

NOTICE

NOTICE is hereby given that 27th Annual General Meeting of the shareholders of Syschem (India) Limited will be held on Tuesday, the 24th day of November, 2020 at 3.00 P.M through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business. The venue for the meeting shall be deemed to be the Registered Office of the Company situated at Village Bargodam, Teh. Kalka, Distt. Panchkula, Haryana-133 302 :-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2020 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. Suninder Veer Singh (DIN 07693557), who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Auditors and to fix their remuneration and for this purpose to consider and, if thought fit, to pass the following resolution with or without modification(s) as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014, M/s Singh V & Associates, Chartered Accountants, (Firm Registration No. 024510C) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company to be held in 2025 at a remuneration plus Goods and Service Tax (GST) as applicable, to be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. **TO APPROVE RELATED PARTY TRANSACTIONS AND TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION:**

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

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

5. **APPROVE THE REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2021 & TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any Statutory Modification(s) or re-enactment thereof, for the time being in force), M/s C.L. Bansal & Associates, Cost Auditors appointed by the Board on the recommendation of the Audit Committee of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting;

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

6. TO APPOINT MR. RAHUL GOYAT AS DIRECTOR OF THE COMPANY AND TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION:

RESOLVED THAT pursuant to the Provisions of Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force and Regulation 26 of the Listing Regulations, Mr Rahul Goyat (DIN 08602881), who was appointed as an additional Director of the Company on 05.11.2019 by the Board of Directors, who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member of the Company under Section 160 (1) of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation to hold office for 5 (Five) consecutive years commencing from 5th November, 2019 upto 4th November, 2024.”

7. TO CONSIDER PAYMENT OF REMUNERATION TO MR. RANJAN JAIN, WHOLETIME DIRECTOR AND TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for the payment of the remuneration to Mr. Ranjan Jain (DIN: 00635274), Wholetime Director, for the remaining period of two years of his existing tenure viz., from June 16, 2020 to June 15, 2022.

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the absence or inadequacy of profits in any financial year during the tenure of Mr. Ranjan Jain as aforesaid, the Company shall pay remuneration to Mr. Ranjan Jain as per his entitlement, subject to approval of other Statutory Authorities concerned, provided that such remuneration shall not exceed the limits specified under Schedule V to the Companies Act, 2013 or such limits as may be prescribed by the Central Government from time to time;

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary and expedient to give effect to the aforesaid Resolution.”

8. TO CONSIDER PAYMENT OF REMUNERATION TO MR. SUNINDER VEER SINGH, MANAGING DIRECTOR AND TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for the payment of the remuneration to Mr. Suninder Veer Singh (DIN: 07693557), Managing Director, for the remaining period of two years of his existing tenure viz., from June 16, 2020 to June 15, 2022.

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the absence or inadequacy of profits in any

financial year during the tenure of Mr. Suninder Veer Singh as aforesaid, the Company shall pay remuneration to Mr. Suninder veer Singh as per his entitlement, subject to approval of other Statutory Authorities concerned, provided that such remuneration shall not exceed the limits specified under Schedule V to the Companies Act, 2013 or such limits as may be prescribed by the Central Government from time to time;

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary and expedient to give effect to the aforesaid Resolution.”

Place: Chandigarh
Date: 26/10/2020

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

Suninder Veer Singh
(Managing Director)
DIN : 07693557

NOTES :

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC / OAVM.
2. 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 April 08, 2020, April 13, 2020 and May 05, 2020 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.
3. 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 atleast 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.
4. 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.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. 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. B S E 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.

7. The AGM has been convened through VC / OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 Dated April 8, 2020 and MCA Circular No. 17/2020 Dated April 13, 2020 and MCA Circular No. 20/2020 Dated May 05, 2020.
8. In compliance with the aforesaid MCA Circulars and SEBI Circular Dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 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 2019-20 will also be available on the Company's website www.syschem.in website of the Stock Exchange i.e. B S E Limited at www.bseindia.com.
9. In compliance with the MCA Circulars, the Company has published a public notice by way of an advertisement made in Jansatta (In Hindi) and Financial Express (In English), 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.
10. The Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of item Nos. 4 to 8 of the Notice convening the Meeting is annexed hereto.
11. Since AGM will be held through VC / OAVM, the Route Map is not annexed in the Notice.
12. Members holding shares in physical form are requested to notify / send the following to the Registrar & Transfer Agent (RTA) of the Company M/s Beetal Financial & Computer Services Private Limited, having their office at Beetal House, 3rd Floor, 99, Madangir, Bh. Local Shopping Complex, Near Dada Harsukhdas Mandir, New Delhi – 110 062. Ph No. : 011-29961281-82.
 - a. their **E-mail ID**, in case the same have not been sent earlier, for the purpose of receiving the communication electronically
 - b. any change in their address / E-mail ID / ECS Mandate / Bank details
 - c. Share Certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account
 - d. their Bank account details in order to receive payment of dividend, whenever declared, through electronic mode, as and when it would be declared
- B. Members holding shares in dematerialized form are requested to notify to their Depository Participant :-
 - a. their E-mail ID.
 - b. all changes with respect to their address, E-mail ID, ECS mandate and Bank details.
13. 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.
14. 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.
15. 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.

16. 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.
17. 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.
18. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from 19-11-2020 to 24-11-2020 (both days inclusive) for the purpose of AGM.
19. 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.
20. 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 21.11.2020 at 9.00 A.M. and ends on 23.11.020 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23.10.2020 (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) 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.

OR

Alternatively, if you are registered for CDSL's **EASI / EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's **EASI / EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

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

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

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

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

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 **Company / RTA Email ID**.
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 **Company / RTA Email ID**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the EGM / AGM through VC / OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders / members login by using the remote e-voting credentials. The link for VC / OAVM will be available in shareholder / members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their requesting advance atleast **10 days prior to meeting** mentioning their name, Demat Account number / Folio Number, Email ID, Mobile Number at (Company Email ID). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, Demat Account Number / Folio Number, Email ID, Mobile Number at (Company Email ID). These queries will be replied to by the Company suitably by Email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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

- 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 “Corporates” 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 favour 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.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

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 – 400 013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542 / 43.

Place: Chandigarh
Date: 26/10/2020

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

SD/-
Suninder Veer Singh
(Managing Director)
DIN : 07693557

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

ITEM NO. 3

M/s Vinod Sumitra & Co., Chartered Accountants, Chandigarh, who was appointed as Statutory Auditors of the Company in the Annual General Meeting held on 30.09.2017 to hold office till the conclusion of Annual General Meeting to be held in the year 2022 resigned from the position of statutory Auditor w.e.f. 10.08.2020. On the recommendation of Audit Committee, the Board of Directors in its meeting held on 25th August, 2020 has appointed M/s. Singh V & Associates, Chartered Accountants (Firm Registration 024510C) as Statutory Auditors of the Company w.e.f. August 25, 2020 to fill the casual vacancy caused due to resignation of erstwhile Auditors. M/s Singh V & Associate, are appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of

the Company to be held in 2025. The Auditors have confirmed that their appointment, if made, would be within the limits prescribed under the Act. Brief profile of the Statutory Auditor is as follows:

- M/s Singh V & Associates (FRN 024510C) is a partnership firm having three partners namely CA Varinder Singh (M No. 542573), CA Tarun Kumar (M. No. 546172) and CA Anshul (M. No. 550520).
- The firm was constituted in the year 2018 and is peer reviewed and having its office at Chandigarh.
- All partners have a vast experience in Statutory Audits, Tax Audits, Internal Audits, Concurrent Audits.
- Partners are also having expertise in the field of Income Tax And GST.

ITEM NO. 4

Impetus Healthcare, a partnership Firm in which Mr Suninder Veer Singh, 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 24th April, 2020, approving the Sale & purchase of raw material and finished goods upto a value of Rs. 50.00 Crores to and from Impetus Healthcare.

The proposed transaction shall amount to a material related party transaction in terms of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, thus requiring approval of the members. Further, the provisions of Section 188 of Companies Act, 2013 requires prior approval of Board of Directors and in case the Paid-up Share Capital of the Company is Rs.10.00 crores or more, the prior approval of Shareholders by way of Ordinary Resolution is required.

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 Board recommends passing of the proposed Ordinary Resolution.

ITEM NO.5:

The Board on the recommendation of the Audit Committee has approved the appointment of M/s. C.L. Bansal & Associates, Cost Auditors at remuneration of Rs. 60,000/- 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, 2021.

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 6:

Mr. Rahul Goyat (DIN 08602881) was appointed as an Additional Director of the Company with effect from 05.11.2019. In terms of Section 161 (1) of the Companies Act, 2013, Mr. Rahul Goyat (DIN 08602881) holds office only upto the date of the forthcoming Annual General Meeting but he is eligible for appointment as a Director. A Notice under Section 160(1) of the Companies Act, 2013 has been received from a member signifying his intention to propose Mr. Rahul Goyat's appointment as Director of the Company for five years.

Mr. Rahul Goyat is graduate and has expertise in the field of Business and Management. He is appointed as Chairman of Audit Committee and Stakeholders Relationship Committee.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

ITEM NO 7:

The Members of the Company vide EGM dated 17.07.2017, had appointed Mr. Ranjan Jain as the Chairman and Managing Director of the Company for a tenure of five years effective from June 16, 2017 to June 15, 2022. In the AGM held on 28.09.2019, the designation of Mr. Ranjan Jain was changed to Wholetime Director while all other terms and conditions remaining the same. Pursuant to Section II of Part II of Schedule V to the Companies Act, 2013, the remuneration payable to Mr. Ranjan Jain was approved for a period of three years w.e.f. June 16, 2017 to June 15, 2020. The approval of the Members pursuant to Section 197(1) of the Companies Act, 2013 as amended from time to time is now sought for the remuneration payable to Mr. Ranjan Jain as Wholetime Director of the Company for the remaining period of 2 years out of his existing tenure i.e. from June 16, 2020 to June 15, 2022 subject to such other approvals as may be necessary. In accordance with the Schedule V and other applicable provisions of the Companies Act, 2013, on the recommendation made by the Nomination & Remuneration Committee of the Company at its meeting held on 5th November, 2019, the Board of Directors of the Company at its meeting held on 24th April, 2020 have approved the payment of remuneration as detailed above, subject to such other approvals as may be necessary, as minimum remuneration to Mr. Ranjan Jain in the absence or inadequacy of profits in any Financial Year(s) during his remaining tenure i.e. upto June 15, 2022. The details are set out below:

Remuneration proposed: Upto Rs.2,00,000/- per month.

The aforesaid remuneration of Mr. Ranjan Jain falls within the maximum ceiling limits specified under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and provisions of the Rules framed thereunder.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 7 is annexed hereto as Annexure 1.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Ranjan Jain, is in any way concerned or interested, financial or otherwise, in the said Resolution. The Board of Directors recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

ANNEXURE 1: THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013:

I General Information					
1	Nature of Industry	Pharmaceutical Industry			
2	Date or expected date of commencement of Commercial Production	Not applicable Manufacturing unit of the Company is already in production and expansion project is going on			
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4	Financial performance based on given indicators	Particulars	2017-18	2018-19	2019-20
		(Rs. in Lakh)			
		Net Revenue from operations	7658.89	10959.95	8801.60
		Other Income	0.33	8.43	9.02
		Total	7659.22	10968.39	8810.62
		Profit/Loss before Tax	60.15	150.31	(220.03)
		Tax Expenses	26.42	75.06	(34.72)
	Net Profit / Loss after Tax	33.73	75.25	(185.31)	
5	Foreign investments or collaborations any.	Not applicable			
II Information about the appointee					
1	Background details	Mr. Ranjan Jain, S/o Sh. Dharam Das Jain, R/o House No: 1691 Sector 33-D Chandigarh 160 022 is a commerce graduate. He has vast knowledge, experience and expertise in the field of Finance & Administration and his appointment shall be of immense benefit to the Company. He is having 25 years of experience in the chemical industry.			
	Past remuneration (Annual)	2019-20	Rs. 9,00,000		
	Recognition or awards	Nil			
	Job profile and his suitability	Looking after Finance & Administration and day to day activities of the Company			
	Remuneration proposed (Annual)	Rs. 24,00,000 per annum			
	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration being paid and proposed is lower in pharmaceutical industry of the size of the Company and rich experience of the managerial personnel.			
	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Ranjan Jain is a Director of the Company and is holding 480386 Equity Shares in the Company. Except directorship of the Company, no other pecuniary relationship directly or indirectly with Company			
III other information					
	Reasons of loss or inadequate profits	In the earlier financial years, the revenue earning of the company was very less due to inadequate market conditions and constraints of funds. The same has improved tremendously in the current financial year. The sales of the Company during the 2019-20 is Rs 8801.60 Lakh.			
	Steps taken or proposed to be taken for improvement	The Company has changed its product line from chemical production to pharmaceutical business. The Company is also strengthening its financial position through various means. The Company is hopeful of improving its position in the coming quarters of the year.			
	Expected increase in productivity and profits in measurable terms.	YEAR	2020-2021	2021-2022	2022-2023 (Rs. in Lakh)
		Turnover	6,000.00	8,500.00	11,500.00

	(Net of GST)			
	EBITDA	-20.00	290.00	335.00
	Net Profit/(Loss)	-250.00	60.00	105.00

ITEM NO 8:

The Members of the Company vide EGM dated 17.07.2017, had appointed Mr. Suninder Veer Singh as the Joint Managing Director of the Company for a tenure of five years effective from June 16, 2017 to June 15, 2022. In the AGM held on 28.09.2019, the designation of Mr. Suninder Veer Singh was changed to Chairman cum Managing Director while all other terms and conditions remaining the same. Pursuant to Section II of Part II of Schedule V to the Companies Act, 2013, the remuneration payable to Mr. Suninder Veer Singh was approved for a period of three years w.e.f., June 16, 2017 to June 15, 2020. The approval of the Members pursuant to Section 197(1) of the Companies Act, 2013 as amended from time to time is now sought for the remuneration payable to Mr. Suninder Veer Singh as Managing Director of the Company for the remaining period of 2 years out of his existing tenure from June 16, 2020 to June 15, 2022 subject to such other approvals as may be necessary. In accordance with the Schedule V and other applicable provisions of the Companies Act, 2013, on the recommendation made by the Nomination & Remuneration Committee of the Company at its meeting held on 5th November, 2019, the Board of Directors of the Company at its meeting held on 24th April, 2020 have approved the payment of remuneration as detailed above, subject to such other approvals as may be necessary, as minimum remuneration to Mr. Suninder Veer Singh in the absence or inadequacy of profits in any Financial Year(s) during his remaining tenure i.e. upto June 15, 2022. The details are set out below:

Remuneration proposed: Upto Rs.2,00,000/- per month.

The aforesaid remuneration of Mr. Suninder Veer Singh falls within the maximum ceiling limits specified under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and provisions of the Rules framed thereunder.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 7 is annexed hereto as Annexure 1.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Suninder veer Singh, is in any way concerned or interested, financial or otherwise, in the said Resolution. The Board of Directors recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the Members.

ANNEXURE 1: THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013:

I General Information					
1	Nature of Industry	Pharmaceutical Industry			
2	Date or expected date of commencement of Commercial Production	Not applicable Manufacturing unit of the Company is already in production and expansion project is going on			
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4	Financial performance based on given indicators	Particulars	2017-18	2018-19	2019-20
		(Rs. In Lakh)			
		Net Revenue from operations	7658.89	10959.95	8801.60
		Other Income	0.33	8.43	9.02
		Total	7659.22	10968.39	8810.62
		Profit / Loss before Tax	60.15	150.31	(220.03)
		Tax Expenses	26.42	75.06	(34.72)
		Net Profit / Loss after Tax	33.73	75.25	(185.31)
5	Foreign investments or collaborations, if any.	Not applicable			

II Information about the appointee					
1	Background details	Mr. Suninder Veer Singh, S/o Sh. Lakhbir Singh, R/o House No: House No. 257 Anand Nagar-A, Tripuri Town Patiala 147001 is MBA Marketing. He has vast knowledge, experience and expertise in the field of Marketing and his appointment shall be of immense benefit to the Company. He is having 18 years of experience in the field of marketing.			
	Past remuneration (Annual)	2019-20	Rs. 11,25,000		
	Recognition or awards	Nil			
	Job profile and his suitability	Looking after Finance & Administration and day to day activities of the Company			
	Remuneration proposed (Annual)	Rs. 24,00,000 per annum			
	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration being paid and proposed is lower in pharmaceutical industry of the size of the Company and rich experience of the managerial personnel.			
	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Suninder Veer Singh is a Director of the Company and is holding 10,59,180 Equity Shares in the Company. The Company has some business transactions at arm's length with Impetus Healthcare, a partnership firm in which Mr. Suninder Veer Singh is a partner.			
III other information					
	Reasons of loss or inadequate profits	In the earlier financial years, the revenue earning of the Company was very less due to inadequate market conditions and constraints of funds. The same has improved tremendously in the current financial year. The sales of the Company during the 2019-20 is Rs 8801.60 Lakh.			
	Steps taken or proposed to be taken for improvement	The company has changed its product line from chemical production to pharmaceutical business. The Company is also strengthening its financial position through various means. The Company is hopeful of improving its position in the coming quarters of the year.			
	Expected increase in productivity and profits in measurable terms.	YEAR	2020-2021	2021-2022	2022-2023 (Rs. in Lakh)
		Turnover (Net of GST)	6,000.00	8,500.00	11,500.00
		EBITDA	-20.00	290.00	335.00
		Net Profit/(Loss)	-250.00	60.00	105.00

INFORMATION REGARDING DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF THE SEBI (LODR) REGULATIONS, 2015 FORMING PART OF THE CORPORATE GOVERNANCE REPORT

Name of Director	Mr. Suninder Veer Singh
Date of appointment as Director	30.12.2016
Date of Birth	26.03.1974
Designation	Managing Director

Mr. Suninder Veer Singh, who is liable to retire and being eligible, is proposed to be re-appointed as the Director of the Company in the ensuing Annual General Meeting.

Expertise in Specific Functional Area

Mr. Suninder Veer Singh is MBA Marketing. He has vast knowledge, experience and expertise in the field of Marketing and his appointment shall be of immense benefit to the Company. He is having 15 years of experience in the field of marketing.

Qualification: Post Graduate

List of other Directorships: NIL

Names of other listed entities in which person also holds the directorship **NIL**

Chairman / Member of the Committee of the Directors of Syschem (India) Ltd: **1**

Chairman/Member of the Committee of the Directors Of other Companies None

Shareholding in the Company as on the date of this report 10,59,180 Equity Shares

Relationship between Directors inter-se and relationship with Manager and other KMP :- None of the Directors, Manager or KMP of the Company is related to Mr. Suninder Veer Singh.

Terms of reappointment : Appointed as Director liable to retire by rotation.

Remuneration : Rs. 11,25,000 per annum

Remuneration sought to be paid : Rs. 24,00,000 per annum

No. of meetings of Board attended during the FY 2019-20 : 5

Justification for appointment and Remuneration : Mr. Suninder Veer Singh is MBA Marketing. He has vast knowledge, experience and expertise in the field of Marketing and his appointment shall be of immense benefit to the Company. He is having more than 18 years of experience in the field of marketing.

INFORMATION REGARDING DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT IN ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF THE SEBI (LODR) REGULATIONS, 2015 AND SECRETARIAL STANDARDS FORMING PART OF THE CORPORATE GOVERNANCE REPORT

Name of Director Mr. Rahul Goyat

Date of appointment as Director 05.11.2019

Date of Birth 25.07.1993

Designation Independent Director

Mr. Rahul Goyat is appointed as Non-Executive Independent Director of the company.

Expertise in Specific Functional Area

Mr. Rahul Goyat (DIN 08602881) has expertise in General Administration.

Qualification: Graduation

List of other Directorships: NIL

Names of other listed entities in which person also holds the directorship NIL

Chairman / Member of the Committee of the Directors of Syschem (India) Ltd: **2**

Chairman / Member of the Committee of the Directors of other Companies None

Shareholding in the Company as on the date of this report NIL

Relationship :- None of the Directors, Manager or KMP of the Company is related to Mr. Rahul Goyat.

Terms of reappointment : Appointed as Independent Director for a period of 5 years.
Remuneration : Nil
Remuneration sought to be paid : Nil
No. of meetings of Board attended during the FY 2019-20: 4
Justification for appointment and Remuneration : He has expertise in Business and Management.
