



Syncom Formulations (India) Limited

CIN No.: L24239MH1988PLC047759

A WHO-GMP & ISO 9001-2015 Certified Company

NOTICE FOR THE 30TH ANNUAL GENERAL MEETING

Notice is hereby given that 30th Annual General Meeting of the members of SYNCOM FORMULATIONS (INDIA) LIMITED will be held on Friday, the 28th day of September, 2018 at 3:00 P.M. at Ola Vakola Banquet, B-25/198, Anand Nagar, Vakola, Near Vakola Police Station, Opp. Kohinoor Marbles, Near Western Express Highway, Santacruz East, Mumbai, Maharashtra 400055 to transact the following businesses:

ORDINARY BUSINESSSES:

1. To receive, consider and adopt the Audited Financial Statements containing the Balance Sheet as at 31st March, 2018, the Statement of Profit & Loss and Cash Flow for the financial year ended 31st March, 2018 and the Reports of the Boards' and Auditors thereon.
2. To appoint a director in place of Shri Vijay Shankarlal Bankda (DIN: 00023027) who is liable to retire by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and pursuant to the resolution passed by the members at the 29th Annual General Meeting held on 29th day of September, 2017 for the appointment of M/s Sanjay Mehta & Associates, Chartered Accountants (ICAI Firm Registration No.011524C) as the Auditors of the Company to hold office till the conclusion of the 34th Annual General Meeting of the Company to be held in the year 2022 be and is hereby ratified their re-appointment for the year 2018-19 and that they shall hold the office of the auditors upto their remaining term of appointment as per the amendment made in Section 139 of the Companies Act, 2013 and the Board of Directors be and is hereby authorized to fix the remuneration payable to them as may be determined by the Audit Committee in consultation with the Auditors."

SPECIAL BUSINESSSES:

4. Appointment of Cost Auditor of the company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors Rules) 2014, including any statutory modifications(s) or re-enactment thereof for the time being in force, M/s M. Goyal & Co., (Firm Registration No. 000051) appointed as the Cost Auditors by the Board of Directors of the Company for conducting Cost Audit for the financial year 2018-19 on a remuneration amounting to Rs. 25,000/- plus GST be and is hereby ratified."

5. Appointment of Mrs. Rinki Bankda as the Whole-Time Director of the Company:

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

"RESOLVED THAT as recommended by Nomination and Remuneration Committee of the Board and pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), the approval of the members of the Company be and is hereby granted for appointment of Mrs. Rinki Bankda (DIN- 06946754) as the Whole-time Director and designated as the Executive Director of the Company for a period of 5 (Five) years w.e.f. 15th November, 2017 on the following terms and condition.

(a) **Salary:** in the scale of Rs 50,000/- per month with an annual increment of Rs. 5,000/- per year in the breakup of the remuneration as may be mutually decided by the Board within the permissible maximum limit as may be considered in the best interest of the company.

(b) **Allowances/perquisites:** as per Category A, subject to the maximum of salary.

Category: A

1. **House Rent:** The Company shall pay House Rent Allowance subject to a maximum of 50% of the salary or house accommodation and 10% of salary shall be recovered by way of rent. Expenditure incurred by the Company on her electricity, water and furnishing shall be evaluated as per Income Tax Rules, 1962 subject to a ceiling of 10% of salary.

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2. **Medical Expenses:** Re-imbursement of medical expenses of the Whole-time Director and her family, the total cost of which to the Company on actual basis.
3. **Leave travel assistance:** Expenses incurred for self and family in accordance with the Rules of the Company.
4. **Club Fees:** subject to a maximum of two clubs, this will not include admission and life membership.
5. **Personal accident insurance premium:** on actual basis.

NOTE: For the purpose of perquisites stated in Category "A" above, "Family" means the spouse, the dependent children and dependent parents of the appointee.

Category B- Exempted from the limits prescribed under the Schedule V:

1. **Employers Contribution to PF:** As per the Rules of the Company.
2. **Gratuity:** As per rules of the Company, subject to a maximum ceiling as may be prescribed under the Payment of Gratuity Act from time to time.
3. **Leave encashment:** up to 15 days salary for every one year completed service as per the rules of the Company. Provided that the above said perquisites shall not be counted for the purpose of calculation of the remuneration payable to the Executive Director.
4. **Directors Responsibility Obligation Policy Premium:** Actual premium as may be charged by the Insurance Company

Category C- Facilities to perform the companies work:

1. **Car:** The Company shall provide a car with driver for the Company's business and if no car is provided, reimbursement of the conveyance shall be made as per actual on the basis of claims submitted by her.
2. **Telephone, Internet & Cell:** Free use of telephone, internet at her residence and Cell phone, provided that the personal long distance calls on the telephone shall be billed by the Company to the Whole-time Director.

FURTHER RESOLVED THAT in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Mrs. Rinki Bankda shall not be in excess with the limit prescribed in the Schedule V of the Companies Act, 2013 as may be applicable from time to time during her tenure.

FURTHER RESOLVED THAT there shall be clear relation of the Company with Mrs. Rinki Bankda as "the Employer-Employee" and each party may terminate the above said appointment with the six months' notice in writing or salary in lieu thereof.

RESOLVED FURTHER THAT Mrs. Rinki Bankda, Whole-time Director shall also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by her in connection with the Company's business and such other benefits/ amenities and other privileges, as may from time to time, be available to other senior executives of the Company".

6. Re-appointment of Shri Vinod Kumar Kabra (DIN: 01816189) as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to provisions of sections 149 and 152 and other applicable provisions, if any of the Companies Act, 2013 ('the Act'), rules framed thereunder and Schedule IV of the Act and other applicable provisions of the SEBI (LODR) Regulations, 2015,(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Vinod Kumar Kabra (DIN: 01816189) who was appointed as an Independent Director for the 1st term of 5 (Five) consecutive years ending on 31st March, 2019 and being eligible, and has submitted a declaration for his independence and upon recommendation of the Nomination and Remuneration Committee, and Board of Directors, Shri Vinod Kumar Kabra be and is hereby re-appointed as an Independent Director of the Company, for a second term of 5 (Five) consecutive years w.e.f., 1st April 2019 to 31st March, 2024" and he shall not be liable to retire by rotation.

7. Re-appointment of Shri Krishna Das Neema (DIN: 02294270) as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to provisions of sections 149 and 152 and other applicable provisions, if any of the Companies Act, 2013 ('the Act'), rules framed thereunder and Schedule IV of the Act and other applicable provisions of the SEBI (LODR) Regulations, 2015,(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Krishna Das Neema (DIN: 02294270) who was appointed as an Independent Director for the 1st term of 5 (Five) consecutive years ending on 31st March, 2019 and being eligible, and has submitted a declaration for his independence and upon recommendation of the Nomination and Remuneration Committee, and Board of Directors, Shri Krishna Das Neema be and is hereby re-appointed as an

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Regd. Off. : 7, Niraj Industrial Estate, Off Mahakali Caves Road, Andheri (East), MUMBAI - 400093, INDIA, Tel.: +91-22-90887744 - 54, Fax: +91-22-90887755, Email: sfil87@hotmail.com

Corp. Off. : 207, Saket Nagar, INDORE - 452 018, INDIA. Tel. : +91-731-2560458 / 2700458, Email : info@sfil.in

Works : 256-257, Sector-I, PITHAMPUR, Dist.-Dhar, M.P. - 454 775, INDIA, Tel.: +91-7292-403122 / 407039, Email : info@sfil.in

Website : <http://www.sfil.in>



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Independent Director of the Company, for a second term of 5 (Five) consecutive years w.e.f., 1st April 2019 to 31st March, 2024" and he shall not be liable to retire by rotation,

8. Re-appointment of Shri Praveen Jindal (DIN:05327830) as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to provisions of sections 149 and 152 and other applicable provisions, if any of the Companies Act, 2013 ('the Act'), rules framed thereunder and Schedule IV of the Act and other applicable provisions of the SEBI (LODR) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Praveen Jindal (DIN:05327830) who was appointed as an Independent Director for the 1st term of 5 (Five) consecutive years ending on 31st March, 2019 and being eligible, and has submitted a declaration for his independence and upon recommendation of the Nomination and Remuneration Committee and Board of Directors, Shri Praveen Jindal be and is hereby re-appointed as an Independent Director of the Company, for a second term of 5 (Five) consecutive years w.e.f., 1st April 2019 to 31st March, 2024" and he shall not be liable to retire by rotation.

9. For authority to the Board to make loans to companies/ body corporate under section 185 of the Companies Act, 2013:

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

"RESOLVED THAT pursuant to provisions of section 185, 186 read with section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment, modification or re-enactment thereof) and the SEBI (LODR) Regulations, 2015 as may be applicable the approval of Members of the Company, be and is hereby accorded for authority to the Board of directors and/or committee thereof for providing any advance(s), loan(s), any loan represented by book debts, and/or to give guarantee or to provide any security on the assets of the Company in connection with loan taken by the companies/bodies corporate in which any director of the company is directly or indirectly concerned and/or interested from time to time subject to the maximum amount of Loans/Advances and or guarantee and securities not exceeding Rs. 200.00 Lakhs (Rs. Two Crores only) at any point of time.

Place: Indore

Date: 14th August, 2018

Registered Office:

CIN: L24239MH1988PLC047759

7, Niraj Industrial Estate, Off Mahakali Caves Road,
Andheri (East),

Mumbai (MH) 400093



By order of the Board

Karishma
CS KARISHMA KAKKAR
COMPANY SECRETARY &
COMPLIANCE OFFICER

ACS: 46187

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A person can act as a proxy on behalf of members not exceeding 50 in numbers and holding in aggregating not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or Shareholder.
The instrument of proxy in order to be effective should be deposited at the Registered Office of the Company duly completed and signed not less than 48 hours before the time fixed for the Meeting. A Proxy form is sent herewith.
3. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting, is annexed thereto.
4. The company has notified closure of Register of Members and Share Transfer Books from 22nd September, 2018, Saturday to 28th September, 2018, Friday (both days inclusive) for the purpose of the Annual General Meeting.
5. The Members are requested to:
 - a. Intimate changes, if any, in their registered addresses immediately.
 - b. Quote their ledger folio number in all their correspondence.
 - c. Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.

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- d. Bring their Annual Report and Attendance Slips with them at the AGM venue.
- e. Send their Email address to us for prompt communication and update the same with their D.P to receive softcopy of the Annual Report of the Company.
6. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Boards.
7. Members seeking any information are requested to write to the Company by email at finance@sfil.in at least 7 (Seven) days before the date of the AGM to enable the management to reply appropriately at the AGM.
8. Members are requested to notify immediately correct address for any change in their address and also intimate their active E-Mail id to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company at Ankit Consultancy Pvt. Ltd. Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452001.
9. Electronic copy of the Annual report for the year 2017-18 is being sent to the members whose email IDs are registered with the Share Transfer Agent of the Company/Depository Participants unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual reports being sent in the permitted mode.
10. Members may also note that the Annual Report for year 2017-18 is also available on Company's website www.sfil.in.
11. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting pursuant to section 113 of Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with the respective specimen signatures of those representatives authorized under the said resolution to attend and vote on their behalf at the Meeting.
12. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday, between 11:00 A.M and 1:00 P.M up to the date of the Annual General Meeting.
13. Members/proxies/authorized representatives are requested to bring the duly signed attendance slip in accordance with their specimen registered with the Company and a copy of Annual Report with them to attend the Meeting.
14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
15. Members who have not encashed the dividend for the year 2010-11 to 2016-17 are requested to please approach to the Company for obtaining duplicate dividend warrants/Cheque. Please note that the amount remained unpaid or unclaimed for the year 2010-11 for a period upto 7 years shall be transferred to the IEPF of the Central Government and no claim in respect thereof shall be entertained by the Company thereafter.
16. (1) Adhering to the various requirements set out in the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2017-18, transferred to the IEPF Authority all the shares in respect of which dividend had remained unpaid or unclaimed for 7 (seven) consecutive years or more as on the due date of transfer, i.e. October 31, 2017. The Company shall further transfer to the IEPF Authority all the shares in respect of which dividend had remained unpaid or unclaimed for 7 (seven) consecutive years or more as for the dividend declared in the year 2010-11 on the due date of transfer. Details of shares transferred/unpaid dividend to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: <http://www.sfil.in> The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
(2) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concern members/investors are advised to visit the web link: <http://iepf.gov.in/IEPFA/refund.htm> or contact Ankit Consultancy Pvt. Ltd. for lodging claim for refund of shares and/or dividend from the IEPF Authority.



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17. Due dates for transfer of unclaimed/unpaid dividends as at 31st March, 2018 and due date for transfer thereafter the same to IEPF are as under:

Financial Year	Date of Declaration	Rate of Dividend in Rs. per Share of Rs. 10/-	Due date for transfer to IEPF
2010-11	28.09.2011	0.50	27.11.2018
2011-12	29.09.2012	0.60	28.11.2019
2012-13	05.08.2013	0.60	04.08.2020
2013-14	22.09.2014	0.02*	21.11.2021
2014-15	25.09.2015	0.02	24.11.2022
2015-16	30.09.2016	0.02	29.11.2023
2016-17	29.09.2017	0.02	28.11.2024

*Sub-divided into Re. 1/- per share.

18. As per SEBI Circular dated 20th April, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax PAN and Bank Account Details to the Share Transfer Agent of the Company. The Company has sent first letter to all the shareholders holding shares in the physical form by the Registered Post and further two reminder letters will also be sent by the Company for requiring the aforesaid details. It may please be noted very carefully by the shareholders who are unable to provide required details to the Share Transfer Agent, or informed that the shares available in their name as per records to the share transfer agent does not belong to them or letter return back being undelivered on or before 17th October, 2018 (i.e. 180 days from the date of circular) shall be subject to enhanced due diligence by the Company and the Share Transfer Agent.
19. As per Amendments made w.e.f. 8th June, 2018 in the Regulation 40 of the SEBI (LODR) Regulation, 2015 the shares shall be transferable only in the Demat form w.e.f., 5th December, 2018. Therefore, as per requirement of the Regulation the Share Transfer Agent of the Company has sent letters to the members holding shares in the physical form advising to get the shares in the Demat form as earliest. The members are requested to please take necessary action for dematerialization of shares as earliest but before 5th December, 2018 to avoid hardship in transfer of shares thereafter.
20. Members may also note that the Notice of 30th Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for the year 2017-18 will also be available on the company website www.sfil.in for their download.
21. The Brief profile of the director seeking re-appointment at the ensuing annual general meeting is annexed with the Notice.

22. Voting through electronic means

- I. In compliance with provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the 30th Annual General Meeting (AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through polling paper which shall be available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the 30th Annual General Meeting (AGM) may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 25th September, 2018, Tuesday (I.S.T. 9:00 A.M.) and ends on 27th September, 2018, Thursday (IST 5:00 P.M.). During this period members of the Company, holding shares either in physical or in dematerialized form, as on the cut-off date of 21st September, 2018, Friday may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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V. The process and manner for remote e-voting are as under:

A. Members are requested to carefully read the below mentioned instructions for remote e-voting before casting their vote.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

- 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 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you login to NSDL e-services after using your login credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

d. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

e. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

f. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

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- g. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- h. Now, you will have to click on "Login" button.
- i. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of **SYNCOM FORMULATIONS (INDIA) LTD.**
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

- VI. If you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password/PIN for casting your vote.
NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com
In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ Client ID).
In case Shareholders are holding shares in physical mode, USER-ID is the combination of (EVEN No+ Folio No).
- VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VIII. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 21st Sept., 2018.
- IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st Sept., 2018 for eligible of the Notice and the Annual Report, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- X. However, if a member is already registered with NSDL for remote e-voting then, he can use his existing user ID and password for casting his vote. If a member forgot his password, he can reset his password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. CS Anish Gupta, Practicing Company Secretaries (FCS No. 5733 CP 4092) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting by "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility. However, no remote e-voting facility shall be made available at the venue of the AGM.
- XV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.sfil.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES:

Item No. 4:

The Board on the recommendation of Audit Committee and the Board has approved the appointment of M/s M. Goyal & Co., Cost Accountant (Firm Registration No. 000051) as the Cost Auditor of the Company for conducting Cost Audit for the year 2018-19 at a remuneration of Rs. 25,000/- plus applicable GST. In accordance with the provision of section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor is required to be ratified by the Members of the company, accordingly consent of the members are sought for passing an Ordinary Resolution as set out in Item No. 4 of the notice for ratification of remuneration payable to the cost auditors.

None of the directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested financially or otherwise in the proposed Resolution. The Board recommends to pass necessary resolution as set out in the Item No. 4 of the notice as an Ordinary Resolution.

Item No. 5:

Mrs. Rinki Bankda is a master's in business administrations and is having five years of experience in the management field. The Board has appointed her as the Whole-time director of the company w.e.f., 15th November, 2017 on the recommendation of the Nomination and Remuneration Committee which has considered her qualifications and recommended her appointment in the category of the Whole-time Director and the Board of directors of the Company proposes to pass the respective resolution as set out in item No. 5 for approval as a Special Resolution.

Mrs. Rinki Bankda, being the appointee may be considered as the financially interested in the resolution to the extent of the remuneration as may be paid to her and Shri Kedarmal Bankda, the Chairman and Whole-time Director and Shri Ankit Bankda, CFO and KMP being her relatives may also be considered as interested otherwise. Except that none of the other directors or other Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution.

The draft of the appointment letter is available at the AGM and also hosted at the website of the Company.

Mrs. Rinki Bankda do not hold any share in the Company.

Item No. 6 to 8:

Shri Vinod Kumar Kabra (DIN 01816189), Shri Krishna Das Neema (DIN 02294270) and Shri Praveen Jindal (DIN 05327830) were appointed as Independent Directors pursuant to the provisions of section 149 of the Companies Act, 2013 read with rules framed thereunder ('the Act') and the Clause 49 of the erstwhile Listing Agreements. The aforesaid three Independent Directors are eligible to hold office as Independent Directors for the first term of 5 (Five) consecutive year upto 31st March, 2019.

In the opinion of the Board the above said directors fulfills the conditions for appointment of Independent Director as specified in the Act and the Rules made there under as well as SEBI (LODR) Regulations, 2015 as amended from time to time, and is Independent of the management.

The Board of Directors at its meeting held on 14th August, 2018, upon the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considered the background and experience and contribution made by them during their tenure, the association of these three Independent Directors would be beneficial to the Company and it is desirable to re-appoint them as the Independent Directors of the Company for a second term of 5 (Five) consecutive years w.e.f 1st April, 2019 to 31st March, 2024, and they shall not be liable to retire by rotation.

The detailed profile of the aforesaid directors as required under the provisions of Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and other applicable provisions, have been given in this notice.

The Board of Directors recommends the special resolution as set out at item No. 6 to 8 of this Notice for your approval. Except the proposed appointees as stated above, none of the other Directors nor Key Managerial Personnel or relatives thereof, has any concern or interest, financially or otherwise, in the resolution at Item No.6 to 8 of this notice.

The draft of the appointment letter is available at the AGM and also hosted at the website of the Company.

They are not holding any share in the Company.



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Regd. Off. : 7, Niraj Industrial Estate, Off Mahakali Caves Road, Andheri (East), MUMBAI - 400093, INDIA, Tel.: +91-22-30887744 - 54, Fax: +91-22-30887755, Email: sfil87@hotmail.com

Corp. Off. : 207, Saket Nagar, INDORE - 452 018, INDIA. Tel. : +91-731-2560458 / 2700458, Email : info@sfil.in

Works : 256-257, Sector-I, PITHAMPUR, Dist.-Dhar, M.P. - 454 775, INDIA, Tel.: +91-7292-403122 / 407039, Email : info@sfil.in

Website : <http://www.sfil.in>



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CIN No.: L24239MH1988PLC047759

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Item No. 9:

As per section 185 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 which is effective from 7th May, 2018 which empowers the Board of Directors of the company to give advances, loans including any loan represented by book debts or give any guarantee or provide any security in connection with any loan taken by any company and/or body corporate in whom any or all the director(s) of the company are considered as directly/indirectly concerned or interested subject to the approval of members by way of Special Resolution. Therefore in view of the requirements of other companies or the body corporate in which one/or more directors may be concerned or interested, may be required to provide its financial support by way of providing short term or long term loans, advances and/or to provide guarantee or security on the assets of the Company on behalf of such companies/body corporate to such other bank/financial institution which provides loans and advances whether fund based or non-fund based credit facilities as the case may be from time to time in view of the business requirements of such companies to support them. The Board considered that it may needs to provide the advances, loans or to provide guarantee or security to M/s ARP Pharma Pvt. Ltd. subject to the maximum of Rs. 2.00 Crores only.

However, before providing aforesaid loans, advances or guarantee and securities the Board shall ensure that:-

- 1) The said loan will be used by entities in their normal course of business.
 - 2) Compliance under section 186 and 188 of the Companies Act, 2013;
 - 3) The related entity will check their limit as prescribed under section 180 of the Companies Act, 2013 if applicable
- The concerning directors as the case may be deemed to be concerned or interested financially to the extent of the loans, advances, guarantee or securities furnished by the Company. The Board of directors recommends the aforesaid Special Resolution set out at Item No 9 of the Notice for approval by the shareholders.

Brief Profile of the Directors seeking re-appointment as per Item No. 2,5,6,7 & 8 in the ensuing Annual General Meeting

Name of Directors	Shri Shankarlal Vijay Bankda	Mrs. Rinki Bankda	Shri Vinod Kumar Kabra	Shri Krishna Das Neema	Shri Praveen Jindal
Designation	M.D.	W.T.D.	Ind. Director	Ind. Director	Ind. Director
Date of Birth	17/09/1958	14/06/1987	20/01/1952	15/08/1951	18/03/1984
Date of Appointment	01/12/1999	15/11/2017	30/04/2007	31/07/2008	12/07/2012
Expertise/ Experience in specific functional areas	More than 38 yrs exp. in Pharmaceutical field in various capacity. He is the Key founder person & promoter of the company.	More than 5 yrs of exp. in the field of management.	Exp. of more than 39 yrs in the educational field	40 yrs exp. in Business	12 yrs exp. in Electronic & IT field
Qualification	B.Com, LLB	MBA	B.Ed., M.Com, LLB	M.Com, L.L.B.	B.E. (E. & T.C.)
No. & % of Equity Shares held	58553775 (7.50%)	-	-	-	-
List of outside Company's directorship held	-	-	-	-	-
Chairman/Member of the Committees of the Board of Directors of the Company	1.CSR Committee 2.Risk Management Committee	1.Internal Committee of Sexual Harassment of Women at Workplace 2.Risk Management Committee	1.Audit Committee & Remuneration Committee 3.Stakeholder Relationship Committee	1.Audit Committee 2.Nomination & Remuneration Committee 3.Stakeholder Relationship Committee 4.CSR Committee 5.Risk Management Committee	1.Audit Committee 2.Nomination & Remuneration Committee 3.Stakeholder Relationship Committee

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Chairman /Member of the Committees of the Board Directors of other Companies in which he is director	-	-	-	-	-
Interse relations with other directors and KMP	Brother of Shri Kedarmal Bankda, Chairman & Whole-time Director	Daughter in law of Shri Kedarmal Bankda, Chairman & Whole-time Director and Wife of Shri Ankit Bankda, CFO of the company.	-	-	-

Place: Indore

Date: 14th August, 2018

Registered Office:

CIN: L24239MH1988PLC047759

7, Niraj Industrial Estate, Off Mahakali Caves Road,
Andheri (East), Mumbai (MH) 400093



By orders of the Board

Karishma

CS KARISHMA KAKKAR
COMPANY SECRETARY &
COMPLIANCE OFFICER

ACS: 46187

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PROXY FORM FORM MGT- 11

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

Name : SYNCOM FORMUALTIONS (INDIA) LIMITED
CIN : L24239MH1988PLC047759
Regd. office : 7, Niraj Industrial Estate, Off Mahakali Caves Road, Andheri (E), Mumbai (MS) 400093

Name of the member (s) : _____
Registered address : _____
E-mail Id : _____
Folio No/ Client Id/ DP ID : _____

I/We, being the member (s) of _____ Shares of the above named company, hereby appoint

1. Name : _____
Address : _____
E-mail Id : _____
Signature : _____ or failing him

2. Name : _____
Address : _____
E-mail Id : _____
Signature : _____ or failing him

3. Name : _____
Address : _____
E-mail Id : _____
Signature : _____ or failing him

As my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 30th Annual General Meeting of the company, to be held on the 28th September, 2018 at Ola Vakola Banquet, B-25/198, Anand Nagar, Vakola, Near Vakola Police Station, Opp Kohinoor Marbles, Near Western Express Highway, Santacruz (E), Mumbai - 400055 (M.H.) at 3.00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Type of Resolution	Resolutions
1.	Ordinary	Consider and adopt the Audited Financial Statements containing the Balance Sheet as at 31st March, 2018
2.	Ordinary	Re-Appointment of Shri Vijay Shankarlal Bankda who is liable to retire by rotation.
3.	Ordinary	Approval for ratification of Auditors for the year 2018-19 and to dispense off the requirement of ratification of the auditors upto their remaining term of their appointment and authority to Board for fixing of the remuneration.
4.	Ordinary	Appointment of Cost Auditor of the Company.
5.	Special	Appointment of Mrs. Rinki Bankda as the Whole-Time Director of the Company.
6.	Special	Re-appointment of Shri Vinod Kumar Kabra (DIN: 01816189) as an Independent Director of the Company.
7.	Special	Re-appointment of Shri Krishna Das Neema (DIN: 02294270) as an Independent Director of the Company.
8.	Special	Re-appointment of Shri Praveen Jindal (DIN:05327830) as an Independent Director of the Company.
9.	Special	Authority to the Board to make loans to companies/ body corporate under section 185 of the Companies Act, 2013.

Signed this _____ day of _____ 2018

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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ATTENDANCE SLIP

30th Annual General Meeting of Syncom Formulations (India) Ltd. - CIN : L24239MH1988PLC047759
held on 28th Sept., 2018 held at Ola Vakola Banquet, B-25/198, Anand Nagar, Vakola, Near Vakola Police Station,
Opp Kohinoor Marbles, Near Western Express Highway, Santacruz (E), Mumbai - 400055 (M.H.)

Folio No./DPID/Client ID :

Mr./Mrs./Miss _____

(Shareholders' name in block letters)

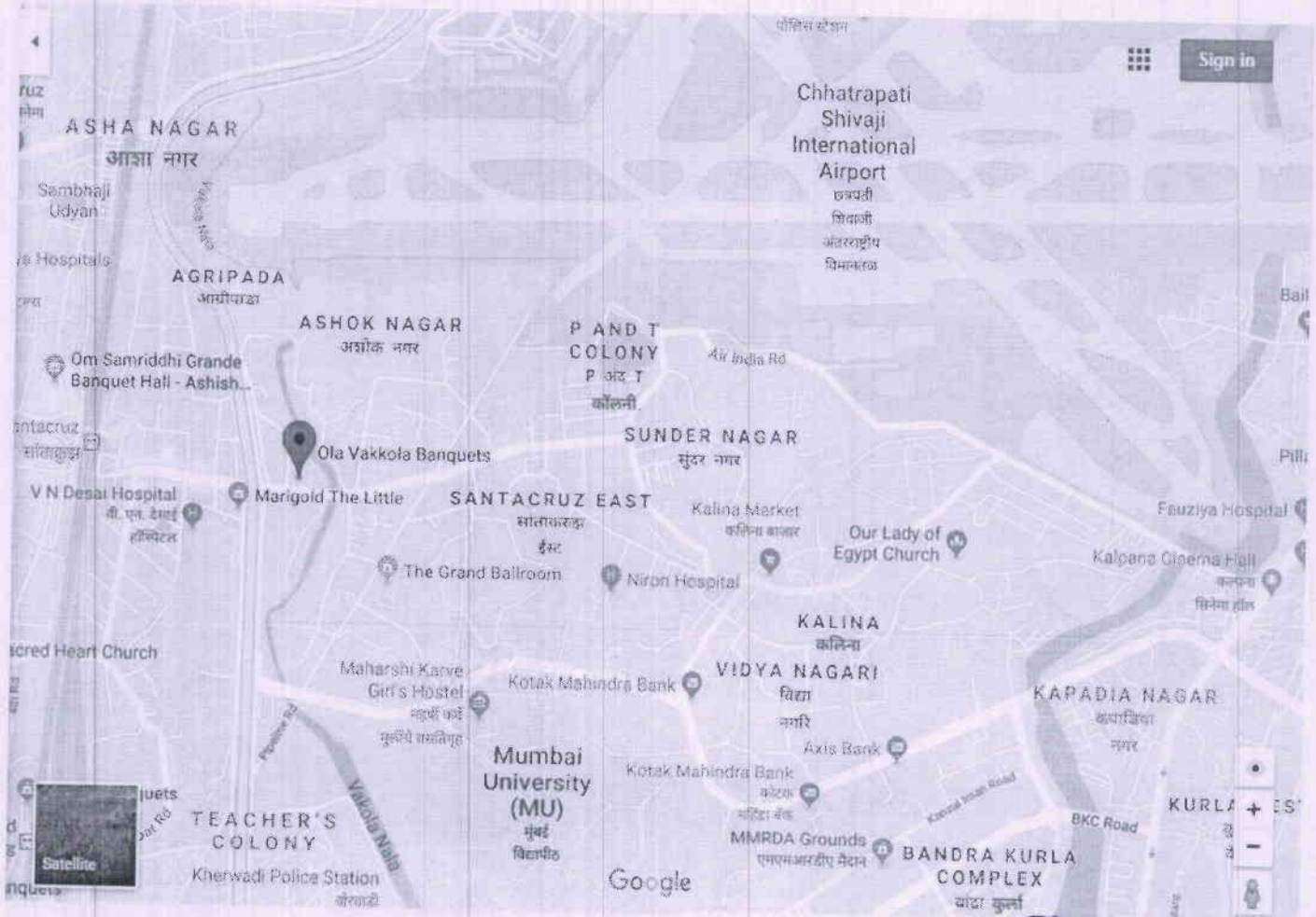
I/We certify that I/We am/are registered shareholder / proxy for the registered shareholder of the company.

I/We hereby record my/our presence at the 30th Annual General meeting of the company at Ola Vakola Banquet, B-25/198, Anand Nagar, Vakola, Near Vakola Police Station, Opp Kohinoor Marbles, Near Western Express Highway, Santacruz (E), Mumbai - 400055 (M.H.) on 28th September, 2018 at 3.00 pm.
(If signed by proxy, his name should be written in block letters)

(Shareholders/proxy's Signature)

Note:

- Shareholders/proxy holders are requested to bring the attendance slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
- If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.



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