



Syncom Formulations (India) Limited

A WHO-GMP & ISO 9001-2015 Certified Company

CIN No. : L24239MH1988PLC047759

SYNCOM/SE/2019-20

19th August, 2019

Online filing at www.listing.bseindia.com

To,
The General Manager
DCS-CRD
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
MUMBAI-400001

BSE CODE: 524470

Sub.: Filing of the Notice of 31st Annual General Meeting to be held on 30th September, 2019.

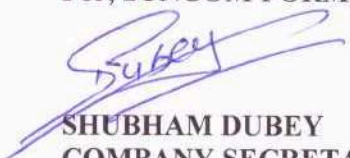
Dear Sir/Ma'am,

We are pleased to submit a copy of the Notice of the 31st Annual General Meeting of the Company to be held on **Monday, 30th September, 2019 at 2:30 P.M. at the 303 Brahans Business Park, Paperbox Road, Off Mahakali Caves Road, Andheri East, Mumbai, Maharashtra – 400093.**

You are requested to please take on record the above said document for your reference and further needful.

Thanking You,
Yours Faithfully,

For, **SYNCOM FORMULATIONS (INDIA) LIMITED**


SHUBHAM DUBEY
COMPANY SECRETARY
COMPLIANCE OFFICER



Encl.: Notice of 31st Annual General Meeting along with Proxy Form & Attendance Slip.

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NOTICE FOR THE 31ST ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting of the members of **SYNCOM FORMULATIONS (INDIA) LIMITED** will be held on **Monday, the 30th day of September, 2019 at 2:30 P.M.** at 303 Brahans Business Park, Paperbox Road, Off Mahakali Caves Road, Andheri East, Mumbai, Maharashtra 400093 to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statements containing the Balance Sheet as at 31st March, 2019, the Statement of changes in Equity, Profit & Loss and Cash Flow for the financial year ended 31st March, 2019 and the Reports of the Boards and Auditors thereon.
2. To appoint a director in place of Smt. Rinki Ankit Bankda (DIN: 06946754) who is liable to retire by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESSES:

3. **To ratify the remuneration of Cost Auditor of the company for the year 2019-20:**

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, 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 2019-20 on a remuneration amounting to Rs. 30,000/- plus GST be and is hereby ratified."

4. **Re-appointment of Mr. Vijay Shankarlal Bankda as the Managing 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 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), and as recommended by Nomination and Remuneration Committee and approved by the Board of Directors at their respective meetings, the approval of the members of the Company be and is hereby granted for re-appointment of **Mr. Vijay Shankarlal Bankda (DIN:00023027)** as the Managing Director of the Company for a further period of 5 (Five) years w.e.f. 1st December, 2019 on the following terms and condition.

- (a) Salary: Upto Rs. 48,00,000 per annum inclusive of all perquisites subject to following prerequisite, with the annual increment of not greater than 20% of the consolidated salary.
- (b) Allowances/Perquisites: as per Category A, subject to the maximum of Salary.

CATEGORY A:

1. The Company shall provide rent-free residential accommodation or house rent allowance shall be paid to him subject to a maximum of 50% of the salary or the company shall provide house accommodation and 10% of salary shall be recovered by way of rent. Expenditure incurred by the company on his electricity, water and furnishing shall be evaluated as per Income Tax Rules, 1962 subject to a ceiling of 10% of salary.
2. Re-imbursment of medical expenses of the Managing Director and his family.
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 not exceeding Rs.1,00, 000/- P.A.

CATEGORY B:

1. Contribution to the Provident Fund, Family Benefit Fund, and Superannuating Fund: as per Rules of the Company.
2. Gratuity: not exceeding half a month salary for each completed year of service.
3. Earned Privilege Leave: As per Rules of the Company subject to the condition that the leave accumulated but not availed will be allowed to be encashed for 15 days salary for every year of completed services at the end of the tenure.

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CATEGORY C:

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 as per actual on the basis of claims made by him.
2. Telephone: Free use of telephone and internet at his residence provided that personal long distance calls on the telephone shall be billed by the company to the Managing director.

However, the aforesaid perquisite given in the Category B and C shall not be considered in the calculations of the remuneration under the Schedule V for calculations of the remuneration paid by the Company.

FURTHER RESOLVED THAT in the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to the Managing Director shall be the minimum remuneration in terms of provisions of Schedule V of the Companies Act, 2013 as may be applicable from time to time during his tenure. The Board shall have absolute powers to decide the breakup of the salary as may be considered appropriate from time to time without seeking any further approval of the members of the company.

RESOLVED FURTHER THAT the Managing Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/ amenities and other privileges, as any from time to time, is available to other Senior Executives of the Company.

RESOLVED FURTHER THAT there shall be clear relation of the Company with Shri Vijay Shankarlal 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.

5. Revisions in the remuneration of Mr. Kedarmal Shankarlal Bankda, Executive Chairman/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 pursuant to the provisions of section 190 and 197 of the Companies Act, 2013 read with the provisions of Schedule V of the Companies Act, 2013 and 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) as recommended by Nomination and Remuneration Committee and Board of Directors at their respective meetings, the approval of the members of the Company be and is hereby granted for the increase in remuneration of **Shri Kedarmal Shankarlal Bankda (DIN: 00023050)** Chairman and Whole-time Director w.e.f. 1st June, 2019 for the remaining part of his tenure till 2nd May, 2022 as under:

- (a) Salary of Rs. 48,00,000 per annum inclusive of all perquisites subject to following perquisite, with the annual increment of not greater than 20% of the Consolidated salary.
- (b) Allowances/Perquisites: as per Category A, subject to the maximum of Salary

CATEGORY A:

1. Company shall provide unfurnished rent-free residential accommodation or house rent allowance shall be paid to him subject to a maximum of 50% of the salary or the company shall provide house accommodation and 10% of salary shall be recovered by way of rent. Expenditure incurred by the company on his electricity, water and furnishing shall be evaluated as per Income Tax Rules, 1962 subject to a ceiling of 10% of salary.
2. Re-imburement of medical expenses of the Chairman & Whole-time Director and his family.
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 not exceeding Rs.1,00,000/- P.A.

CATEGORY B:

1. Contribution to the Provident Fund, Family Benefit Fund, and Superannuating Fund: as per Rules of the Company.
2. Gratuity: not exceeding half a month salary for each completed year of service.
3. Earned Privilege Leave: As per Rules of the Company subject to the condition that the leave accumulated but not availed of will be allowed to be encashed for 15 days salary for every year of completed services at the end of the tenure.



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CATEGORY C:

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 as per actual on the basis of claims made by him.
2. Telephone: Free use of telephone and internet at his residence provided that personal long distance calls on the telephone shall be billed by the company to the Chairman /Whole-time director.

However, the aforesaid perquisite given in the Category B and C shall not be considered in the calculations of the remuneration under the Schedule V for calculations of the remuneration paid by the Company

FURTHER RESOLVED THAT in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to the Chairman/whole-time Director shall be the minimum remuneration payable to him in terms of provisions of Schedule V of the Companies Act, 2013 as may be applicable from time to time during his tenure. The Board shall have absolute powers to decide the breakup of the salary as may be considered appropriate from time to time without seeking any further approval of the members of the company.

RESOLVED FURTHER THAT the Chairman/whole-time Director, shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him 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.

RESOLVED FURTHER THAT there shall be clear relation of the Company with Shri Kedarnal Shankarlal 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.

6. Revisions in the remuneration of Mrs. Rinki Ankit Bankda, 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 pursuant to the provisions of section 190 and 197 of the Companies Act, 2013 read with the provisions of Schedule V of the Companies Act, 2013 and 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), as recommended by Nomination and Remuneration Committee and Board of Director's at their respective meetings, the approval of the members of the Company be and is hereby granted for the increase in remuneration of **Smt. Rinki Ankit Bankda (DIN: 06946754) Whole-time Director** w.e.f. 15th November, 2019 for the remaining part of his tenure till 14th November, 2022 as under:

- (a) Salary: Rs. 24,00,000 per annum inclusive of all perquisites subject to below mentioned perquisite, with the annual increment of not greater than 20% of the Consolidated salary.
- (b) Allowances/Perquisites: as per Category A, subject to the maximum of Salary

CATEGORY A:

1. Company may provide rent-free residential accommodation or house rent allowance shall be paid to her subject to a maximum of 50% of the salary or the company shall provide 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.
2. Re-imbursment of medical expenses of the Whole-time Director and her family
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 not exceeding Rs.50,000/- P.A.

CATEGORY B:

1. Contribution to the Provident Fund, Family Benefit Fund, and Superannuating Fund: as per Rules of the Company.
2. Gratuity: not exceeding half a month salary for each completed year of service.
3. Earned Privilege Leave: As per Rules of the Company subject to the condition that the leave accumulated but not availed of will be allowed to be encashed for 15 days salary for every year of completed services at the end of the tenure.

CATEGORY C:

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 as per actual on the basis of claims made by her.
2. Telephone: Free use of telephone and internet at her residence provided that personal long distance calls on the telephone shall be billed by the company to the Whole-time director.

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However, the aforesaid prerequisite given in the Category B and C shall not be considered in the calculations of the remuneration under the Schedule V for calculations of the remuneration paid by the Company

FURTHER RESOLVED THAT in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to the Whole-time Director shall be the minimum remuneration payable to him in terms of provisions of Schedule V of the Companies Act, 2013 as may be applicable from time to time during her tenure. The Board shall have absolute powers to decide the breakup of the salary as may be considered appropriate from time to time without seeking any further approval of the members of the company.

RESOLVED FURTHER THAT the Whole-time Director, shall also be entitled for the reimbursement of actual entertainment, traveling, 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.

RESOLVED FURTHER THAT there shall be clear relation of the Company with Smt. Rinki Ankit 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.

Place: Indore

Date: 14th August, 2019

Registered Office:

CIN: L24239MH1988PLC047759

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

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 **24th September, 2019, Tuesday to 30th September, 2019, Monday** (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.
 - 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.



By order of the Board

Subey
CS SHUBHAM DUBEY
COMPANY SECRETARY &
COMPLIANCE OFFICER
ACS: 54971

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9. Electronic copy of the Annual report for the year 2018-19 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 2018-19 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 has not encashed the dividend for the year 2011-12 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 2011-12 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 2018-19, 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. November 28, 2019. 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 2011-12 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.
 (3) SEBI has mandated that for registration of transfer of the shares in the d-mat form only after 1st April, 2019. Therefore, it is advised to the shareholders, holding their shares in the physical form to get convert into the D-mat form.
 (4). 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 already sent letter and 2 reminders in the physical form by the Registered Post. 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 shall be subject to enhanced due diligence by the Company and the Share Transfer Agent.
17. Due dates for transfer of unclaimed/unpaid dividends as at 31st March, 2019 and due date for transfer thereafter to IEPF are as under:

Financial Year	Date of Declaration	Rate of Dividend in Rs. 10/-per Share	Due date for transfer to IEPF
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.

** No dividend declared in the financial year 2017-18

18. Members may also note that the Notice of 31st Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for the year 2018-19 will also be available on the company website www.sfil.in for their download.

19. The Brief profile of the director seeking re-appointment at the ensuing annual general meeting is annexed with the Notice.

20. 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 31st 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 31st 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 31st 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 **27th September, 2019, Friday (I.S.T. 9:00 A.M.) and ends on 29th September, 2019, Sunday (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 23rd September, 2019, Monday** 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.

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

- 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:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) 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 digits 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:
 - a) 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.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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.
- 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 is 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.

General Guidelines for shareholders

- a. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to anish@csanishgupta.com with a copy marked to evoting@nsdl.co.in.
- b. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

- VI. 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 23rd Sept., 2019.



- VII. 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. 23rdSept.,2019 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.
- VIII. 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.
- IX. 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.
- X. 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.
- XI. **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.
- XII. 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.
- XIII. 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.
- XIV. 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.

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

Item No. 3:

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 2019-20 at a remuneration of Rs. 30,000/- 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. 3 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. 3 of the notice as an Ordinary Resolution.

Item No. 4:

Shri Vijay Shankarlal Bankda, (DIN: 00023027) is Bachelor in Commerce & Law and is Managing Director of the Company and his tenure will be expired on 30th November, 2019 upon completion of 5 years of his appointment. He is having 39 years of experience in the pharmaceutical field in various capacities and also attending commercial operations of the Company, his experience, commitment and capabilities are playing crucial role in the growth of the Company. Thus upon the recommendation of the Nomination and Remuneration Committee, and the approval of the Board of directors at their meeting held on 30th May, 2019 has re-appointed him for a further periods of 5 years w.e.f. 1st December, 2019 subject to the approval of the members by way of special resolution.

The Board considered that the terms, conditions and the salary and perquisites as given in the item No. 4 of the notice is commensurate with his high responsibilities, status and image of the Company. The Board recommends to pass necessary special resolution as set out in Item No. 4 of the notice.

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



Shri Vijay Shankarlal Bankda, is also holding 5,85,53,775 (Five Crore Eight Five Lakh Fifty Three Thousand Seven Hundred Seventy Five) equity shares of Rs. 1/- each consisting 7.50% of the total paid up capital of the Company.

Item No. 5:

Shri Kedarmal Shankarlal Bankda(DIN: 00023050) is Chairman/Whole-time Director of the Company. He was discharging his duties efficiently and having adequate qualification and experience of 43 years. He was re-appointed as the Chairman/Whole-time Director w.e.f. 3rdMay, 2017 for a term of 5 years.

In view of the increased responsibility and the volume of the business activities, it is considered that the existing remuneration is very low in comparison with the other companies dealing in the same line of business activities, therefore, the Nomination & Remuneration committee at their meeting held on 30thMay, 2019, has considered and approved increase in the remuneration and also the Board of directors has considered and approved to raise remuneration of Shri Kedarmal Shankarlal Bankda (DIN: 00023050) as given in the resolution w.e.f 1stJune, 2019 subject to the approval of the members by way of special resolution.

The increase in the remuneration will be within the ceiling prescribed under Schedule V of the Companies Act, 2013 subject to the approval of members at the 31st Annual general meeting.

Your directors recommend the above said resolution for passing as the special resolution at the forthcoming annual general meeting.

Shri Kedarmal Shankarlal Bankda, whose remuneration is being increased, is considered as financially interested in the resolution to the extent of the remuneration as may be paid to him and Shri Vijay Shankarlal Bankda, the Managing Director and Mrs. Rinki Bankda, Whole-Time Director and Shri Ankit Bankda, CFO and KMP being his relative may also be considered as interested otherwise. Except that none of the other directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution.

Shri Kedarmal Shankarlal Bankda, is also holding 9,01,94,650(Nine Crore One Lakh Ninety-Four Thousand Six Hundred Fifty)equity shares of Rs. 1/- each consisting 11.55% of the total paid up capital of the Company.

Item No. 6:

Smt. Rinki Bankda (DIN: 06946754) is Whole-time Director of the Company. She was discharging her duties efficiently and having adequate qualification and experience of 7 years. She was appointed as the Whole-time Director w.e.f. 15thNovember, 2017 for a term of 5 years.

In view of the increased responsibility and the volume of the business activities, it is considered that the existing remuneration is very low in comparison with the other companies dealing in the same line of business activities, therefore, the Nomination & Remuneration committee at their meeting held on 30thMay, 2019, has considered and approved increase in the remuneration of Smt. Rinki Bankda (DIN: 06946754) and also the Board of directors has considered and approved the increase in her remuneration as given in the resolution w.e.f. 15th November, 2019 subject to the approval of the members by way of special resolution

The increase in the remuneration is within the ceiling prescribed under Schedule V of the Companies Act, 2013 subject to the approval of members at the general meeting.

Your directors recommend the above said resolution for passing as the special resolution at the forthcoming annual general meeting.

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

She does not hold any share in the company.

The information as required to be disclosed as per Item No. 4,5 and 6 under the Schedule V of the Companies Act, 2013 are as under:

I. General Information:

(1)	Nature of industry	Pharmaceuticals Industry
(2)	Date or expected date of commencement of commercial production	Already existing in business.
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
(4)	Financial performance based on given indicators	The Company has achieved total revenue of Rs. 186.77 Crores and earned profits before Tax Rs. 12.68 Crores for the Financial Year ended on 31 st March, 2019.
(5)	Foreign investments or collaborations, if any.	There is no foreign investment or Foreign Collaboration in the Company. However, NRI is holding 3% of total paid-up share capital of the company as on 31 st March, 2019.



II. Information about the appointee:

	Particulars	Shri Vijay Shankarlal Bankda	Shri Kedarmal Shankarlal Bankda	Mrs. Rinki Ankit Bankda
(1)	Background details	Shri Vijay Shankarlal Bankda aged about 61 years is B.Com and LLB and is one of the core promoter of the Company and having wide knowledge and skills in Pharmaceutical field and Industry. And having More than 39 years of experience in Pharmaceutical field in various capacity.	Shri Kedarmal Shankarlal Bankda aged about 67 years is M. Com and is one of the core promoter of the Company and having wide knowledge and skills in Pharmaceutical field and Industry. And having More than 43 years of experience in Pharmaceutical field in various capacity.	Mrs. Rinki Ankit Bankda aged about 32 years is MBA and having 7 years of experience in Management field.
(2)	Past remuneration	Rs. 13.60 Lakhs p.a	Rs. 17.20 Lakhs p.a	Rs. 6.23 Lakhs p.a
(3)	Recognition or awards	Nil	Nil	Nil
(4)	Job profile and his suitability	Shri Vijay Shankarlal Bankda, Managing Director is in-charge of the Management of the Company and shall conduct the activities of the Company.	Shri Kedarmal Shankarlal Bankda, Chairman and Whole-Time Director is in-charge of the Manufacturing and Administrative functions of Corporate office at Indore and Plant at Pithampur of the Company.	Shri Rinki Ankit Bankda, Whole-Time Director is in-charge of the Management and Administrative functions of Corporate office at Indore and Plant at Pithampur of the Company.
(5)	Remuneration proposed	Upto Rs. 48,00,000 p.a. Plus Perquisites	Upto Rs. 48,00,000 p.a. Plus Perquisites	Upto Rs. 24,00,000 p.a. Plus Perquisites
(6)	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)	The remuneration proposed is comparable with remuneration for an equivalent position in a unit of comparable size and complexity.		
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Shri Vijay Shankarlal Bankda, Managing Director along with his relatives holds 20.64% equity share capital of the Company. He is also having interest to the extent of remuneration which he may draw from the Company being the Managing Director of the Company.	Shri Kedarmal Shankarlal Bankda, Chairman and Whole-Time Director along with his relative's holds 26.40% equity share capital of the Company. He is also having interest to the extent of remuneration which he may draw from the Company being the Chairman and Whole-Time Director of the Company.	Smt. Rinki Ankit Bankda, Whole-Time Director along with his relatives holds 6.01% equity share capital of the Company. She is also having interest to the extent of remuneration which he may draw from the Company being the Whole-Time Director of the Company.

III. Other information:

(1)	Reasons of loss or inadequate profits	There is no loss or inadequacy of the profit at present.
(2)	Steps taken or proposed to be taken for improvement	N.A.
(3)	Expected increase in productivity and profits in measurable terms	The company is expected to increase 5% productivity and profits in measurable terms.



Brief Profile of the Director seeking re-appointment in the ensuing Annual General Meeting

Name of Directors	Mrs. Rinki Ankit Bankda	Shri Vijay Shankarlal Bankda	Shri Kedarmal Shankarlal Bankda
Date of Birth	14/06/1987	17/09/1958	25/08/1952
Date of Appointment	15/11/2017	01/12/1999	13/04/1992
Expertise/ Experience in specific functional areas	7years of experience in the field of management.	More than 39years experience in Pharmaceutical field in various capacity. He is the Key founder person & promoter of the company.	43 years of experience in Pharma field in various capacity. He is the Core Promoter of the company, since its inception.
Qualification	MBA	B.Com, LLB	M.Com
No. & % of Equity Shares held	-	5,85,53,775 (7.50%)	9,01,94,650 (11.55%)
List of outside Company's directorship held	-	-	ARP Pharma Pvt. Ltd.
Chairman/Member of the Committees of the Board of Directors of the Company	1.Risk Management Committee 2. Internal Committee (Sexual Harassment of Women at Workplace)	1.CSR Committee 2.Risk Management Committee	1. CSR Committee 2. Corporate Compliance Committee
Chairman /Member of the Committees of the Board of Directors of other Companies in which he is director	-	-	-
Intere relations with other directors and KMP	Daughter in law of Shri Kedarmal Bankda Chairman & Whole-time Director and Wife of Shri Ankit Bankda, CFO of the company.	Brother of Shri Kedarmal Bankda, Chairman & Whole-time Director	Brother of Shri Vijay Bankda, Managing Director and father in law of Rinki Bankda, Whole-time Director and Father of Shri Ankit Bankda, CFO of the company.

Place: Indore

Date: 14th August, 2019

Registered Office:

CIN: L24239MH1988PLC047759

7, Niraj Industrial Estate,

Off Mahakali Caves Road,

Andheri (East), Mumbai (MH) 400093



By order of the Board

Shubham Dubey

**CS SHUBHAM DUBEY
COMPANY SECRETARY &
COMPLIANCE OFFICER
ACS: 54971**

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 FORMULATIONS (INDIA) LIMITED
CIN : L24239MH1988PLC047759
Regd. Office : 7, Niraj Industrial Estate, Off Mahakali Caves Road,
Andheri (E), Mumbai (M.H.) 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 31st Annual general meeting of the company, to be held on Monday, the 30th September, 2019 at the Registered Office at 303 Brahans Business Park, Paperbox Road, Off Mahakali Caves Road, Andheri East, Mumbai, Maharashtra 400093 at 02:30 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Type of Resolutions	Resolutions
1	Ordinary	Approval of the Audited Financial Statements for the year ended 31 st March, 2019, the Statement of Profit & Loss, Statement of Change in Equity and Cash Flow for the financial year ended 31 st March, 2019 and the Reports of the Boards and Auditors thereon.
2	Ordinary	To appoint a director in place of Smt. Rinki Ankit Bankda (DIN: 06946754) who is liable to retire by rotation and being eligible, offers herself for re-appointment.
3	Ordinary	To fix the remuneration of M/s M. Goyal & Co., Cost Accountants (FRN: 000051) as the Cost Auditors of the Company for the year 2019-20 on remuneration of Rs. 30,000/- plus GST.
4	Special	To consider and approve the Re-appointment of Shri Vijay Shankarlal Bankda as the Managing Director of the Company for a period of 5 (Five) years w.e.f. 01 st December, 2019
5	Special	To consider and approve the revision in the remuneration of Shri Kedarmal Shankarlal Bankda, Executive Chairman/ Whole Time Director of the Company.
6	Special	To consider and approve the revision in the remuneration of Smt. Rinki Ankit Bankda, Whole Time Director of the Company.

Signed this..... day of..... 2019

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.



ATTENDANCE SLIP

31ST ANNUAL GENERAL MEETING OF SYNCOM FORMULATIONS (INDIA) LIMITED - CIN: L24239MH1988PLC047759 HELD ON MONDAY, THE 30TH DAY OF SEPTEMBER, 2019 AT 02:30 P.M. AT 303 BRAHANS BUSINESS PARK, PAPERBOX ROAD, OFF MAHAKALI CAVES ROAD, ANDHERI EAST, MUMBAI, 400093 (M.H.)

Folio. No. /DP ID/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 31st Annual General Meeting of the company at 303 Brahans Business Park, Paperbox Road, Off Mahakali Caves Road, Andheri East, Mumbai, Maharashtra 400093 on 30th September, 2019 at 2.30 P.M.

(If signed by proxy, his name should be written in block letters)

(Shareholders/proxy's Signature)

Note:

1. 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.
2. 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.

ROUTE MAP

