

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

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of Syschem (India) Limited will be held on Monday, July 17, 2017 at 10:30 AM at Village BARGODAM, Tehsil Kalka, Distt. Panchkula (Haryana) transact the following business:

SPECIAL BUSINESS:

Item No. 1

To increase the Authorised Share Capital

To consider and, if thought fit, to pass with or without modification(s), as an Special Resolution

“RESOLVED THAT pursuant to provision of Section 61(1)(a) of the Companies Act, 2013, and any other applicable provisions and the relevant rules framed there under and in accordance with the provisions of the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from 20,00,00,000/- (Rupees Twenty Crores only) divided into 1,80,00,000 (One Crore Eighty Lac only) Equity Shares of 10/- each and 2,00,00,000 (Two crore only) Non-cumulative Non-Convertible Preference shares of Rs. 1/- each to 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,30,00,000 (Two Crore Thirty Lac only) Equity Shares of 10/- each and 2,00,00,000 (Two Crore only) Non-cumulative Non-Convertible Preference Shares of Rs.1/- each by creating additional 50,00,000 (Fifty Lac only) Equity Shares of 10/- each.

RESOLVED FURTHER THAT the new equity shares shall rank pari passu with the existing equity shares.”

Item No. 2

To amend the Memorandum of Association

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

“RESOLVED THAT the consent of the Company be and is hereby accorded under provisions of section 13 of the Companies Act, 2013 to amend the existing Clause V of Memorandum of Association of the Company by substituting first four lines by following lines as mentioned here under:

V. The Authorised Share Capital of the Company is Rs 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,30,00,000 (Two Crore Thirty Lac only) Equity Shares of 10/- each and 2,00,00,000 (Two Crore only) Non-cumulative Non-Convertible Preference Shares of Rs.1/- each

Item No. 3

To amend the Articles of Association

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

“RESOLVED THAT in order to reflect the increase in authorised share capital of the Company, the consent of the Board is hereby accorded to amend the existing Article 3 of the Articles of Association of the Company with the following:

3. The Authorised Share Capital of the Company is Rs 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,30,00,000 (Two Crore Thirty Lac only) Equity Shares of 10/- each and 2,00,00,000 (Two Crore only) Non-cumulative Non-Convertible Preference Shares of Rs.1/- each

Item No. 4**Preferential allotment of Equity Shares of the Company**

To consider and, if thought fit, to pass with or without modification, if any, the following Resolution as a Special Resolution:

“RESOLVED THAT in terms of Sections 42 and 62 (1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant rules made there-under (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with the Stock Exchange where the Company’s shares are listed, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulation 2009, and SEBI (Listing Obligation and Disclosure Requirements), 2015 as may be applicable to the preferential issue of Equity shares and other applicable regulations / guidelines of SEBI, if any and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such, consents and approvals of SEBI, Stock Exchanges, Government of India, or such other bodies or authorities as may be required by law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals and which may be agreed to by or any other authorities as may be necessary for that purpose, the consent of the members of the Company be and is hereby accorded to the Board to offer, issue, and allot upto 3,50,000 Equity Shares of Rs.10/- each at a price of Rs. 11.50 each (Rupee Eleven & paise Fifty only) (the “Equity Shares”), aggregating up to Rs. 40,25,000 (Rupees Forty Lac Twenty Five Thousand only), including premium to the following persons at such time or times, in one or more tranches and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion.”

SR. NO.	NAME	FATHER'S NAME	ADDRESS	PAN NO.	EQUITY SHARES
1	ASHOK KUMAR KAPIL HUF		H NO. 2200, STAR ENCLAVE SECTOR 48 C, CHANDIGARH 160 047	AAKHA6942B	50000
2	MADHU JASWAL	GURDEV SINGH JASWAL	H NO. 560 E INDER NAGAR, NANGAL TOWNSHIP ROPAR, PUNJAB 140 124	AIVPJ3313N	30000
3	ABHISHEK KAPIL HUF		H NO. 2200, STAR ENCLAVE SECTOR 48 C, CHANDIGARH 160 047	AAOHA0994H	25000
4	ABHISHEK KAPIL	ASHOK KUMAR KAPIL	H NO. 2200, STAR ENCLAVE SECTOR 48 C, CHANDIGARH 160 047	ASAPK2089H	25000
5	ASHOK KUMAR GARG	SURINDER KUMAR	STREET NO. 9, PUNIA COLONY, HARIPURA ROAD, SANGRUR - 148 001	AARPG1291J	30000
6	SWARAN LATA	W/O MOHAN LAL	H NO. 3796 LAXMI STREET NEAR SBOP, AMRIK SINGH ROAD, BATHINDA	AADPL9688A	95000
7	SURESH AGGARWAL	VIDYA SAGAR	H NO 191, SHASHTRI NAGAR SEC 4 C, MANDI GOBINDGARH FATHEGARH - 147 301	ACJPA5581H	95000
			TOTAL		3,50,000

RESOLVED FURTHER THAT, in accordance with the provisions of Chapter VII of the ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares is June 17, 2017, which is 30 days prior to the date of this Extra-ordinary General Meeting i.e. July 17, 2017, and the floor price so calculated is Rs. 11.22 (Rupees Eleven and paise Twenty Two only).

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the Investor in dematerialised form within a period of 15 days from the date of passing of this resolution provided that where the allotment

of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted in the manner aforesaid shall rank *pari passu* with the existing Equity Shares of the Company in all respects including as to dividend and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

Item No. 5

Preferential allotment of Convertible Equity Warrants of the Company

To consider and, if thought fit, to pass with or without modification, if any, the following Resolution as a Special Resolution:

“RESOLVED THAT in terms of Sections 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant rules made there-under (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with the Stock Exchange where the Company’s shares are listed, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulation 2009, and SEBI (Listing Obligation and Disclosure Requirements), 2015 as may be applicable to the preferential issue of Equity Shares and other applicable regulations/guidelines of SEBI, if any and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such, consents and approvals of SEBI, Stock Exchanges, Government of India, or such other bodies or authorities as may be required by law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals and which may be agreed to by or any other authorities as may be necessary for that purpose, the consent of the members of the Company be and is hereby accorded to the Board to offer, issue, and allot, from time to time in one or more tranches, 37,39,600 Zero Coupon Convertible warrants (“**Convertible Warrants**”) on a preferential basis to the following persons convertible into, or exchangeable for, one equity share of face value of Rs. 10/- each (the “**Equity Shares**”) at a price (including the warrant subscription price and the warrant exercise price) of Rs.11.50 each (Rupee Eleven & paise Fifty only) each aggregating to Rs.4,30,05,400 (Rupees Four Crore Thirty Lac Five Thousand Four

Hundred Only), including premium to the following persons on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the ICDR Regulations or other applicable laws.

SR. NO.	NAME	FATHER'S NAME	ADDRESS	PAN NO.	WARRANTS
1	MANMOHAN GERA	JAGDISH LAL GERA	H NO. K-218, WARD NO.17 MUHALLA TELIAN FARIDKOT - 151 203	BEDPG3499H	250000
2	JAGDISH LAL	TELU RAM	H NO. 4/34, MOHALLA BABA FARID, OCHI GALI, FARIDKOT - 151 203	AALPL1671M	50000
3	MADHU BALA	W/O JAGDISH LAL	H NO. A4/34, WARD 8 , BABA FARID, OCHI GALI, FARIDKOT 151203	AQAPB3542N	50000
4	RULD PAL	RAI SINGH	H NO.380 VILLAGE MALOYA MALOYA COLONY, CHANDIGARH 160 025	AHIPP6140K	300000
5	SUNINDER VEER SINGH	LAKHBIR SINGH	HOUSE NO. 237, ANAND NAGAR-A,TRIPURI TOWN, PATIALA – 147 001	BPIPS8829E	1025000
6	KK ASSOCIATES REAL ESTATE PVT. LTD.		SCO NO. 261, FIRST FLOOR, SECTOR 44 C&D, CHANDIGARH	AAECK7684D	1000000
7	SAMIRA JAIN	W/O MANISH JAIN	HOUSE NO. 201, SECTOR 21-A, CHANDIGARH - 160 022	AAOPJ5740L	125000
8	PAWANINDER KUMAR JASWAL	PREM CHAND JASWAL	HOUSE NO. 2671, TOP FLOOR, SECTOR 37-C, CHANDIGARH - 160 036	AECPJ7761H	25000
9	AMAR JYOTI JASWAL	DURGA DASS RAHI	HOUSE NO. 2671, TOP FLOOR, SECTOR 37-C, CHANDIGARH - 160 036	ANKPJ2624E	25000
10	ASHIMA	VINOD KUMAR	FLAT NO. 5034, 2 ND FLOOR, MODERN HOUSING COMPLEX, MANI MAJRA, CHANDIGARH - 160 101	BFSPA3120D	170000
11	NARESH BATRA	VAS DEV BATRA	FLAT NO. 5324/1, MODERN HOUSING COMPLEX, MANI MAJRA, CHANDIGARH - 160 101	AGRPB3187C	169600
12	RAJEEV KUMAR GUPTA	BRIJ MOHAN GUPTA	HOUSE NO. 938, HOUSING BOARD COLONY, SECTOR 19, BALDEV NAGAR, AMBALA CITY - 134 007	AJQPG5441G	100000
13	JYOTI SEHGAL	W/O SUDHIR SEHGAL	# 130/133, NEAR MEWAR HOSPITAL, PRIYADARSHINI NAGAR, BEDLA, UDAIPUR - 313 001	AUYPS4754R	250000
14	ANKIT VYAS	MURLIDHAR VYAS	L - 301, LUV KUSH APARTMENT, NEAR SHIVA MANDIR, FATEHPURA, UDAIPUR - 313 001	ADXPV7704Q	150000
15	PAWAN KUMAR	OM PARKASH	H. NO. 506, PHASE 3-A, MOHALI – 160 059 PUNJAB	AAQPK2699P	50000
	Total				37,39,600

RESOLVED FURTHER THAT, in accordance with the provisions of Chapter VII of the ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares pursuant to the exercise of the Equity Warrants is June 17, 2017, which is 30 days prior to the date of this Extra-ordinary General Meeting i.e. July 17, 2017, and the floor price so calculated is Rs. 11.22 (Rupees Eleven & paise Twenty Two only).

RESOLVED FURTHER THAT the said Equity Warrants shall be issued and allotted by the Company to the investors within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Convertible Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Convertible Warrants shall be subject to following terms:

- i) The equity shares to be so allotted on exercise the Convertible Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company. The Convertible Warrants may be exercised by the Equity Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Convertible Warrants.
- ii) A Convertible Warrant subscription price equivalent to 25% (Rs. 3/-) of the issue price of the Equity Shares will be payable at the time of subscription to the Convertible Warrants, as prescribed by Regulation 77 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Convertible Warrant exercise price equivalent to the 75% (Rs. 8.50) of the issue price of the Equity Shares shall be payable by the Convertible Warrant holder(s) at the time of exercising the Convertible Warrant.
- iii) The issue of the Convertible Warrants as well as Equity Shares arising from the exercise of the Convertible Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- iv) In the event the Convertible Warrant holder(s) does not exercise the Equity Warrants within 18 months from the date of allotment of the Convertible Warrants, the Convertible Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- v) The Convertible Warrants issued and allotted will be transferable within the Promoter Group subject to the approval of the Board and such other approvals as may be necessary.
- vi) The Convertible Shares to be issued and allotted by the Company on exercise of the Convertible Warrants in the manner aforesaid shall be in dematerialised form and subject to the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* in all respects including dividend, with the existing Equity Shares of the Company.
- vii) The warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations relating to preferential issues.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Convertible Warrants and Equity Shares and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive .

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and

things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT” all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

Item No. 6

To appoint Mr. Ranjan Jain as Chairman cum Managing Director

To consider and, if thought fit, to pass with or without modification, if any, the following Resolution as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to requisite approval of the Central Government, consent of the Company be and is hereby accorded to the appointment of Mr. Ranjan Jain (DIN 00635274) as Chairman cum Managing Director of the Company for a period of five years with effect from 16th June, 2017 on such terms and conditions as may be mutually agreed to between Mr. Ranjan Jain and the Company from time to time and as per the provisions of the Companies Act, 2013 and Rules framed thereunder, as applicable to the Company for the time being in force.

FURTHER RESOLVED THAT, notwithstanding anything contained in the aforesaid Resolution, 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 as aforesaid for the time being in force, subject to approval of the Central Government and 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 notwithstanding the provisions contained in the Articles of Association of the Company, Mr. Ranjan Jain, be and is hereby appointed as Managing Director, whose period of office shall be liable to determination by retirement of Directors by rotation.

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.”

Item No. 7

To appoint Mr. Suninder Veer Singh as Joint Managing Director

To appoint Mr. Suninder Veer Singh as Joint Managing Director and in this regard 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 Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to requisite approval of the Central Government, consent of the Company be and is hereby accorded to the appointment of Mr. Suninder Veer Singh (DIN 07693557) as Joint Managing Director of the Company for a period of five years with effect from 16th June, 2017 on such terms and conditions as may be mutually agreed to between Mr. Suninder Veer Singh and the Company from time to time and as per the provisions of the Companies Act, 2013 and Rules framed thereunder, as applicable to the Company for the time being in force.

FURTHER RESOLVED THAT, notwithstanding anything contained in the aforesaid Resolution, 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 the Central Government and 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 notwithstanding the provisions contained in the Articles of Association of the Company, Mr. Suninder Veer Singh, be and is hereby appointed as Joint Managing Director, whose period of office shall be liable to determination by retirement of Directors by rotation.

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.”

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

(Sd/-)

Ranjan Jain

Chairman cum Managing Director

DIN: 00635274

Place: Chandigarh

Date: June 19, 2017

Registered Office:

Village BARGODAM, Tehsil Kalka,
Distt. Panchkula (Haryana)

NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at a general meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. However, a member holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. Only registered members of the Company or any proxy appointed by such registered member may attend and vote at the Extraordinary General Meeting as provided under the provisions of the Companies Act, 2013.
4. Electronic copy of the Notice of the aforesaid Extra-ordinary General Meeting of the Company *inter alia* indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the aforesaid Extraordinary General Meeting of the Company *inter alia* indicating the process and manner of E-Voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
5. Voting Rights: Shareholders holding Equity Shares shall have one vote per share as shown against their holding

E-VOTING:

- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Listing Regulations, 2015, a member of the Company holding shares either in physical form or in dematerialized form may exercise his right to vote by electronic means in respect of the resolution(s) contained in this notice
- b. The Company is providing facility for voting by electronic means to its members to enable them to cast their votes through such voting. The Company has engaged the services of Central Depository Securities Limited (CDSL) to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting).
- c. The Company shall also provide facility for voting through Ballot paper which shall be available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting
- d. The members who have casted their vote by remote e-voting to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- e. The Board of Directors have appointed Mr. Kanwaljit Singh, Practicing Company Secretary (FCS 5901), SCO 64-65, Sector 17 A, Chandigarh as the Scrutinizer, for conducting the remote e-voting process and ballot voting at Annual General Meeting in a fair and transparent manner.
- f. The cut-off date for the purpose of voting (including remote e-voting) is 10th July, 2017.
- g. Members are requested to carefully read the instructions for remote e-voting before casting their vote.
- h. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

Commencement of remote e-voting	09:00 A.M. (IST) on July 14, 2017
End of remote e-voting	05:00 P.M. (IST) on July 16, 2017

- i. The procedure and instructions for remote e-voting are as under:

IN CASE OF MEMBERS RECEIVING AN E-MAIL:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification Code as displayed and Click on Login.
- (v) If You are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing passwords is to be used.
- (vi) If you are a first time user follow the steps given below.

Fill up the following details in the appropriate boxes:

For Members 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"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. The sequence number shall be sent in the e-mail to be sent to the members. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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 (iii).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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 can also be used 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the Electronic Voting Sequence Number (EVSN) for the Company “Syschem (India) Limited” on which you choose to vote.
- (xi) 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 NO implies that you dissent to the Resolution.
- (xii) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forget Password & enter the details as prompted by the system.

Note for Non – Individual Shareholders and Custodians

- (xvii) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.co.in and register themselves as Corporates.
- (xviii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- (xix) 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.
- (xx) 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.
- (xxi) 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.

In case of members receiving the physical copy:

- (A) Please follow all steps listed above to cast vote.
- (B) The voting period begins on 09:00 A.M. (IST) on July 14, 2017 and ends on 05:00 P.M. (IST) on July 16, 2017
- (C) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 10-07-2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Any person, who acquires shares of the Company and becomes member of the Company after the Dispatch of Notice and holds shares as of the cut-off date i.e. 10-07-2017, may obtain the login id and sequence number by sending a request to RTA of the Company M/s Beetal Financial & Computer Services Pvt. Ltd , Beetal House, 99, Madangir behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi, Delhi, 110 062. However, if the said shareholder is already registered with CDSL for e-voting, then his existing user id and password can be used for casting the vote. If he has forgotten the password, he can reset his password by using “Forgot User Details / Password” option available on www.evotingindia.com.

In case you have any queries or issues regarding e-voting, 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.

- (xxii) The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 10-07-2017.
 - (xxiii) The scrutiniser shall, immediately after the conclusion of voting at the Extra-ordinary General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated scrutiniser’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the results of the voting forthwith.
 - (xxiv) The Scrutinizer’s decision on the validity of the vote shall be final and binding.
 - (xxv) The result declared along with the Scrutinizer’s report shall be placed on the website of the Company (www.syschem.in) and on the website of CDSL (www.cdslindia.com) immediately after the result is declared and shall simultaneously be forwarded to the B S E Limited, where the Company’s shares are listed.
 - (xxvi) The resolutions will be deemed to be passed on the EGM date subject to receipt of requisite number of votes in favour of the resolutions.
6. Members/ Proxies are requested to bring the attendance slips duly filled in to the Meeting.
7. All documents referred to in the accompanying Notice and the Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 AM to 5.00 PM) on all working days between Monday and Friday of every week, up to and including the date of the Extra-ordinary General Meeting of the Company.

Statement under Section 102 of the Companies Act, 2013:

The following Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned under each item of the accompanying notice dated June 19, 2017.

Item No. 1, 2 & 3

The Company proposes to raise funds up to Rs. 5.00 Crores by issuing further Equity Shares on preferential basis. The existing Authorised Share Capital of the Company is 20,00,00,000/- (Rupees Twenty Crores only) divided into 1,80,00,000 (One Crore Eighty Lac only) Equity Shares of 10/- each and 2,00,00,000 (Two Crore only) Non-cumulative Non-Convertible preference shares of Rs. 1/- each which would not be sufficient to cover the proposed amount of issue. In view of this, the Company proposes to increase the existing Authorised Equity Capital from Rs. 20,00,00,000/- (Rupees Twenty Crores only) to Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) by creating additional 50,00,000 (Fifty Lacs only) equity shares of 10/- each thereby increasing the existing Authorised Share Capital from Rs. 20,00,00,000/- (Rupees Twenty Crores only) to Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,30,00,000 (Two Crore Thirty Lac only) Equity Shares of 10/- each and 2,00,00,000 (Two Crore only) Non-cumulative Non-Convertible Preference Shares of Re. 1/- each. The proposed increase in Authorised Share Capital will consequently require alteration in Capital Clause V of Memorandum of Association of the Company and Article 3 of Articles of Association. The Special resolution is therefore proposed at Item No. 1, 2 & 3 of the notice to increase the Authorised Share Capital of the Company, for making necessary alterations in Capital clause V of Memorandum of Association of the Company and Article 3 of Articles of Association. The Directors recommend these Resolutions at Item No.1, 2 & 3 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in this Resolution.

Item No. 4 & 5

Preferential issue of Equity Shares and preferential issue of Convertible Warrants of the Company:

BRIEF NOTE ON THE COMPANY'S OPERATIONS AND JUSTIFICATION FOR THE PROPOSED PREFERENTIAL ISSUES

Preferential Issue of Equity Shares Keeping in view the Working Capital requirements & to repay old debt and the ability to compete with the peer group in the existing and future markets, your Company needs to strengthen its financial position and net worth by augmenting medium and short-term resources. The Proposed Allottees agreed to further infuse an amount not more than Rs 11.50 (Rupees Eleven & paise Fifty Only) against which, a fully paid-up Equity Shares of the Company at the price not less the price determined in accordance with SEBI Pricing Formula applicable to listed companies. The Board has given its approval to Issue and allot of upto 3,50,000 Equity Shares and upto 37,39,600 Zero Coupon Convertible Warrants of Rs. 10/- each at a premium of Rs. 1.50 by way of a Preferential Issue subject to the maximum number of shares as allowed under the SEBI (SAST) Regulations, 2011, at such price not less the price determined in accordance with SEBI Pricing Formula applicable to listed companies, subject to approval by the Members in the General Meeting. The other disclosures in accordance with the Companies Act, 2013 and in terms of Regulation 73 of SEBI (ICDR) Regulations, 2009 ("Regulations"), the following disclosures are needed to be made in the Explanatory Statement to the.

The Company, subject to necessary approvals, is proposing to issue and allot, on a preferential basis:

- a. Equity Shares to the following persons (the "Investors") at a price of Rs.11.50 (Rupees Eleven & paise Fifty Only) per Equity Share determined in accordance with the ICDR Regulations; and

SR. NO.	NAME	FATHER'S NAME	ADDRESS	PAN NO.	Equity Shares
1	ASHOK KUMAR KAPIL HUF		H NO. 2200, STAR ENCLAVE SECTOR 48 C, CHANDIGARH 160 047	AAKHA6942B	50000
2	MADHU JASWAL	GURDEV SINGH JASWAL	H NO. 560 E INDER NAGAR, NANGAL TOWNSHIP ROPAR, PUNJAB 140124	AIVPJ3313N	30000
3	ABHISHEK KAPIL HUF		H NO. 2200, STAR ENCLAVE SECTOR 48 C, CHANDIGARH 160 047	AAOHA0994H	25000
4	ABHISHEK KAPIL	ASHOK KUMAR KAPIL	H NO. 2200, STAR ENCLAVE SECTOR 48 C, CHANDIGARH 160 047	ASAPK2089H	25000

5	ASHOK KUMAR GARG	SURINDER KUMAR	STREET NO. 9, PUNIA COLONY, HARIPURA ROAD, SANGRUR - 148 001	AARPG1291J	30000
6	SWARAN LATA	W/O MOHAN LAL	H NO. 3796 LAXMI STREET NEAR SBOP, AMRIK SINGH ROAD, BATHINDA	AADPL9688A	95000
7	SURESH AGGARWAL	VIDYA SAGAR	H NO 191, SHASHTRI NAGAR SEC 4 C MANDI GOBINDGARH FATHEGARH - 147 301	ACJPA5581H	95000
			TOTAL		3,50,000

- b. Equity Warrants to following persons (the “Investors”), which may be exercised to receive Equity Shares at a price (including the Convertible Warrant Subscription Price and Convertible Warrant Exercise Price) of Rs.11.50 (Rupees Eleven & paise Fifty Only) determined in accordance with the ICDR Regulations.

SR. NO.	NAME	FATHER'S NAME	ADDRESS	PAN NO.	WARRANTS
1	MANMOHAN GERA	JAGDISH LAL GERA	H NO. K-218 WARD NO.17 MUHALLA TELIAN FARIDKOT - 151 203	BEDPG3499H	250000
2	JAGDISH LAL	TELU RAM	H NO. 4/34, MOHALLA BABA FARID, OCHI GALI, FARIDKOT - 151 203	AALPL1671M	50000
3	MADHU BALA	W/O JAGDISH LAL	H NO. A4/34, WARD 8 , BABA FARID, OCHI GALI, FARIDKOT 151203	AQAPB3542N	50000
4	RULD PAL	RAI SINGH	H NO.380 VILLAGE MALOYA MALOYA COLONY, CHANDIGARH 160 025	AHIPP6140K	300000
5	SUNINDER VEER SINGH	LAKHBIR SINGH	HOUSE NO. 237, ANAND NAGAR-A, TRIPURI TOWN, PATIALA – 147 001	BPIPS8829E	1025000
6	KK ASSOCIATES REAL ESTATE PVT. LTD.		SCO NO. 261, FIRST FLOOR, SECTOR 44 C&D, CHANDIGARH	AAECK7684D	1000000
7	SAMIRA JAIN	W/O MANISH JAIN	HOUSE NO. 201, SECTOR 21-A, CHANDIGARH - 160 022	AAOPJ5740L	125000
8	PAWANINDER KUMAR JASWAL	PREM CHAND JASWAL	HOUSE NO. 2671, TOP FLOOR, SECTOR 37-C, CHANDIGARH - 160 036	AECPJ7761H	25000
9	AMAR JYOTI JASWAL	DURGA DASS RAHI	HOUSE NO. 2671, TOP FLOOR, SECTOR 37-C, CHANDIGARH - 160 036	ANKPJ2624E	25000
10	ASHIMA	VINOD KUMAR	FLAT NO. 5034, 2 ND FLOOR, MODERN HOUSING COMPLEX, MANI MAJRA, CHANDIGARH - 160 101	BFSPA3120D	170000
11	NARESH BATRA	VAS DEV BATRA	FLAT NO. 5324/1, MODERN HOUSING COMPLEX, MANI MAJRA, CHANDIGARH - 160 101	AGRPB3187C	169600
12	RAJEEV KUMAR GUPTA	BRIJ MOHAN GUPTA	HOUSE NO. 938, HOUSING BOARD COLONY, SECTOR 19, BALDEV NAGAR, AMBALA CITY -134 007	AJQPG5441G	100000

13	JYOTI SEHGAL	W/O SUDHIR SEHGAL	# 130/133, NEAR MEWAR HOSPITAL, PRIYADARSHINI NAGAR, BEDLA, UDAIPUR - 313 001	AUYPS4754R	250000
14	ANKIT VYAS	MURLIDHAR VYAS	L - 301, LUV KUSH APARTMENT, NEAR SHIVA MANDIR, FATEHPURA, UDAIPUR - 313 001	ADXPV7704Q	150000
15	PAWAN KUMAR	OM PARKASH	H. NO. 506, PHASE 3-A, MOHALI – 160 059 PUNJAB	AAQPK2699P	50000
	Total				37,39,600

Salient features of the preferential issue of Equity Shares and preferential issue of Convertible Warrants are as under:

The proposed issue and allotment of Equity Shares and Convertible Warrants, on a preferential basis, shall be governed by the applicable provisions of the ICDR Regulations and the Companies Act read with the applicable provisions of the rules made thereunder. Without generality to the above, the salient features of the preferential issue of Equity Shares and Convertible Warrants are:

- The “Relevant Date” as per the ICDR Regulations for determining the minimum price for the preferential issue of Equity Shares and Convertible Warrants is June 17, 2017, being 30 days prior to the date of this Extraordinary General Meeting i.e. July 17, 2017.
- The minimum price as per the pricing formula prescribed under the ICDR Regulations for the preferential issue of Equity Shares and Convertible Warrants is Rs. 11.22 (Rupees Eleven & paise Twenty Two only) being higher of (a) the average of the high and low of the closing prices at the B S E Limited for 6 months prior to the relevant date viz. Rs. 9.83 (Rupees Nine and paise Eighty Three), and (b) the average of the high and low of the closing prices at the B S E Limited for 2 weeks prior to the relevant date viz. Rs. 11.22 (Rupees Eleven & paise Twenty Two only).
- The total amount payable for preferential issue of Equity Shares and 25% (Rs. 3/-) of the amount for preferential issue of Convertible Warrants shall be received by the Company prior to the respective allotments.
- The Convertible Warrants shall be exercised within a period of 18 (eighteen) months from the date of their allotment, in one or more tranches.
- At the time of exercise, the Convertible Warrant holder(s) shall pay the balance 75% (Rs. 8.50) of the consideration payable in respect of the Convertible Warrants so being exercised.
- Post allotment, pursuant to preferential issue of Equity Shares, the increase in Equity Share capital would be Rs. 35,00,000/- (Rupees Thirty Five Lacs only).
- Post conversion of the Warrants (assuming full conversion), the increase in Equity Share capital would be Rs. 3,73,96,000/- (Rupees Three Crore Seventy Three Lacs Ninety Six Thousand only) .
- This is the first preferential issue of securities by the Company in this year and no other persons have been allotted any securities on a preferential basis during the current year.

The Investors have not sold any Equity Shares during the six months preceding the Relevant Date.

The other information prescribed under Regulation 73 of the ICDR Regulations is as follows:

a. Object of the preferential issue of Equity Shares and Convertible Warrants and details of utilization of proceeds:

Company needs funds for Working Capital requirements & repayment of old debt and the allottees / promoters agreed to infuse funds against the issue of equity shares of the Company.

b. Intention of the Promoter / Directors / Key Management Personnel to subscribe to the proposed preferential issue:

The Proposed Allottees of the Company have agreed to subscribe, to all the Equity Shares under the Preferential Issue.

c. The shareholding pattern of the Company before and after the preferential issue of Equity Shares and Convertible Warrants

Shareholding pattern before and after the proposed preferential issue of Equity Shares and Convertible Warrants is as follows:

Sr. No	Category	Equity Shares			
		Pre-issue Equity Shareholding		After allotment of Equity Shares / Preferential Issue of Warrants *	
		Number of Shares held	Percentage of holding	Number of Shares held	Percentage of holding
A	Promoter's Holding				
	Directors and relatives	3452824	21.70	4477824	22.39
	Bodies Corporate	350000	2.20	350000	1.75
	Sub-Total	3802824	23.90	4827824	24.14
B	Non-Promoters Holding				
	Indian Public	8510841	53.49	10575441	52.88
	Bodies Corporate	2924462	18.38	39244462	19.62
	NRIs/OCB/Clearing members/HUF	672273	4.23	672273	3.36
	Sub-Total	12107576	76.10	15172176	75.86
	Grand Total	15910400	100.00	20000000	100.00

Notes:

(1) The above post-issue shareholding pattern assumes that the Preferential Issue of Convertible Warrants issued pursuant to this resolution are converted into equity shares, failing which, the percentage will change accordingly.

d. Proposed time within which preferential issue of Equity Shares and Convertible Warrants shall be completed

As required under the ICDR Regulations, the preferential issue of Equity Shares and Convertible Warrants shall be completed, within a period of 15 days from the date of passing of the special resolution contained under this item of business provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

e. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares and Convertible Warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue

The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares and Convertible Warrants proposed to be allotted and /or who ultimately control proposed allottees and the percentage of the post preferential issue capital that may be held by them on fully diluted basis is given in the following table:

Name of the Allottees	Natural persons who are the ultimate beneficial owners	% of post preferential issue capital
Manmohan Gera	Manmohan Gera	1.74
Jagdish Lal	Jagdish Lal	0.25
Madhu Bala	Madhu Bala	0.25
Ruld Pal	Ruld Pal	1.50
Suninder Veer Singh	Suninder Veer Singh	5.13
K K Associates Real Estate Pvt. Ltd.	Deepak Goyal & Shruti Goyal	5.00
Samira Jain	Samira Jain	0.63
Pawaninder Kumar Jaswal	Pawaninder Kumar Jaswal	0.13
Amar Jyoti Jaswal	Amar Jyoti Jaswal	0.13
Ashima	Ashima	0.85
Naresh Batra	Naresh Batra	0.88
Rajeev Kumar Gupta	Rajeev Kumar Gupta	0.59
Jyoti Sehgal	Jyoti Sehgal	1.25
Ankit Vyas	Ankit Vyas	0.75
Pawan Kumar	Pawan Kumar	0.25
Ashok Kumar Kapil HUF	Ashok Kumar Kapil HUF	1.17
Madhu Jaswal	Madhu Jaswal	0.33
Abhishek Kapil HUF	Abhishek Kapil HUF	0.23
Abhishek Kapil	Abhishek Kapil	0.13
Ashok Kumar Garg	Ashok Kumar Garg	0.15
Swaran Lata	Swaran Lata	0.48
Suresh Aggarwal	Suresh Aggarwal	0.48

f. Change in control

As a result of the proposed preferential issue of Equity Shares and Preferential Issue of Convertible Warrants, and upon conversion of the Convertible Warrants, there will be no change in the control of the Company.

g. Lock-in-period

Pre-preferential allotment holding of Equity Shares, non disposal of Equity Shares and lock-in period of the Equity Shares

- i) The Equity Shares to be allotted on a preferential basis to Promoters, pursuant to exercise of options against each Warrant, shall be subject to 'lock-in' for a period of three years from the date of trading approval for such Equity Shares in accordance with Regulation 78(1) of the ICDR Regulations.
- ii) The Equity Shares allotted on a preferential basis to the Investor shall be subject to 'lock-in' for a period of one year from the date of trading approval as per Regulation 78(2) of the ICDR Regulations.
- iii) The entire pre-preferential allotment shareholding of all the Investors, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 78(6) of the ICDR Regulations.

h. Auditor's certificate

A copy of the certificate from Bansal Vijay & Associates, Chartered Accountants, the Statutory Auditors of the Company, certifying that the above preferential issue of Equity Shares and Convertible Warrants is made in accordance with the applicable provisions of the ICDR Regulations, is open for inspection at the registered office of the Company during the working hours between 9.00 a.m. to 5.00 p.m., except on holidays, up to the date of the Extra-ordinary General Meeting. Copies of the above mentioned Statutory Auditor's Certificate shall also be laid before the Extra-ordinary General Meeting.

The Board has already approved the issue and allotment of Equity Shares and Convertible Warrants on preferential basis to the Investors in the manner stated hereinabove.

Regulation 72(1)(a) of the ICDR Regulations provides that preferential issue of specified securities by a listed Company would require approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the above mentioned resolutions to be passed as a Special Resolutions.

Nature of concern or interest of Promoter / Directors/Manager / Key Managerial Personnel:

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Resolution in Item No. 4, except to the extent of shares held by any of them in the Company. Mr. Suninder Veer Singh, Joint Managing Director and Mr. Naresh Batra, Chief Financial Officer of the Company, together with their relatives shall be deemed to be concerned or interested in the proposed Resolution in Item No. 5, by reason of their KMPs. Apart from the above, no other Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be deemed to be concerned or interested in the proposed Resolution in Item No. 5, except to the extent of shares held by any of them in the Company.

Item No. 6

Mr. Ranjan Jain was appointed as Chairman cum Managing Director of the Company at the Board Meeting held on 16th June, 2017.

In compliance with the provisions of Section 178 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Companies Act, 2013 and based on the recommendation of the Nomination and Remuneration Committee of the Board, the terms of appointment and payment of remuneration to Mr. Ranjan Jain were approved by the Board.

Salient features of which are as under:
Salary: Upto Rs.500000/- 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 Board considered the knowledge, experience and expertise of Mr. Ranjan Jain in the field of Finance & Administration and is of the opinion that appointment of Mr. Ranjan Jain as Managing Director shall be of immense benefit to the Company. The Board recommends Resolution Nos. 3 for approval by the Members.

Mr. Ranjan Jain does not hold Directorship or Membership of Committees of the Board in any other company

Mr Ranjan Jain was convicted under Section 138 of the Negotiable Instrument Act, 1881 in relation to M/s Paramount Chem-Tech Pvt. Ltd. The appeal against the order is filed with Hon'ble High Court of Punjab & Haryana. Furthermore due to financial stress the Company was unable to pay its debt and interest to the bank in last financial year. Hence Central Government approval is required for appointing Mr. Ranjan Jain as Chairman cum Managing Director

Except Mr. Ranjan Jain, no Director or Key Managerial Personnel or their relatives is concerned or interested in Resolution No. 3 as contained in the Notice.

Item No. 7

Mr. Suninder Veer Singh was appointed as an Additional Director of the Company at the Board Meeting held on December 30, 2016 and in terms of Section 161 of the Companies Act, 2013 holds office up to the date of the next Annual General Meeting. Mr. Suninder Veer Singh was appointed as Joint Managing Director of the Company at the Board Meeting held on 16th June, 2017.

The Company has received Notice in writing under Section 160 of the Companies Act, 2013, from a Member along with a deposit of Rs.1,00,000/- proposing the candidature of Mr. Suninder Veer Singh, as a Director of the Company, if appointed.

In compliance with the provisions of Section 178 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Companies Act, 2013 and based on the recommendation of the Nomination and Remuneration Committee of the Board, the terms of appointment and payment of remuneration to Mr. Suninder Veer Singh were approved by the Board.

Salient features of which are as under:

Salary: Upto Rs.500000/- 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 Board considered the knowledge, experience and expertise of Mr. Suninder Veer Singh in the field of marketing of finished products of the Company and is of the opinion that appointment of Mr. Suninder Veer Singh as Joint Managing Director shall be of immense benefit to the Company. The Board recommends Resolution Nos. 4 for approval by the Members.

Mr. Suninder Veer Singh does not hold Directorship or Membership of Committees of the Board in any other company.

Mr. Suninder Veer Singh does not hold any share in the Company.

Due to financial stress the Company was unable to pay its debt and interest to the bank in last financial year. Hence Central Government approval is required for appointing Mr. Suninder Veer Singh as Joint Managing Director

Except Mr. Suninder Veer Singh, no Director or Key Managerial Personnel or their relatives is concerned or interested in Resolution No. 4 as contained in the Notice.

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

(sd/-)

Ranjan Jain

Chairman cum Managing Director

DIN: 00635274

Place: Chandigarh

Date: June 19, 2017

Registered Office:

Village BARGODAM, Tehsil Kalka,
Distt. Panchkula (Haryana)

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

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):
Registered Address:
E-mail Id:
Folio No./ Client Id:
DP ID:

I/ we, being the member(s) of _____ shares of the above named company, hereby appoint:

- (1) Name:..... Address:.....
E-mail id:..... Signature..... Or failing him;
- (2) Name:..... Address:.....
E-mail id:..... Signature..... Or failing him;
- (3) Name:..... Address:.....
E-mail id:..... Signature..... Or failing him;

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Extraordinary General Meeting of the Company, to be held on the 17th day of July, 2017 at 10:30 a.m.at Village BARGODAM, Tehsil Kalka, Distt. Panchkula (Haryana) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Matter of Resolution
1	To increase Authorised Share Capital
2	To amend Memorandum of Association
3	To amend Articles of Association
4	Preferential Issue of Equity Shares of the Company on a preferential basis as per applicable SEBI regulations;
5	Preferential Issue of Zero Coupon Equity Warrants convertible into Equity Shares of the Company to on a preferential basis as per applicable SEBI regulations
6	To appoint Mr. Ranjan Jain as Chairman cum Managing Director
7	To appoint Mr. Suninder Veer Singh as Joint Managing Director

Signed this day of 2017.

Signature of Shareholder(s)

Signature of Proxy holder(s)

Affix revenue stamp

ATTENDANCE SLIP

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

Extra-Ordinary General Meeting 17th July, 2017

Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall.

Name of the Shareholder/ Proxy

Address

Folio No. _____

DP ID* _____

Client ID* _____

No. of Shares held _____

I/We hereby record my/our presence at the Extra-Ordinary GENERAL MEETING of the Company at its Registered Office & Works at Village Bargodam, Teh. Kalka, Distt. Panchkula, Haryana – 133 302 on Monday, 17th July, 2017 at 10.30 A.M.

*To be used for shares held in electronic form

SIGNATURE OF THE SHAREHOLDER/PROXY