

**KANWALJIT SINGH**

B. Com., F.C.S., I.P.

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**Report of Scrutinizer**

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman,  
Syschem (India) Limited  
Vill. Bargodam, Tehsil Kalka,  
Distt. Panchkula,  
Haryana.

**Result of Postal Ballot of Syschem (India) Limited**

Dear Sir,

1. I, Kanwaljit Singh Thanewal, Practicing Company Secretary, at S.C.O. 64-65, 1<sup>st</sup> Floor, Sector 17 A, Madhya Marg, Chandigarh was appointed as Scrutinizer by the Board of Directors of **Syschem (India) Limited** (the Company), in their meeting held on 1<sup>st</sup> June, 2023, for the purpose of scrutinizing the e-voting process (remote e-voting) of Postal Ballot pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies(Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for, inter-alia, conducting postal ballot through e-voting vide General Circulars Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June,2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8th December, 2021 and 03/2022 dated 5th May, 2022 ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBILODR"), Secretarial Standard - 2 ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, in respect of the following resolutions stated in the Notice of the Postal Ballot dated 3<sup>rd</sup> June, 2023, proposed to be passed by the equity shareholders of the Company:



Sr. No.	Description of Special Resolution
1	To approve and ratify related party transactions being Corporate Guarantee issued by the Company on behalf of Pharmacare International, a partnership concern.
2	To approve material related party transactions to be entered by the Company.

- The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) of postal ballot by the shareholders on the resolutions proposed is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process through electronic means of postal ballot are conducted in a fair and transparent manner and render scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any other person authorized, on the resolutions, based on the reports generated from the electronic voting system provided by central Depository Services (India) Limited (CDSL).
- In accordance with the Notice of the Postal Ballot dated 3<sup>rd</sup> June, 2023, dispatch of which to the shareholders by prescribed modes was completed on 3<sup>rd</sup> June, 2023, and as confirmed by the management the 'Advertisement' pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 was published in Financial Express (in English) and Jansatta (in Hindi). The remote e-voting for Postal Ballot of the Company commenced on 6<sup>th</sup> June, 2023 at 9.00 A.M. (IST) and ended on 5<sup>th</sup> July, 2023 at 5.00 P.M. (IST). The remote e-voting facility was provided by CDSL.
- The Equity Shareholders holding shares as on 26<sup>th</sup> May, 2023 (the "Cut-off Date"), were entitled to vote on the resolutions stated in the Notice of the Postal Ballot.

The results of remote e-voting are as under:

- As an Ordinary Resolution: To approve and ratify related party transactions being Corporate Guarantee issued by the Company on behalf of Pharmacare International, a partnership concern..**

Mode of Voting	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Memb ers	No. of shares/V otes
Postal Ballot through E-voting	42	599891	39	594375	3	5516	5	7916795
% to total valid votes				99.08%		0.92%		

*\*Votes cast by related parties have been considered invalid while consolidating the results.*



**2. As an Ordinary Resolution: To approve material related party transactions to be entered by the Company.**

Mode of Voting	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Memb ers	No. of shares/ Votes
Postal Ballot through E-voting	42	599891	38	594355	4	5536	5	7916795
% to total valid votes				99.08%		0.92%		

*\*Votes cast by related parties have been considered invalid while consolidating the results.*

- Based on the votes cast in favour / against on the aforesaid resolutions by remote e-voting, both Resolution No. 1 and Resolution No. 2 of Postal Ballot Notice dated 3<sup>rd</sup> June, 2023 have been passed with requisite majority.
- Register of postal ballot and other relevant records of voting process given/provided/maintained in electronic mode will remain in my custody until the Chairman considers, approves, and signs the Minutes of postal ballot and the same shall be handed over to the Company Secretary of the Company for safe keeping.

Thanking you,

Yours Sincerely,



Kanwaljit Singh Thanewal  
 Company Secretary in Practice  
 CP No. 5870  
 FCS No. 5901  
 UDIN: F005901E000555813  
 Date: 06.07.2023  
 Place: Chandigarh  
 Peer Review Cert. No.: 2319/2022

**Note:**

- This report is based on the votes casted in through remote E-Voting.