considered doubtful	-	-	-
- Disputed Trade Receivables considered good	-	-	-
- Disputed Trade Receivables considered doubtful	-	-	-
Total	4,139.72	-	54.33

Particulars	Rupees in Lakh		
	Outstanding for following periods from date of transaction		
	2 - 3 years	More than 3 years	Total
- Undisputed Trade receivables – considered good	-	-	4,194.05
- Undisputed Trade Receivables – considered doubtful	-	-	-
- Disputed Trade Receivables considered good	-	-	-
- Disputed Trade Receivables considered doubtful	-	-	-
Total	-	-	4,194.05

Ageing for trade receivables – current outstanding as at March 31, 2022 is as follows:

Particulars	Rupees in Lakh		
	Outstanding for following periods from date of transaction		
	Less than 6 months	6 months - 1 year	1 - 2 years
- Undisputed Trade receivables – considered good	332.28	-	0.03
- Undisputed Trade Receivables – considered doubtful	-	-	-
- Disputed Trade Receivables considered good	-	-	-
- Disputed Trade Receivables considered doubtful	-	-	-
Total	332.28	-	0.03

Particulars	Rupees in Lakh		
	Outstanding for following periods from date of transaction		
	2 - 3 years	More than 3 years	Total
- Undisputed Trade receivables – considered good	-	-	332.31
- Undisputed Trade Receivables – considered doubtful	-	-	-
- Disputed Trade Receivables considered good	-	-	-
- Disputed Trade Receivables considered doubtful	-	-	-
Total	-	-	332.31

Notes to the financial statements for the year ended 31st March, 2023

7 Cash and Bank Balance

Particulars	Rupees in Lakh	
	31st March, 2023	31st March, 2022
	As at	
Cash and Cash equivalents		
Balances with banks	52.26	0.65
Cash in hand	4.83	2.09
Total	57.09	2.74

8 Other Bank Balances

Particulars	Rupees in Lakh	
	31st March, 2023	31st March, 2022
	As at	
Balances with Bank held as Margin Money & Deposit against Guarantees.	0.00	0.00
Fixed Deposits with Original maturity greater than 3 months but upto 12 months	8.71	34.74
Earmarked balances with banks	0.00	0.00
Total	8.71	34.74

9 Other Current Assets

Particulars	Rupees in Lakh	
	31st March, 2023	31st March, 2022
	As at	
Unsecured, considered good		
Balance with Excise Authorities	0.00	0.00
Prepaid Expenses	14.82	6.35
Other Advances recoverable in cash or kind		
- Goods and Service Tax	0.00	0.00
- Advance to Suppliers	5.13	0.00
- Others	25.08	64.75
Total	45.03	71.10

SYSCHEM (INDIA) LIMITED

Notes to the financial statements for the year ended 31st March, 2023

11 Borrowings

Particulars	Rupees in Lakh	
	As at	
	31st March, 2023	31st March, 2022
1) Secured Loans :		
a) Term Loans		
- from Banks	0.00	0.00
- from Others	0.00	0.00
b) Letter of Credit		
- from Banks	0.00	0.00
Total (1)	0.00	0.00
2) Unsecured Loans :		
a) Loans and advances from related parties #	160.51	174.60
Total (2)	160.51	174.60
Total Borrowings (1+2)	160.51	174.60

includes loans from Directors and Corporates

12 Other Non-Current Liabilities

Particulars	As at	
	31st March, 2023	31st March, 2022
a) Advances	0.00	0.00
b) Others	2582.86	2558.00
Total	2582.86	2558.00

SYSCHEM (INDIA) LIMITED
Notes to the financial statements for the year ended 31st March, 2023

10 Equity Share Capital

Particulars	Rupees in Lakh	
	As at	
	31st March, 2023	31st March, 2022
Authorised:		
Equity Shares, Rs. 1/- par value	3400.00	2500.00
2,00,00,000 (Previous Year : 2,00,00,000) Equity Shares		
Equity Shares, Rs. 10/- par value		
3,20,00,000 (Previous Year : 2,30,00,000) Equity Shares		
Issued, Subscribed and Paid-Up:	3189.04	2329.04
Equity Shares, Rs. 10/- par value		
3,18,90,400 (Previous Year : 2,32,90,400) Equity Shares fully paid-up		
	3189.04	2329.04

The Company has issued only one class of shares referred to as Equity Shares having a par value of Rs. 10/- Each. Equity Shareholder is entitled to one vote per share.

Proposed Dividend

The Board of Directors, in their meeting held on 15 May, 2022, has not declared any dividend for the Current Financial Year 2022-23

(i) Equity Shareholders holding more than 5% shares:

Name of shareholder	31st March, 2023		31st March, 2022	
	Number of shares held	% of Shareholding	Number of shares held	% of Shareholding
Mr. Dinesh Jagdish Kokhani	1,750,000	5.49%	-	-
Mr. Mahesh Jagdish Kokhani	2,125,027	6.66%	-	-
Mr. Ranjan Jain	3,480,386	10.91%	-	-
Mr. Virendra Popatlal Shah	2,557,550	8.02%	1,307,500	5.61%
Mrs. Ruchika Jain	1,851,954	5.81%	1,851,954	7.95%

(ii) Reconciliation of the number of Shares outstanding and the amount of Share Capital :

Description	31st March, 2023		31st March, 2022	
	No. of Shares	Share Capital (Rs. in lakh)	No. of Shares	Share Capital (Rs. in lakh)
Number of Equity Shares at the beginning	23,290,400	2329.04	21,540,400	2154.04
Movement in Equity Shares during the year	8,600,000	860.00	1,750,000	175.00
Number of Equity Shares at the closing	31,890,400	3,189.04	23,290,400	2,329.04

(iii) In the last 5 years, the Company has not :

- allotted any shares as fully paid up pursuant to contract(s) without payment being received in cash
- allotted any bonus shares,
- bought back its shares.

(iv) Disclosure of Shareholding of Promoters

Disclosure of shareholding of promoters as at March 31, 2023 is as follows:

Promoter name	Shares held by promoters				% Change during the year
	As at				
	31st March, 2023		31st March, 2022		
No. of shares	% of Total Shares	No of Shares	% of Total Shares		
Mrs. Gurcharan Kaur	7,133	0.02%	7,133	0.03%	-0.01%
Mr. Ranjan Jain	3,480,386	10.91%	480,386	2.06%	8.85%
Mrs. Ruchika Jain	1,851,954	5.81%	1,851,954	7.95%	-2.14%
Mr. Suninder Veer Singh	959,180	3.01%	1,059,180	4.55%	-1.54%
Mr. Rajesh Gupta	-	-	406,260	1.74%	-1.74%
Mr. Dinesh Jagdish Kokhani	1,750,000	5.49%	-	0.00%	5.49%
Mr. Mahesh Jagdish Kokhani	2,125,027	6.66%	-	0.00%	6.66%
Mr. Virendra Popatlal Shah	2,557,550	8.02%	-	0.00%	8.02%
Mr. Bhavesh Virendra Shah	1,437,500	4.51%	-	0.00%	4.51%
Mr. Bimal Virendra Shah	1,437,500	4.51%	-	0.00%	4.51%
Mr. Mehul Virendra Shah	1,555,700	4.88%	-	0.00%	4.88%
	17,161,930	53.82%	3,804,913	16.34%	37.48%

Disclosure of shareholding of promoters as at March 31, 2022 is as follows:

Promoter name	Shares held by promoters				% Change during the year
	As at				
	31st March, 2022		31st March, 2021		
No. of shares	% of Total Shares	No of Shares	% of Total Shares		
Mrs. Gurcharan Kaur	7,133	0.03%	7,133	0.03%	0.00%
Mr. Rajesh Gupta	406,260	1.74%	406,260	1.74%	0.00%
Mr. Ranjan Jain	480,386	2.06%	480,386	2.06%	0.00%
Mrs. Ruchika Jain	1,851,954	7.95%	101,954	0.44%	7.51%
Mr. Suninder Veer Singh	1,059,180	4.55%	1,059,180	4.55%	0.00%
	3,804,913	16.34%	2,054,913	8.83%	7.51%

SYSCHEM (INDIA) LIMITED
Notes to the financial statements for the year ended 31st March, 2023

13 Trade Payables

Particulars	Rupees in Lakh	
	As at	
	31st March, 2023	31st March, 2022
Trade payable - Micro, Small and Medium enterprises	51.75	65.75
Trade payable - Other than Micro, Small and Medium enterprises	3993.77	2286.75
Total	4045.52	2352.50

Ageing for trade payables outstanding as at March 31, 2023 is as follows:

Particulars	Rupees in Lakh		
	Outstanding for following from Transaction date		
	Less than 1 year	1-2 years	2-3 years
(i) MSME	51.75	-	-
(ii) Others	3,447.80	7.28	-
(iii) Disputed dues MSME	-	-	-
(iv) Disputed dues - Others	-	-	-
Total	3,499.55	7.28	-

Particulars	Rupees in Lakh	
	Outstanding for following from Transaction date	
	More than 3 years	Total
(i) MSME	-	51.75
(ii) Others	529.54	3,984.62
(iii) Disputed dues MSME	-	-
(iv) Disputed dues - Others	9.15	9.15
Total	538.69	4,045.52

Ageing for trade payables outstanding as at March 31, 2022 is as follows:

Particulars	Rupees in Lakh		
	Outstanding for following from Transaction date		
	Less than 1 year	1-2 years	2-3 years
(i) MSME	65.75	-	-
(ii) Others	1,503.65	3.50	7.42
(iii) Disputed dues MSME	-	-	-
(iv) Disputed dues - Others	-	-	-
Total	1,569.40	3.50	7.42

Particulars	Rupees in Lakh	
	Outstanding for following from Transaction date	
	More than 3 years	Total
(i) MSME	-	65.75
(ii) Others	507.19	2,021.76
(iii) Disputed dues MSME	-	-
(iv) Disputed dues - Others	264.99	264.99
Total	772.18	2,352.50

SYSCHEM (INDIA) LIMITED
Notes to the financial statements for the year ended 31st March, 2023

14 Short Term Provisions

Particulars	Rupees in Lakh	
	As at	
	31st March, 2023	31st March, 2022
Provision for Employee Benefits		
- Provision for Gratuity	19.66	14.60
- Provision for Leave Encashment	9.23	9.42
Total	28.89	24.01748

15 Other Current Liabilities

Particulars	Rupees in Lakh	
	As at	
	31st March, 2023	31st March, 2022
Advances received from customers	0.00	0.00
Cheque Pending Encashment	0.00	28.15
Expenses payable	65.02	82.58
Statutory dues payable	158.08	66.77
Total	223.10	177.50

16 Revenue from Operations

Particulars	Rupees in Lakh	
	As at	
	31st March, 2023	31st March, 2022
Revenue from sale of products (including Goods and Service Tax)	13027.51	6549.55
Revenue from rendering of services	0.00	0.00
Other operating revenue	10.17	13.74
Total	13037.69	6563.29

SYSCHEM (INDIA) LIMITED
Notes to the financial statements for the year ended 31st March, 2023

17 Other Income

Particulars	Rupees in Lakh	
	31st March, 2023	31st March, 2022
Interest Income	4.83	7.45
Misc Income	20.00	5.18
Total	24.83	12.63

18 Cost of materials consumed

Particulars	Rupees in Lakh	
	31st March, 2023	31st March, 2022
Opening stock	1797.91	3280.67
Add: Purchases	8996.29	3213.97
	<u>10794.20</u>	<u>6494.63785</u>
Less:		
Closing Stock	1548.23	1797.91
Total	9245.97	4696.73

19 Changes in inventories of Finished Goods and Work-in-Progress

Particulars	Rupees in Lakh	
	31st March, 2023	31st March, 2022
<u>Inventories at the end of the year:</u>		
Finished goods	3.48	115.71
Work-in-progress	0.00	0.00
	<u>3.48</u>	<u>115.71</u>
<u>Inventories at the beginning of the year:</u>		
Finished goods	115.71	27.56
Work-in-progress	0.00	0.00
	<u>115.71</u>	<u>27.56</u>
Net (increase) / decrease	112.24	(88.15)

20 Employee Benefits Expense

Particulars	Rupees in Lakh	
	31st March, 2023	31st March, 2022
Salaries and Wages	393.52	407.81
Contribution to provident and other funds	18.10	18.20
Staff welfare expenses	28.10	27.82
Total	439.72	453.83

SYSCHEM (INDIA) LIMITED
Notes to the financial statements for the year ended 31st March, 2023

21 Finance Cost

Particulars	Rupees in Lakh	
	31st March, 2023	31st March, 2022
Interest	1.96	27.33
Bank Charges	2.25	1.09
Exchange Fluctuation	0.00	0.00
Total	4.21	28.42

22 Other Expenses

Particulars	Rupees in Lakh	
	31st March, 2023	31st March, 2022
Direct Expenses		
Power, Fuel & Water Charges	213.98	238.51
Consumption of Stores & Spares	276.74	277.09
Repairs and Maintenance		
- Buildings	0.00	1.73
- Machinery	13.26	66.68
Watch & Ward	4.85	0.37
Indirect Expenses		
Advertisement & Publicity	4.56	3.06
Rates and Taxes	16.45	39.45
Insurance	6.71	1.14
Legal & Professional Expenses	59.83	73.49
Rent - Office	17.29	15.81
Postage & Telephone	3.39	3.91
Printing & Stationery	4.23	3.70
Travelling & Conveyance	6.95	4.33
Auditors' Remuneration		
- Statutory Audit Fee	2.50	2.50
- Secretarial Audit Fee	1.95	1.50
- Cost Audit Fee	0.66	0.00
Fines & Penalties	26.08	4.69
Other Marketing Expenses	9.56	14.52
Business Support Services	10.17	13.74
Electricity & Water - Office	1.29	0.74
Freight & Forwarding	3.29	0.53
Miscellaneous Expenses	9.26	13.67
Total	692.99	781.14

23 Earning per Share

Particulars	Rupees in Lakh	
	31st March, 2023	31st March, 2022
Profit for the year	451.31	-170.72
Profit for the year for diluted earning per share	451.31	-170.72
Weighted average number of Ordinary Equity Shares used in Computing basic earning per share	29486233	22561233
Effect of potential Ordinary Equity shares on employee stock options	0	0
Weighted average number of Ordinary Equity Shares used in Computing diluted earning per share	31890400	22561233
Basic earning per share (Rs.) (Face Value of Rs. 10 per share)	1.53	-0.76
Diluted earning per share (Rs.)	1.42	-0.76

SYSCHEM (INDIA) LIMITED
Notes to the financial statements for the year ended 31st March, 2023

24 Related Party Transactions

Key Management Personnel

Suninder Veer Singh - Managing Director
Ranjan Jain - Whole Time Director
Sanjeev Aggrawal - Chief Financial Officer
Shikha Kataria - Company Secretary

Promoters

Rajesh Gupta
Bhavesh Virendra Shah
Bimal Virendra Shah

Enterprises significantly influenced by Promoters

Pharmacare International

Relatives of key management personnel

Ruchika Jain - Director's Spouse
Gurcharan Kaur - Director's Spouse

Details of transaction between the Company and its related parties are disclosed below:

Particulars	Rupees in Lakh	
	31st March, 2023	31st March, 2022
i) Key Management Personnel		
a) Remuneration	65.04	66.11
Ranjan Jain	21.00	21.00
Suninder Veer Singh	24.00	24.00
Sanjeev Agrawal	15.00	7.00
Shikha Kataria	5.04	4.86
Naresh Batra	0.00	9.26
b) Loans received / paid (Net)	-24.23	-101.34
Ranjan Jain	-31.23	-90.84
Ruchika Jain	7.00	0.00
Rajesh Gupta	0.00	-10.50
Aggregate balances outstanding as at the year end		
a) Loans - Key Management Personnel	20.60	62.84
Ranjan Jain	13.60	62.84
Ruchika Jain	7.00	0.00
a) Loans - Promoters	29.91	29.91
Rajesh Gupta	29.91	29.91
ii) Enterprises significantly influenced by Other Related Party		
a) Sales	7914.02	5.66
Pharmacare International	7914.02	0.00
Rajesh Modi & Co.	0.00	5.66
b) Purchases	7441.26	64.32
Pharmacare International	7441.26	0.00
Impetus Healthcare	0.00	64.32
c) Security	24.86	0.00
Pharmacare International	24.86	0.00
Aggregate balances outstanding as at the year end		
- Receivables	3937.74	0.00
Pharmacare International	3937.74	0.00
- Payables	5395.98	0.00
Pharmacare International	5395.98	0.00
iii) Relatives of Key Management Personnel		
a) Remuneration	42.00	42.00
Gurcharan Kaur	24.00	24.00
Ruchika Jain	18.00	18.00

25 Contingent Liabilities and Commitments (To the extent not provided for)

Particulars	Rupees in Lakh	
	As at	
	31st March, 2023	31st March, 2022
Contingent Liabilities		
- Excise matters in dispute	0.00	0.00
- Other monies for which company is contingently liable	144.00	72.50
Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances and deposits)	0.00	0.00

26 Segment Reporting

The Company is working under one business segment only i.e. Pharmaceuticals. These pharmaceutical products are having different applications. Besides there is not any significant variances on geographical basis, so the segment reporting defined under Ind AS 108 is not applicable.