



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

Ref: SIL/2023-24/83

Date: 14.03.2024

To
The Gen Manager
Corporate Relationship Dep.
BSE Limited

Kind Att: Head- Listing Department

Subject: Disclosure under section 30 of SEBI LODR(Listing Obligation and Disclosure Requirement), 2015

Pursuant to **Regulation 30** of the Listing Regulation, 2015, we enclose a copy of Postal Ballot Notice ("**Notice**") seeking approval of the shareholders for the items as mentioned in the Notice of Postal Ballot of the Company.

In accordance with the Circular issued by Ministry of Corporate Affairs, from time to time, Postal Ballot Notice is being only in electronic form to members whose email id registered with their depository participants in case of electronic shareholding of the Company's Registrar and Transfer Agent (in case of Physical shareholding) and whose name are recorded in the registrar of members. The Company has also made arrangement for those members who have not yet registered their email to get the same registered by following the procedure prescribed in the Notice.



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The Company has engaged the services of “CDSL” to provide e-voting facility of members. The voting rights of the members shall be in proportion to their holding of shares. The e-voting will starts from **18th March, 2024**, on 10:00A.M and ends on **16th April, 2024** at 5:00 P.M.

Kindly take the same on record.

Thanking You

For Syschem (India) Limited

Shikha Kataria Digitally signed by Shikha Kataria
Date: 2024.03.14 14:56:24
+05'30'
Shikha Kataria
Company Secretary and Compliance Officer
M.No: 57304

SYSCHEM(INDIA)LIMITED

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POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

E-VOTING STARTS ON	VOTING ENDS ON
Monday 18.03.2024 10:00 A.M.	Tuesday 16.04.2024 at 05:00 P.M.

Dear Member(s)

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively 'MCA Circulars'), to transact the special business as set out hereunder by passing Ordinary and Special Resolutions by way of postal ballot only, by voting through electronic means ('remote e-voting').

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/Registrar and Transfer Agent ('RTA'). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting. The detailed procedure for remote e-voting process forms part of the 'Notes' section of this Notice.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company has engaged the services of Central Depository Services (India) Limited for the purpose of providing remote e-voting facility to its Members to enable them to cast their votes electronically. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at https://syschem.in/investors_CODE.html.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on Tuesday, April 16, 2024. The remote e-voting facility will be disabled by CDSL immediately thereafter.

SPECIAL BUSINESS:

Item No. 1. To consider the borrowing Limit under section 180(1)(c) of the Companies Act, 2013

To Consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(C), and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to the Board of the Company to borrow money (including perpetual debt), as and when required, for an aggregate amount not exceeding a sum of Rs. 150 Crores (Rupees One Hundred and Fifty Crores only) on such terms and conditions as the Board may consider necessary and expedient in the best interest of the Company, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

Item No. 2. To Create Charge on the Assets of the Company:

To Consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a), and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company, the consent of the shareholders of the company be and is hereby accorded, to the Board of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company, both present and future and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favor of banks, financial institutions and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 150 Crores (Rupees One Hundred and Fifty Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

Item No. 3. To enhance the limits for extending loans, making investments and providing guarantees or security under Section 186 of the Companies Act, 2013

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (‘the Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, in excess of limits prescribed under Section 186 of the Act but shall not exceed a sum of Rs. 100 Crores (Rupees Hundred Crores only).

RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution and to make, sign and execute, on behalf of the Company, such deed, documents, agreements, undertakings and all other necessary papers as may be required; to accept modifications to the same as may be necessary and to do all such acts, deeds and things that may be required or considered necessary or incidental for the same.

**By Order of the Board of Directors
For Syschem (India) Limited**

**Shikha Kataria
Company Secretary and Compliance Officer
Membership No: 57304**

Date: 11.03.2024
Place: Panchkula

NOTES:

- The Explanatory statement pursuant to Sections 102 and 110 of the Companies Act 2013 (“Act”) read with Rule 22 of the Companies (Management and Administration) Rule, 2014, as amended, setting out material facts and reasons in respect of the special business under the Resolution(s) as set out above is annexed hereunder and forms part of the Notice.
- Pursuant to the Provisions of Sections 110 of the Act read with the Rules and with the Circulars issued by the MCA, from time to time, your Company has an option to seek the approval of the Members through Postal Ballot (via remote e-voting) for the above mentioned resolution, instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the members through Postal Ballot via Remote e-voting, it shall be deemed to have been passed as if the same has been passed as General Meeting of the Manners convened in this regards.
- In view of the extraordinary circumstances created due to COVID-19 global pandemic, the Postal Ballot of the companies can be conducted as per the guidelines issued by the Ministry of Corporate Affairs (‘MCA’) vide General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 8, 2021, General Circular 11/2022 dated 28-12-2022 and 09/2023 dated September 25, 2023 and other relevant Circulars, if any, issued by the Ministry of Corporate Affairs (‘MCA Circulars’ or ‘General Circulars’) and Securities and Exchange Board of India (‘SEBI’) circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of the Members at a common venue.
- For this purpose, the company has engaged the service of CDSL and has made necessary arrangements with CDSL to facilitate E-voting. In terms of the General Circular No.14/2020 dated April 08, 2020 read with General Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs, Government of India (the ‘MCA Circulars’), voting can be done only by E-voting. As the E-voting does not require a person to attend to a meeting physically, the Members are strongly advised to use the E-voting procedure by themselves and not through any other person/ proxies.
- The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members/ Beneficiary Position maintained by the Depositories as at close of business hours on Friday, **March 08, 2024 (‘Cut-off Date’)** and who have registered their e-mail addresses with M/s Beetal Financial & Computer Services Private Limited, Registrar and Share Transfer Agent (‘RTA’) of the Company. It is however, clarified that all the persons who are Members of the Company as on the Cut-off Date (including those members who may not have received this notice due to non-registration of their e-mail addresses with the Company or the Depositories) shall be entitled to vote in relation to the resolutions specified in this notice. A person, who is not a Member as on the Cutoff date and happens to receive this Notice, should treat this Notice for information purpose only.
- Voting rights shall be reckoned on the paid-up value of equity shares registered

in the name of the Members/ beneficial owner as on the Cut-off Date fixed for the purpose and only those Members whose names are recorded in the Register of Members/ Beneficiary Position maintained by the Depositories as on the cut-off date will be entitled to cast their votes. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.

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

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

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

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

1. Voting through electronic means:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on day, **Monday 18th March, 2024** at 9.00 AM and ends on Tuesday, **16th April, 2024** at 5:00 PM. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, March 08, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

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

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

(iii) In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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
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<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ul style="list-style-type: none"> • Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Loginic on and select New System My easi. • After successful login the Easi / Easiest user will be able to see 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 direct links to e-Voting Service Providers, so that the user can visit the service providers' site directly. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration • 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>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 the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the 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.nsdl.com. Select "Register Online for ID eAS" Portal

	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through Their Depository Participants</p>	<p>You can also login using the login credentials of your demat account Through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting Option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, where in you Can see e-Voting feature. Click on company name or e-Voting service Provider name and you will be redirected to e-Voting service Website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a 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 evoting@nsdl.co.in or call at toll free no.: 180 01020

(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 for mand 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 For mother than individual and Physical Form
PAN	Enter your 10 digital pha numeric*PAN issued by Income Tax Department(Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • ShareholderswhohavenotupdatedtheirPANwiththeCompany/DepositoryParticipantarerequestedtouse thesequencenumber sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT” . A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print ”option on the Voting page.
- (xi) If a demataccount 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, Marath on Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READWITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.

Item No. 1&2

Keeping in view the Company's future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits (including perpetual debts) up to an aggregate of Rs. 150 Crores (Rupees One Hundred and Fifty Crores only), which may be borrowed by the Company from time to time, in one or more tranches, as may be required, on such terms and conditions as the Board may consider necessary and expedient in the best interest of the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting.

The Board recommends these resolutions to be approved by the members as Special Resolutions, since the existing limits may likely exceed the limits provided under Section 180(1)(a) & 180(1)(c) of the Companies Act, 2013.

None of the Directors of the Company including their relatives are in any way concerned or interested in the resolutions.

Item No. 3

The members are hereby informed that the company in its Extraordinary General Meeting of the members of Syschem (India) Limited held on Saturday, April 9, 2022 at 11:30 AM through Video Conferencing (VC) / Other Audio Visual Means has taken approval for providing the corporate guarantee for the loans availed by Pharmicare International with whom Company has major Business upto Rs. 50 crores from various banks and financial institutions.. Now the Board in its meeting held on 6th of March, 2024 has decided to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, in excess of limits prescribed under Section 186 of the Act but shall not exceed a sum of Rs. 100 Crores (Rupees Hundred Crores only). However the Limit 100 Cr includes the previous guarantee given to Pharmicare International. Pursuant to the provisions of section 186 the permission of members is required by way of special resolution for providing the corporate guarantee.

The Board recommends the resolution to be approved by the members as Special Resolutions in terms of Section 186 of the Companies Act, 2013.

None of the Directors of the Company including their relatives are in any way concerned or interested in the resolutions.

For Syschem India Limited

**Sd/-
Shikha Kataria
Company Secretary & Compliance Officer**

Date: 11.03.2024

Place: Panchkula