



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/202-27/POSTAL_01

Date: 08-06-2026

To
The Gen Manager
Corporate Relationship Dep.
BSE Limited

Kind Att: Head- Listing Department

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

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

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



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

The Company has engaged the services of “CDSL” to provide e-voting facility of members. The voting rights of the members shall be in proportion to their holding of shares. The e-voting will start from **13TH June, 2026**, on 09: 00A.M and ends on **12th July, 2026** at 5:00 P.M.

Kindly take the same on record.

Thanking You

For Syschem (India) Limited

Shikha Kataria

Company Secretary and Compliance Officer

M.No: 57304



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POSTAL BALLOT NOTICE

VOTING STARTS ON	VOTING ENDS ON
13.06.2026	12.07.2026

Dear Member(s),

1st Notice of postal ballot for the financial year 2026-27 is hereby given pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time) read with the General Circular 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 23rd June, 2021, 20/2021 dated 08th December, 2021, 3/2022 dated 05th May, 2022, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023, 09/2024 dated 19th September, 2024 and the latest being general circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, read with other relevant circulars issued in this regard (hereinafter collectively referred to as “MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”), Secretarial Standard on General Meetings (“SS – 2”) issued by Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof), the resolution set out hereinafter is proposed to be passed by the members of **Syschem(India)Limited** (“the Company”) by means of Postal Ballot, only by way of remote e-voting (“e-voting”). Communication of assent and dissent of the shareholders would take place only through the remote e-voting syschem.

The explanatory statement pursuant to Section 102 of the Act setting out all the material facts relating to the resolution mentioned in this Notice is annexed hereto for your consideration.

Pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company on Wednesday, 3rd June, 2026 has appointed M/s. Kanwaljit Singh, Practicing Company Secretaries, Certificate of Practice No:5870, as the Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner and he has communicated his willingness to be appointed as a Scrutinizer.

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) as the agency to provide e-voting facility.

In accordance with the MCA Circulars, members can vote only through e-voting process. Accordingly, the Company is pleased to provide e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes to this Notice so as to cast their vote



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electronically not later than 5:00 p.m. IST on Sunday, 12th July, 2026 (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit his report, after completion of scrutiny within 48 hours after the closing of e-voting. The results along with the Scrutinizer's Report will be announced on or before Tuesday, 14th July, 2026 and will be displayed on BSE website as well as Company's Website: i) the Notice Board of the Company at its Registered Office; ii) Company's website https://syschem.in/investors_CODE.html; iii) CDSL' website <https://www.cdslindia.com/>; and iv) Stock exchanges' website <https://www.cdslindia.com/> and www.bseindia.com.

SPECIAL BUSINESS:

Item No. 1

To consider the appointment and re-designation of Mr. Ranjan Jain as Whole Time Director and fix their remuneration

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 Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and Regulation 17(6) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the members of the Company be and is hereby accorded for the re-designation of Mr. Ranjan Jain, DIN:00635274 from the position of Managing Director to Whole Time Director of the Company, liable to retire by rotation, for a period of 5 years with effect from 3rd June, 2026 till 2nd June, 2031, on the terms and conditions including remuneration up to Rs. 7,00,000 (Seven Lakhs) per month for a period of 3 years.

RESOLVED FURTHER THAT notwithstanding anything contained in the aforesaid Resolution, in the absence or inadequate profits in any financial year during the tenure of Mr. Ranjan Jain as aforesaid, the company shall pay remuneration to him as per his entitlement as aforesaid for the time being in force, provided that such remuneration shall not exceed the limit specified for the time being in force, or such other limit as may be prescribed by the Central Government from time to time.

RESOLVED FURTHER THAT notwithstanding the provisions contained in the Article of Association of the Company, Mr. Ranjan Jain, be and is hereby appointed as the Whole-time director of the Company, whose period of the office will be liable to retire by rotation.

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



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Item. 2

To consider the appointment and redesignation of Mr. Suninder Veer Singh as Managing Director and fix their remuneration

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the members of the Company be and is hereby accorded for the appointment and redesignation of Mr. Suninder Veer Singh (DIN: 07693557) as Managing Director of the Company, for a period of 5 years with effect from 3rd of June, 2026 till 2nd June, 2031 on such terms and conditions including remuneration up to Rs. 7,00,000(Seven Lakhs) per month for a period of 3 years.

RESOLVED FURTHER THAT the change in designation of Mr. Suninder Veer Singh is due to change in his roles and responsibilities in the management of the Company and the Board considered it appropriate to designate him as Managing Director of the Company.

RESOLVED FURTHER THAT notwithstanding anything contained in the aforesaid Resolution, in the absence or inadequate profits in any financial year during the tenure of Mr. Suninder Veer Singh as aforesaid, the company shall pay remuneration to him as per his entitlement as aforesaid for the time being in force, provided that such remuneration shall not exceed the limit specified for the time being in force, or such other limit as may be prescribed by the Central Government from time to time.

RESOLVED FURTHER THAT notwithstanding the provisions contained in the Article of Association of the Company, Mr. Suninder Veer Singh, be and is hereby appointed as the Managing Director of the Company, whose period of the office will be liable to retire by rotation.

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

Place: Chandigarh
Date:03.06.2026

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

SD/-
Suninder Veer Singh
Director
DIN: 07693557

SD/-
Ranjan Jain
Director
DIN: 00635274



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NOTES:

- The Explanatory statement pursuant to Sections 102 and 110 of the Companies Act 2013 (“Act”) read with Rule 22 of the Companies (Management and Administration) Rule, 2014, as amended, setting out material facts and reasons in respect of the special business under the Resolution(s) as set out above is annexed hereunder and forms part of the Notice.
- The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members/ Beneficiary Position maintained by the Depositories as at close of business hours on **Friday, June 05, 2026** (“**Cut-off Date**”) and who have registered their e-mail addresses with M/s Beetal Financial & Computer Services Private Limited, Registrar and Share Transfer Agent (‘RTA’) of the Company. It is however, clarified that all the persons who are Members of the Company as on the Cut-off Date (including those members who may not have received this notice due to non-registration of their e-mail addresses with the Company or the Depositories) shall be entitled to vote in relation to the resolutions specified in this notice. A person, who is not a member as on the Cut-off date and happens to receive this Notice, should treat this Notice for information purpose only.
- Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at https://syschem.in/investors_CODE.html. The Notice can also be accessed from the website of the Stock Exchange i.e., BSE Limited at www.bseindia.com. The Postal Ballot Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) i.e., evoting@cdsl.co.in.
- The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date on **Friday, June 05, 2026**. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this notice for information purpose only.
- The shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

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

- All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to



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inspect such documents can send an email to shikhakatarai@syschem.in.

- In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under, Regulation 44 of SEBI Listing Regulations, SS-2 and the provisions of the Ministry of Corporate Affairs Circulars, and any amendments thereto, the company is providing facility for voting by E-voting to all the Members of the company to enable them to cast their votes electronically on the items mentioned in the Notice.

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

1. Voting through electronic means:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on day, **Saturday 13th June, 2026** at 9.00 AM and ends on **Sunday, 12th July, 2026** at 5:00 PM. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 05th June, 2026**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

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

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

(iii) In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020**, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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



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Type of Shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Log in on and select New System My easi.</p> <p>After successful Login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the E voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINKINTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting \page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>If you are already registered for NSDL IDeAS facility, please visit hee-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.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.</p>



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	<p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for ID eAS“ Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through Their Depository Participants</p>	<p>You can also login using the login credentials of your demat account Through your Depository Participant registered with NSDL/CDSL for e- Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, where in you Can see e-Voting feature. Click on company name or e-Voting service Provider name and you will be redirected to e-Voting service provider Website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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



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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.:18001020990 and 1800 22 44 30

(i) Login method of e-Voting for shareholders other than individual shareholders & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat for 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:

	For Shareholders holding shares in Demat For mother than individual and Physical Form
PAN	Enter your 10 digital pha numeric*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ShareholderswhohavenotupdatedtheirPANwiththeCompany/DepositoryParticipantarerequestedtousethesequencenumber sent by Company/RTA or contact Company/RTA.



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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. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporate” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any should be uploaded in PDF formatting the system for the scrutinizer to verify the same.



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- 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.
- 2. PROCESS FOR THOSE SHAREHOLDERS WHO SEE MAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**
- 3. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to beetalrta@gmail.com.
- 4. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID orNSDL-16digitDPID+CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar (Card) to beetalrta@gmail.com.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marath on Future, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Place: Chandigarh

Date:03.06.2026

SD/-
Suninder Veer Singh
Director
DIN: 07693557

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

SD/-
Ranjan Jain
Director
DIN: 00635274



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Explanatory Statement as per section 102 of the Companies Act

ITEM NO.1

Mr. Ranjan Jain, (DIN:00635274) is currently serving as Managing Director of the Company and has been associated with the Company for a long period and has played a significant role in the growth and operations of the Company. Considering the change in roles and responsibilities in the management and administrative structure of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, approved the re-designation of Mr. Ranjan Jain from Managing Director to Whole Time Director of the Company, subject to approval of the shareholders.

Mr. Ranjan Jain is a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, payment of remuneration to him falls under Related Party Transaction and requires approval of shareholders.

The terms and conditions of his appointment including remuneration are considered to be fair, reasonable and commensurate with his experience, responsibilities and duties assigned to him.

The Board recommends the resolution for approval of the shareholders.

Except Mr. Ranjan Jain and his relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution.

Name of Director	Mr. Ranjan Jain (DIN:00635274)
Name of Director	Mr. Ranjan Jain as being Promotor/ Director of the Company.
Relationship	Promotor/ Director of the Company
Nature of Transaction	approval for remuneration for a period of 3 years.
Tenure of Appointment	5 years as Whole Time Director
Remuneration	Up to 700,000 per month
Maximum Transaction Value	Up to Rs. 84,00,000 lakhs per annum
Percentage of Turnover (if material)	Not Applicable, as transaction is not Material in Nature



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Website: www.syschem.in;

Email: info@syschem.in

Justification for the Transaction	Considering the size of operations of the Company, turnover, industry benchmarks in the pharmaceutical sector, roles and responsibilities handled by the Executive Director, and the performance of the Company, the proposed remuneration is reasonable, industry comparable and in the best interest of the Company and its shareholders.
Arm's Length	Yes, at Arm's Length
Ordinary Course of Business	Yes, Ordinary Course of Business
Audit Committee Approval	Yes, Audit Committee Approval taken on 25 th of May, 2026.
Board Approval	Yes, Boards Approval taken on 03.06.2026.
Shareholders' Approval	Being Sought
Any advance paid	NA

Statement containing Additional Information as required in schedule V of the Companies Act, 2013

General Information				
Nature of Industry	Pharma Industry			
Date or expected date of commencement of Commercial Production	The company is in production for more than 25 years			
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA			
Financial performance based	Year	2023-24	2024-2025	2025-26



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given indicators	Particular	(In Cr)	(In Cr)	(In Cr)
	Net Revenue from Operations	233.48	386.23	654.23
	Other Income	0.17	0.04	0.02
	Total	233.65	386.27	654.65
	Net Profit Before Tax	4.12	1.01	14.79
	Tax Expense	-2.04	-0.55	-3.86
	Net Profit/Loss after Tax	2.08	0.46	10.93
Foreign investments collaborations, if any	Not Applicable			
II Information about the appointee				
Background Details	Mr. Ranjan Jain, is commerce Graduate. He has vast knowledge, experience and expertise in the field Finance & Administration and his appointment shall be of immense benefit to the Company. He is having more than 25 years of experience in the industry.			
Past remuneration Drawn	Rs. 36,00,000 (Thirty-six Lakhs) per annum, remuneration drawn during previous year. However, the approval from shareholder for remuneration of up to 700,000 P.A. was taken. But the after change of designation, we are seeking the shareholder's approval again.			
Recognition or awards	NIL			
Job profile and his suitability	Looking after Finance, legal & commercial and day today activities the company			



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Remuneration proposed Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Up to 7,00,000 (Seven Lakhs) per month and up to Rs. 84,00,000 (Eighty-Four Lakhs Per Annum) per Annum			
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Ranjan Jain is an executive director of the company and is holding 2655,000 shares in the company as on 31 st March, 2026. His Remuneration drawn during the financial year 2025-26 during was Rs. 36.00 lakhs and remuneration of his wife, who is also the employee of the Company draw a remuneration of 24.00 lakhs P.A. during the previous Financial Year. Except this he does not have any other direct or indirect relationship with the company.			
III other information				
Reasons of loss or inadequate profits	In the earlier financial years, the turnover of the company was low due to adverse market conditions, but now losses turned into profitability and condition of the company is improving but still profitability is inadequate.			
Steps taken or proposed to be taken for improvement	The Company has taken various steps for the improvement like the Company is trying to repay all its debt and set up new plant, whose commercial production will start soon, hope fully after this the Company's turnover will increase to meet the market demand of the Product.			
Expected increase in productive and profits in measurable terms.	Year (In Cr)	2026-27	2027-28	2028-29
	Turnover (Net)	910.4	1156.3	1180.0
	EBITDA	34.14	46.25	50.15
	Net Profit/ Loss	20.48	30.06	32.45



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ITEM NO.2

Mr. Suninder Veer Singh is currently serving as Whole Time Director of the Company and has been associated with the Company for a long period and has played a significant role in the growth and operations of the Company. Considering the change in roles and responsibilities in the management and administrative structure of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, approved the re-designation of Mr. Suninder Veer Singh from Whole Time Director to Managing Director of the Company, subject to approval of the shareholders.

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. He holds 587000 equity shares of the company amounting to 1.20% of the share capital.

The terms and conditions of his appointment including remuneration are considered to be fair, reasonable and commensurate with his experience, responsibilities and duties assigned to him.

The Board recommends the resolution for approval of the shareholders.

Except Mr. Suninder Veer Singh and his relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution.

Name of Related Party	Mr. Suninder Veer Singh, (DIN: 07693557)
Name of Director/KMP interested	Mr. Suninder Veer Singh as being Promotor/ Director of the Company.
Relationship	Promotor/ Director of the Company
Nature of Transaction	Approval for remuneration for a period of 3 years.
Tenure of Appointment	5 years
Remuneration	Up-to 700,000 per month
Maximum Transaction Value	Up to Rs. 84,00,000 lakhs per annum
Percentage of Turnover (if material)	Not Applicable, as transaction is not Material in Nature
Justification for the Transaction	Considering the size of operations of the Company, turnover, industry benchmarks in the



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	pharmaceutical sector, roles and responsibilities handled by the Executive Director, and the performance of the Company, the proposed remuneration is reasonable, industry comparable and in the best interest of the Company and its shareholders.
Arm's Length	Yes, at Arm's Length
Ordinary Course of Business	Yes, Ordinary Course of Business
Audit Committee Approval	Yes, Audit Committee approval taken on 25 th of May, 2026
Board Approval	Yes, Boards approval taken on 3 rd June, 2026
Shareholders' Approval	Being Sought
Any advance paid	NA

Statement containing Additional Information as required in schedule V of the Companies Act, 2013

General Information				
Nature of Industry	Pharma Industry			
Date or expected date of commencement of Commercial Production	The company is in production for more than 25 years.			
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA			
Financial performance based	Year	2023-24	2024-2025	2025-26
given indicators	Particular	(In Cr)	(In Cr)	(In Cr)
	Net Revenue from	233.48	386.23	654.23



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	Operations			
	Other Income	0.17	0.04	0.02
	Total	233.65	386.27	654.65
	Net Profit Before Tax	4.12	1.01	14.79
	Tax Expense	-2.04	-0.55	-3.86
	Net Profit/Loss after Tax	2.08	0.46	10.93
Foreign investments collaborations, if any	Not Applicable			
II Information about the appointee				
Background Details	Mr. Suninder Veer Singh, he has done MBA. He has vast knowledge, experience and expertise in the field marketing and his appointment shall be of immense benefit to the Company. He is having more than 20 years of experience in the industry.			
Past remuneration Drawn	Rs. 39,00,000 (Thirty-nine lakhs) per annum, remuneration drawn during previous year. However, the approval from shareholder for remuneration of up to 700,000 P.A. was taken. Due to the change of designation, we are seeking the shareholders' approval again			
Recognition or awards	NIL			
Job profile and his suitability	Looking after marketing, fund management, banking and day today activities the company			
Remuneration proposed Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Up to Rs. 7,00,000 (Seven Lakhs) per month and Rs. 84,00,000 (Eighty-Four Lakhs Per Annum)			



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Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Suninder Veer Singh is an executive director of the company and is holding 587000 shares in the company. His Remuneration drawn during the financial year 2025-26 during was Rs. 39.00 lakhs and remuneration of his wife, who is also the employee of the Company draw a remuneration of Rs. 30.00 lakhs P.A. during the previous Financial Year. Except this he does not have any other direct or indirect relationship with the company.			
III other information				
Reasons of loss or inadequate profits	In the earlier financial years, the turnover of the company was low due to adverse market conditions, but now losses turned into profitability and condition of the company is improving but still profitability is inadequate.			
Steps taken or proposed to be taken for improvement	The Company has taken various steps for the improvement like the Company is trying to repay all its debt and set up new plant, whose commercial production will start soon, hope fully after this the Company's turnover will increase to meet the market demand of the Product.			
Expected increase in productive and profits in measurable terms.	Year (In Cr)	2026-27	2027-28	2028-29
	Turnover (Net)	910.4	1156.3	1180.0
	EBITDA	34.14	46.25	50.15
	Net Profit/ Loss	20.48	30.06	32.45



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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)

Name of the Director	Ranjan Jain	Suninder Veer Singh
Date of Birth	09.11.1966	26.03.1974
Date of Appointment	13.01.2015	30.12.2016
Qualification	Graduate in Economics with Working Experience in the Pharma field for more than 25 Years.	M.B.A from Recognized University
Expertise in Specific functional areas	Mr. Ranjan Jain, the Executive Managing Director of the Company having a degree in Economics and has over 25 years of experience in the industry and associated from 2011 in Syschem India Limited, has spread headed the Company's growth and diversification into its respective business areas. He is deeply involved in the day-to-day affairs of the Company and mainly in Finance sector and Legal sector.	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	07	07



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during the year 2025-26		
Directorship in another Company	NIL	NIL
Shareholding in the Company	As on 31 st March, 2026, he holds 2655,000 Equity Shares	As on 31 st March, 2026, Mr. Suninder Veer Singh holds 5,87,000 Equity Shares.
Chairmanship in another Committee as on 31st March, 2026	Member of Stakeholders Committee	Member of Stakeholders Committee
Remuneration last drawn	36.00 Lakhs PA	39 Lakhs PA

Place: Chandigarh

Date:03.06.2026

SD/-
Suninder Veer Singh
Director
DIN: 07693557

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

SD/-
Ranjan Jain
Director
DIN: 0063527