



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

Ref: SIL/SEC/2025-26/ANN REP

Date: 08/08/2025

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

Equity Scrip Code: 531173

Kind Att: Head –Listing Department

Subject: Notice of 32nd Annual General Meeting.

Dear Sir,

As per the MCA Circulars and SEBI Circulars issued from time to time, 32nd Annual General Meeting (AGM) of the Company will be held on Thursday the 4th day of September, 2025 at 3:30. P.M through Video Conferencing (VC) / Other Audio Visual Means only without the Physical presence of the members and at the venue for the Meeting is deemed to be the registered office at VILL-Bargodam, Tehsil-Kalka Distt Panchkula, Haryana.

Pursuant to **regulation 30** read with para A of schedule III of the securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulation, 2015, please find attached the copy of Notice of the 32nd Annual general Meeting, which is being send through electronic mode that is email to the shareholders whose email id are registered and in case email id are not registered then the letter containing the details of the site where the Annual Report will be uploaded will be send through speed post/ courier.

As per Regulation 34 of SEBI (listing Obligations and Disclosure Requirement), 2015, Company has uploaded the Annual report at the BSE site www.bseindia.com as well as at the site of the Company https://syschem.in/investors_FINANCIALREPT.html.

Thanking you,

Yours faithfully

For Syschem India Limited

Shikha Kataria Digitally signed
(Shikha Kataria) by Shikha Kataria
Company Secretary Date: 2025.08.08
M.No: 57304 14:48:44 +05'30'



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NOTICE

NOTICE is hereby given that 32nd Annual General Meeting of the shareholders of Syschem (India) Limited will be held on, **Thursday, the 04th day of September, 2025 at 3:30.00 P.M.** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following businesses: -

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statement for the Financial Year ended 31st March 2025 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of **Mr. Suninder Veer Singh (DIN: 07693557)**, who retire by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Auditors and 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 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit & Auditors) Rule, 2014, **M/S STAV & Co.** Peer Reviewed Chartered Accountants, FRN: 024510C be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of the ensuing Annual General Meeting to be held in Year 2025-26 till the conclusion of the Annual General Meeting of the Company to be held in Year 2030-31 at such remuneration plus GST as applicable, to be fixed by the Board of Directors of the Company.” **Annexure -4** as attached for the additional information.

SPECIAL BUSINESSES:

4. **TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS FOR THE FINANCIAL YEAR 2026-27:**

To Consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions, if any, read with rule 15 of the Companies (Meeting of Board and its power) Rules, 2014 and any other rule made thereunder and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended (‘SEBI Listing Regulations’) and INS AS 24 and rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Company’s Policy on Related Party Transaction(s) and subject to such other approval(s), consent, permission(s) and sanction(s) as may be necessary from time to time and pursuant to the recommendation of Audit Committee, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for approval of material related party transaction(s), which term shall include any Committee thereof constituted/ to be constituted by the Board, to enter into such contract(s)/ arrangement(s)/ transaction(s) with “Related Parties” within the meaning of Section 2(76) of The Companies Act, 2013 and Regulation 2(1)(zb) of The Listing Regulations, to the extent of the maximum amounts as provided below, on such term(s) and condition(s) as the Board of Directors may deem fit, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at ARM’S LENGTH BASIS and in the ORDINARY COURSE OF BUSINESS of the Company for the Financial Year 2026-2027 with respect to sale, purchase or supply of any good(s) or material(s), selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any service(s), appointment of agent for purchase or sale of good(s), material(s), service(s) or property or otherwise disposing of any good(s), material(s) or property or availing or rendering of any service(s), borrowings, advances or loans, on such term(s) and condition(s) as the Board of Directors may deem



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fit or appointment of such related party(ies) to any office or place of profit in the Company, as per the details set out in the explanatory statement annexed to this notice, for an amount which may exceed the prescribed thresholds as per provisions of the Listing Regulations & under the Companies Act, 2013, as applicable from time to time.

Sr. No.	Name of the Related Party	Relationship	Nature of transaction	Transaction Amount in Rs	Financial year
1	Pharmacare International	Related with the Promotors of the Company	As per Section 188 and RPT Policy of the Company	1000 Cr	2026-27
2	Indosol Export	Related with the Promotors of the Company	As per Section 188 and RPT Policy of the Company	100 Cr	2026-27
3	JB Khokhani & Co	Related with the Promotors of the Company	As per Section 188 and RPT Policy of the Company	100 Cr	2026-27

RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorized to negotiate, finalize, vary, amend, renew and revise the terms and conditions of the transactions and enter into, sign, execute, renew, modify and amend all agreements, documents and letters thereof, from time to time and to do all acts, deeds, things and matters and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution.

RESOLVED FURTHER THAT, all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved ratified and confirmed in all respects.”

5. TO APPROVE THE REMUNERATION OF THE COST AUDITOR FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2026.

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(s) thereof, for the time being in force), **M/s Mohit Aggarwal &Co., Cost Accountant (Firm Reg No.:004301)** be and is hereby 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, 2026, be paid the remuneration of Rs. 45000/- (Rupees Forty-Five Thousand Only) as set out in the Explanatory Statement annexed to the Notice convening this Meeting;

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

6. TO APPROVE AND RATIFY THE RELATED PARTY TRANSACTIONS BEING CORPORATE GUARANTEE ISSUED BY THE COMPANY ON BEHALF OF PHARMACARE INTERNATIONAL, A PARTNERSHIP CONCERN



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To Consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 179 read with Section 186 of the Companies Act, 2013, and the rules made there under, including the statutory modifications and re-enactments thereof, for the time being in force, and subject to the compliance with the provisions of and the limits envisaged under Section 186 of the Companies Act, 2013, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended from time to time ("SEBI Listing Regulations") and subject to such other necessary compliances, permissions and approval as may be required in the matter, the approval of the members be and is hereby accorded to ratify the related party contract/arrangement /transactions to extend the corporate guarantee and provide security(creating charge on the assets of the Company) in respect of credit facilities availed from banks/financial institutions by M/s Pharmicare International, a partnership concern, in which the Directors of the company are not concerned or interested, for an amount not exceeding Rs. 50 crores (Rupees Fifty Crores only).

FURTHER RESOLVED THAT Mr. Ranjan Jain (DIN: 00635274), Managing Director and/or Mr. Suninder Veer Singh (DIN: 07693557), Whole Time Director of the company be and are hereby jointly and/ or severally authorized to sign all necessary papers, guarantee agreements, deeds, contracts and arrangement letters as may be agreed and required in this regard and to do all such acts, things and deeds as may be required from time to time to give effect to this resolution."

7. APPOINTMENT OF MR. KANWALJIT SINGH THANEWAL AS THE SECRETARIAL AUDITOR OF THE COMPANY AND FIX THEIR REMUNERATION

To Consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time,(including statutory modification(s) or re- enactment(s) thereof for the time being in force) and pursuant to recommendation of Audit Committee and Board of Directors, if any, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Kanwaljit Singh, Peer Reviewed Practicing Company Secretary (FCS No. 5901, CP No. 5870), as the Secretarial Auditor of the Company, for consecutive period of five (5) years commencing from the conclusion of the ensuing Annual General Meeting to be held in financial year 2025-26 till conclusion of the Annual General Meeting to be held in Financial Year 2030-2031, to conduct the secretarial audit as required under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements)Regulations, 2015 applicable laws and regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to fix the remuneration and other terms and conditions of appointment and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in this regard to give effect to this resolution." **Annexure 3** as attached as per regulation 36(5) of SEBI listing Obligations and Disclosure requirements, 2015.

Place: Chandigarh
Date:04-08-2025

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

Ranjan Jain
(Managing Director)
DIN:00635274



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NOTES

1. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolutions in respect of the businesses set out above is annexed hereto. A copy of the Annual General Meeting (AGM) Notice is also available on the company's www.syschem.in, CDSL Website www.evotingindia.com and at the relevant sections of the websites of the BSE Limited <https://www.bseindia.com/#>.

2. The shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

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

3. In accordance with the MCA Circulars Nos. 20/2020 Dated 5th May 2020, 2/2022 dated 5th May 2022 and 10/2022 dated 28th December 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 and 19 September, 2024 read with circulars issued by the Securities and Exchange Board of India ('SEBI') in this regard, dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 6, 2023, October 7, 2023 and October 3, 2024 (collectively referred to as 'SEBI Circulars'), the Notice along with the Integrated Report is being sent electronically to only those Members whose email addresses are registered with the Company/ Depositories/Registrar & Transfer Agent/Depository Participants.

4. The deemed venue for the 32nd AGM will be VILL-Bargodham Tehsil –Kalka Distt Panchkula, Haryana.

5. In Compliance with the aforesaid, this Notice together with Annual Report 2024-25 is being sent only through electronic mode to those members whose email address are registered with the company/ depositories. Copies of the Notice and annual report will be uploaded on the company's website at https://www.syschem.in/investors_RESOURCES.html, website of stock exchange of India Ltd. at www.bseindia.com.

6. Members attending AGM through VC/OAVM, shall be counted for the purpose of reckoning the quorum be counted for the purpose of reckoning the quorum under the provisions of the Act.

7. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM shall be counted for the purpose of reckoning the quorum under the provisions of the Act.

8. Since, the AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility to appoint proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.



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9. The Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Businesses to be transacted at the meeting is annexed hereto and forming part of this Notice.
10. The Register of members and share transfer Books of the Company will be closed from **29th August, 2025 to 04th September 2025 (both days inclusive)**.
11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ('SS-2'), each as amended, read with other applicable SEBI/MCA Circulars, the Company is providing to its Members the facility of remote e-Voting before the Meeting as well as during the Meeting in respect of the business to be transacted at the AGM as provided in the Notice. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
12. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
13. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
14. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.syschem.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
15. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA. dated 5th May, 2020 and subsequent circulars issued in this regard, the latest being general circulars no. 09/2023, September, 2023 and 09/2024 dated 19th September, 2024 (Collectively referred as MCA circulars) has permitted the holding of the Annual General meeting through other Audio –Visual means(OAVM) without Physical presence of the members.
16. In compliance with the MCA Circulars, the Company has published a public notice by way of an advertisement made dated 09.08.2025 in Rajdhani (In Hindi) and Financial Express (In English) in Chandigarh and Delhi, advising the members whose e-mail ids are not registered with the Company, its Registrar and Share Transfer Agent (RTA) or Depository Participant(s) (DPs), as the case may be, to register their e-mail ids with them.
17. The Portal for E-voting will remain open for the Members for exercising their voting from **Monday 1st September, 2025 at 09:00 AM** India Standard Time ('IST') till **Wednesday, 3rd September, 2025 at 05:00 PM** (IST) both days inclusive. The E-voting needs to be exercised by 05:00 PM (IST) on Thursday, 4th September, 2025. Please note that E-voting module will be disabled for e-voting by CDSL after the said date and time. During this period, the



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Members of the company holding shares either in physical form or dematerialized form, as on **Thursday, 28th August, 2025 ('cut-off date')**, may cast their vote electronically. Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

18. Since, AGM will be held through VC/OAVM, the Route Map is not annexed in the Notice.
19. 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.
20. 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.
21. 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.
22. 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.
23. 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.
24. 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



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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.

25. The Board of Directors has appointed CS Kanwaljit Singh, Peer Reviewed Company Secretary in Practice (Membership No. FCS 5901), as Scrutinizer for scrutinizing the E-voting in a fair and transparent manner.
26. The result of AGM will be posted on the Company's website www.syschem.in CDSL's website www.evotingindia.com and will be communicated to be BSE Limited ('BSE').
27. 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.
28. Members are advised to refer to the Shareholders General Information as provided in the Annual Report.

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL E-voting syschem in case of Individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-voting syschem in case of shareholders holding shares in Physical mode and non -Indian

(i) The voting period begins on, **Monday that is 01st September, 2025** at 9.00 AM and ends on **Wednesday, 03rd September, 2025** at 5:00 PM. During this period, shareholders 'of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Thursday, August 28, 2025** 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

- (iv) In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9,2020**, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



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Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>



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Individual
Shareholders
holding securities in
demat mode with
NSDL Depository

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS "Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 4) For OTP based login you can click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



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Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
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Important note: Members who are unable to retrieve User-ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Help desk for Individual shareholder holding securities in demat for any technical issue related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

(i) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged onto www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:



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	For Physical shareholders and other than individual shareholders holding shares in Demat.
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.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also "CONFIRM" your vote on the resolution; you will not be allowed to modified your vote.
- (xi) If a demat account holder has forgotten the login password the Enter the User id and the image verification code and click on forgot Password & enter the details as prompted by the system.
- (xii) There is also optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting only

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporate" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to



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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.
- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should, be uploaded in PDF format in the system for the scrutinizer to verify the same.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@syschem.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **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 **20 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at shikhakataraiya@syschem.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



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9. Only those shareholders, who are present in the AGM/EGM 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 EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THE SHAREHOLDERS WHOAOC-SE MAIL ADDRESS 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 update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Future, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Place: Chandigarh
Date: 04-08-2025

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

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



SYSICHEM (INDIA) LIMITED

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

ITEM NO. 4:

The members are hereby informed that the majority of the businesses of the company are executed with **Pharmacare International**, a partnership concern in which none of the director or their relative is interested as a partner or otherwise. Hence, Pharma Care International is related as the Promoters of the Company are Partners in the Pharmacare International Firm. However, as per the amendments in Regulation 2(1)(zb) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, any person or entity holding 10% or more of the shareholding in the Company shall deemed to be related Party. Further, as per amended provision 23(4) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 prior permission of members is required for all material related party transactions. Since, Company is doing major business with the Pharmacare; hence, permission of the members is hereby sought. The Audit Committee has already approved the same. Further, the approval in the previous Annual General Meeting has already been taken for Financial Year 2025-26 and seeking approval for the Financial Year 2026-27 up to a value of Rs. 1000 Crores (Rupees One Thousand Crore Only).

Further, the members are hereby informed that the company has executed transactions (Purchase and Sale) with **JBK Khokhani & Co**, in which none of the director or their relative is interested as a partner or otherwise, But Promoters are the directors in the Co. Hence, JBK Khokhani & Co is not related as per the Companies Act, 2013. However, as per the recent amendments in Regulation 2(1)(zb) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, any person or entity holding 10% or more of the shareholding in the Company shall deemed to be related Party. Further, as per amended provision 23(4) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 prior permission of members is required for all material related party transactions. Since, Company is doing business with the JBK Khokhani & Co; hence, permission of the members is hereby sought. The Audit Committee has already approved the same. Further, the approval has already been taken for Financial Year 2025-26 in the previous Annual General Meeting and now Company seeks approval for the Financial Year 2026-27 up to a value of Rs. 100 Crores (Rupees One Hundred Crore Only).

The members are hereby informed that the company has executed transactions (Purchase and Sale) with **Indosol Export**, in which none of the director or their relative is interested as a partner or otherwise, But Promoters are the directors in the Co. Hence, Indosol Export is not related as per the Companies Act, 2013. However, as per the recent amendments in Regulation 2(1)(zb) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, any person or entity holding 10% or more of the shareholding in the Company shall deemed to be related Party. Further, as per amended provision 23(4) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 prior permission of members is required for all material related party transactions. Since, Company is doing business with the Indosol Export; hence, permission of the members is hereby sought. The Audit Committee has already approved the same. Further, the approval has already taken 2025-26 in the previous Annual General Meeting, and now, the Company seeks approval for the Financial Year 2026-27 up to a value of Rs. 100 Crores (Rupees One Hundred Crore Only). **Annexure 1** is hereby attached for the additional disclosure of related parties.

The Board recommends passing of the proposed Special Resolution.



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ITEM NO. 5:

The Board on the recommendation of the Audit Committee has approved the appointment of **M/s. Mohit Agrawal & Associates**, Cost Auditors at remuneration of Rs. 45,000/- plus Goods and Service Tax (GST) as applicable to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026. In accordance with the provisions of the Section 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:

The members are hereby informed that Pharmacare International, a partnership concern with whom the Company is having majority of the business transactions of the company are executed, in which none of the Director or their relative is interested as a partner or otherwise. Hence, M/s Pharmacare International shall be deemed to be a related party as per the amendment in Regulation 2(1)(zb) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement), 2015.

The Company provided corporate guarantee and security on the Credit Facilities taken by Pharmacare International of an amount of Rs. 50 Crores Only after taking Shareholders approval in the Extra Ordinary General Meeting dated 9th April, 2022. As the partnership concern being a related party as per SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, Company hereby seeks approval from shareholders to extend their approval for the same. As per recent amendment in the in regulation 23 of LODR, (Listing Obligations and Disclosure Requirement) Regulations, 2015, prior approval of shareholders is required. Hence, Company hereby seeks approval from the shareholders to extend corporate guarantee and security for the payment of credit facilities to HDFC Bank on behalf of Pharmacare. As per Regulation 2(1)(zb) of Listing Regulation and Regulation 23 of SEBI Listing Regulations, Pharmacare International is an entity related to promoter group members of your Company.

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

Name of Related Party	Description of Corporate Guarantee/ Transaction	Total Transaction Value (Rs. in Crore)
Pharmacare International	Corporate guarantee and/ created charge on the assets of the Company to secure the due repayment of the credit facility(ies) granted in favor of HDFC Bank Limited of Rs.50 crore by HDFC Bank Limited	50



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

Name of Related Party	Name of Director or Key Managerial Personnel of the Company who is related Party, if any	Nature of Relationship/ position in Pharmacare International	Material Terms of the Corporate Guarantee/ contract Or arrangement	Any other information relevant or important for the members to take a decision on the proposed resolution
Pharmacare International	NIL	Pharmacare International is an entity related to Promoter Group members of the Company	Guarantee is provided by company to repay the Loan if the Related party fails to repay, Exclusive charge by way of hypothecation of 1. all the plant and machinery consisting of all movable assets being movable properties now stored at or being stored or which may hereafter be brought into or stored present installed at all the locations. 2. all the security providers moveable properties including its moveable plant and machinery, machinery spares, tools and Accessories and other moveable's)	NA

ITEM NO. 7:

Background:

In accordance with Section 204 of the Companies Act, 2013, and Regulation 24A of the SEBI LODR, every listed company is required to annex a Secretarial Audit Report in e – form MR – 3, issued by a Practicing Company Secretary, to its Board's report.



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Proposed Appointment:

The Board of Directors, based on the recommendation of the Audit Committee, proposes the appointment of Mr. Kanwaljit Singh, a Peer Reviewed Practicing Company Secretary, as the Secretarial Auditor of the Company for a term of five consecutive years, commencing from the conclusion of this AGM until the conclusion of the AGM to be held in the year 2030-31.

Eligibility and Compliance:

Mr. Kanwaljit Singh holds a valid Peer Review Certificate issued by the Institute of Company Secretaries of India (ICSI) and meets the eligibility criteria specified under Regulation 24A of the SEBI LODR. He has confirmed that he is not disqualified under any provisions of the Companies Act, 2013, or SEBI regulations.

Remuneration:

The remuneration payable to Mr. Kanwaljit Singh for conducting the Secretarial Audit will be determined by the Board of Directors, in consultation with the Audit Committee, and will be commensurate with the industry standards and the scope of work.

Interest of Directors and Key Managerial Personnel:

None of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Board Recommendation:

The Board recommends the passing of the resolution as an Ordinary Resolution for the appointment of Mr. Kanwaljit Singh as the Secretarial Auditor of the Company for the specified term.



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Annexure 1: Detailed disclosure of related Parties as a part of explanatory under regulation 102 of the Companies Act, 2013

S. NO.	Particulars of the Information	Information to be provided by management Pharmacare International	Information to be provided by management Indosol Export	Information to be provided by management JB Khokhani & Co
1	Name of the related party	Pharmacare International	Indosol Export	JB Khokhani & Co
2	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Promoters are interested Namely: <ul style="list-style-type: none">• Mr. Bhavesh Virendra Shah Mr. Bimal Virendra Shah	Promoters that are Interested: <ul style="list-style-type: none">• Bimal Virendra Shah• Kalpana Virendra Shah	Promoters are Interested namely: <ul style="list-style-type: none">• Dinesh Jagdishchandra Khokhani• Mahesh J Khokhani• Mehul Jagadishchandra Khokhani
3	Nature of Relationship	Pharmacare International a partnership concern is related party as the Promoter of the Company having more than 10% of the shareholding of the Company are the designated partner in the Partnership Concern.	Indosol Export is related party as the Promoter of the Company having more than 10% of the shareholding of the Company are the designated partner in the Partnership Concern.	The related party have indirect shareholding in the listed entity as the Promoters o listed entity are also Director of the related Party.
4	Material Terms and Conditions of Related	Transactions involve (s) Purchase, sale or	Transactions involve (s) Purchase, sale	Transactions involve (s) Purchase, sale or



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	Party	supply of any goods or material; Providing Job work services to the related party. Providing Corporate Guarantee to the Pharmicare Internation on the Credit Loan availed by them from HDFC bank in the financial year 2022-23 up a total value of 50 Cr	or supply of any goods or material. Providing Job work services to the related party.	supply of any goods or material. Providing Job work services to the related party.
5	Value of transactions for which approval is taken	1000 Cr	100 Cr	100 Cr
6	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 Years	1 years	1 year
7	Whether omnibus approval is being sought?	Yes, Omnibus approval taken	Yes, Omnibus approval taken	Yes, Omnibus approval taken
8	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	As provided in Part B	As provided in part B	As provided in part B
9	Whether the transaction is at arm's length	Yes	Yes	Yes
10.	Whether shareholders' approval was previously taken	Yes, Approval taken in the previous Annual General Meeting	Yes, Approval taken in the previous Annual General Meeting	Yes, Approval taken the previous Annual General Meeting



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Part B. Justification for Entering into Transactions with Material related Parties:

Efficient & Reliable Operations:

Transacting with a related party in the ordinary course of business helps leverage established trust, deep industry knowledge, and operational synergies—reducing onboarding costs and improving coordination.

Cost & Time Advantages:

Familiarity enables streamlined negotiations and ensures faster execution compared to sourcing from an unrelated party, enhancing delivery timelines and potentially lowering overheads.

Strengthened Strategic Ties:

Active cooperation with related entities fosters long-term alignment in supply, services, or shared resources, contributing to business resilience and scale.

Further the Transactions entered with Related Party are at the Arm`s Lenth Price.

Holistic Terms Comparison: It's not just price—it includes credit terms, quantity, delivery, service quality, etc. For instance, offering standard payment terms to a related party must match what would be offered to independent vendors.

Further we hereby confirm that the transactions are at arm's length price.

“The Audit Committee has reviewed the proposed transactions with related Parties and noted that the pricing and terms are comparable to those offered by unrelated parties for similar transactions. Therefore, the transactions are considered to be conducted on an arm's length basis and in the ordinary course of business.”



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Annexure 2:

Information regarding Details of the Director Seeking Reappointment in Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Director	Suninder Veer Singh
Date of Birth	26.03.1974
Date of Appointment	30.12.2016
Qualification	M.B.A from Recognized University
Expertise in Specific functional areas	Suninder Veer Singh is having more than 20 years of experience in the pharmaceutical field. He is a M.B.A from Recognized University and has worked with various Companies such Nectar Life Sciences, Dalas Biotech, Scot Edil and he promoted the Company in the and looking after day-to-day affairs of the Company and have specialization in Marketing field.
No of Board Meeting attended during the year 2024-25	10
Directorship in another Company	NIL
Shareholding in the Company	As on 31 st March, 2025, Mr. Suninder Veer Singh holds 5,87,000 Equity Shares.
Chairmanship in another Committee as on 31st March, 2025	Member of Stakeholders Committee
Remuneration last drawn	35.25 Lakhs PA

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



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Annexure 3:

INFORMATION PURSUANT TO REGULATION 36 (5) OF THE LISTING REGULATIONS, 2015 IN RESPECT OF MR. KANWALJIT SINGH, PRACTICING COMPANY SECRETARY, WHO ARE PROPOSED TO BE APPOINTED AS THE SECRETARIAL AUDITORS OF THE COMPANY FOR A TERM OF 5 YEARS

Proposed fees payable to the Secretarial auditor	Rs. 200,000/- (Rupees Two Lakhs Only) The proposed fees payable to the Secretarial Auditor is based on knowledge, expertise, experience, time and effort required to be put in by him.
Terms of appointment	For a period of 5 years consecutive years commencing from the conclusion of ensuing 32 nd AGM till the conclusion of the 37 th AGM of the Company to be held in the year 2030-31
Any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	Not applicable as the existing Secretarial Auditor is proposed to be re-appointed for a term of 5 consecutive years in compliance with the provisions of Regulation 24A of Listing Regulations, as amended ("SEBI Listing Regulations") and Section 204 of the Companies Act, 2013 read with Rule 8 of the Companies (Meetings of Board and its powers) Rules, 2014
Basis of recommendation for appointment	The Board of Directors of the Company ('the Board'), recommended for the approval of the Members, the appointment of Mr. Kanwaljit Singh, Peer Reviewed Practicing Company Secretary (CP No 5870 and Membership No. FCS 5901), as Secretarial Auditor of the Company, pursuant to the provisions of Regulation 24A of Listing Regulations, as amended ("SEBI Listing Regulations") and Section 204 of the Companies Act, 2013 read with Rule 8 of the Companies (Meetings of Board and its powers) Rules, 2014 The Board considered various parameters like Mr. Singh's peer-reviewed expertise, substantial experience in corporate governance, independence and integrity, and geographic and operational accessibility. His appointment supports the Company's commitment to robust governance, regulatory transparency, and high professional standards.
Details in relation to and credentials of the Secretarial auditor(s) proposed to be appointed	Mr. Kanwaljit Singh is a practicing Company Secretary with over 20 years of extensive experience in the areas of Corporate Law, SEBI Regulations, FEMA, Corporate Governance, Secretarial Compliance Audit, Due Diligence, and Advisory



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

	<p>Services. He has been associated with reputed listed companies and corporate groups, handling Secretarial Audit, Corporate Restructuring, Listing Compliances, and Board Advisory Services. He has a strong track record in ensuring compliance with Companies Act, 2013, SEBI LODR Regulations, and other applicable laws, and has successfully conducted Secretarial Audits for numerous listed and large public companies.</p>
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Annexure 4.:

INFORMATION PURSUANT TO REGULATION 36 (5) OF THE LISTING REGULATIONS, 2015 IN RESPECT OF MR. STAV & Co, PRACTICING CHARTARED ACCOUNTANTS FIRM, WHO ARE PROPOSED TO BE RE-APPOINTED AS THE STATUTORY AUDITORS OF THE COMPANY FOR A TERM OF 5 YEARS.

Proposed fees payable to the Statutory Auditor	Rs. 2,50,000/- (Two lakhs and Fifty Thousand Only) The proposed fees payable to the Statutory Auditor is based on knowledge, expertise, experience, time and effort required to be put in by him.
Terms of appointment	For a period of 5 years consecutive years commencing from the conclusion of ensuing 32 nd AGM till the conclusion of the 37 th AGM of the Company to be held in the year 2030-31
Any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	Not applicable as the existing Statutory Auditor is proposed to be re-appointed for a term of 5 consecutive years.
Basis of recommendation for appointment	The Board of Directors of the Company ('the Board'), recommended for the approval of the Members, the appointment of M/s STAV &Co, Peer Reviewed Practicing Statutory Auditor (Chartered Accountants, FRN: 024510C Statutory Auditor of the Company, pursuant to section 139, 141 and other applicable provisions of the Companies Act 2013, and rules framed thereunder, and based on the recommendation of the Audit Committee also.
Details in relation to and credentials of the Statutory auditor(s) proposed to be appointed	M/s S T AV & Co is a reputed firm of Chartered Accountants with more than 8 years of professional experience in the field of Audit & Assurance, Taxation, Accounting, and Financial Advisory Services. The firm has expertise in conducting Statutory Audits, Tax Audits, Internal Audits, Limited Reviews, and Certification Services for listed companies, public sector undertakings, and private entities across diverse industries. The firm follows robust quality control standards and is committed to delivering services in compliance with applicable Indian Accounting Standards (Ind AS), Companies Act, 2013, and SEBI (LODR) Regulations. Partners: The firm is managed by a team of experienced partners registered with ICAI and supported by qualified professionals.



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Website: www.syschem.in; Email: info@syschem.in

GREEN INITIATIVE IN CORPORATE GOVERNANCE

Dear Shareholders,

In case you have not registered your email address for receiving communication from Company in electronic mode, you may submit in registration form given herein below to the Share Transfer Agents namely M/s. Beetal Financial & Computer Service Pvt Ltd, Beetal, Housing, 3rd Floor, 99, Madangir, Behind LSC, New Delhi-10062 or to the Company Syschem (India) Limited at SCO-825, 1st Floor, Manimajra, Chandigarh-160047. Shareholders holding shares in demat form are requested to register their email address with their respective Depository Participants:

E COMMUNICATION REGISTRATION FORM

**(As per the provisions of the Companies Act, 2013 and the rules made thereunder and the SEBI
(Listing Obligations and Disclosures requirements) Regulations, 2015)**

Folio No. DP ID & Client ID:

Name of 1st Registered Holder:

Name of Joint Holder(s):

Registered Address:

E-Mail ID to be registered):

I/ we shareholders of the Syschem (India) Limited agree to receive communication from the Company in electronic mode. Please register my/our above e-mail id in your records for sending communication through email.

Signatures:

Date:

Note: Shareholder(s) are requested to keep the Company/ Depository Participant informed as and when there is any change in the email address.