



Syncom Formulations (India) Limited

A WHO-GMP & ISO 9001-2015 Certified Company

CIN No. : L24239MH1988PLC047759

SYNCOM/SE/2020-21

26th August, 2020

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 32nd Annual General Meeting to be held on 30th September, 2020.


Dear Sir/Ma'am,

We are pleased to submit a copy of the Notice of the 32nd Annual General Meeting of the Company to be held on **Wednesday, the 30th day of September, 2020 at 2:30 P.M.** through Video Conferencing (VC)/Other Audio Visual Means (OVAM) for which purpose the Registered Office of the Company situated at 7, **Niraj Industrial Estate, Off Mahakali Caves Road, Andheri (East) Mumbai (M.H.) 400093** shall be deemed as the venue for the meeting and the proceedings of the AGM shall be deemed to be made thereat.

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 32nd Annual General Meeting.



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CIN No. : L24239MH1988PLC047759

NOTICE FOR THE 32ND ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting of the members of **SYNCOM FORMULATIONS (INDIA) LIMITED** will be held on **Wednesday, the 30th day of September, 2020 at 2:30 P.M.** through Video Conferencing (VC)/Other Audio Visual Means (OVAM) for which purposes the registered office of the company situated at 7, Niraj Industrial Estate, Off Mahakali Caves Road Andheri (East) Mumbai City MH 400093 shall be deemed as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made thereat, 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, 2020, the Statement of changes in Equity, Profit & Loss and Cash Flow for the financial year ended 31st March, 2020 and the Reports of the Boards and Auditors thereon as on that date.
2. To appoint a director in place of **Shri Kedarmal Shankarlal Bankda (DIN: 00023050)**, Whole-time Director who is liable to retire by rotation at this annual General Meeting and being eligible offers himself for re-appointment.

SPECIAL BUSINESSES:

3. **To ratify the remuneration of Cost Auditor of the company for the Year 2020-21:**

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 all 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, the members of the Company be and is hereby ratify the payment of remuneration of Rs. 35,000/- (Rupees Thirty five Thousand Only), plus applicable taxes and reimbursement of out of pocket expenses at actuals to **M/s M. Goyal & Co.**, (Firm Registration No. 000051) appointed by the Board of Directors of Company upon the recommendation of the Audit Committee, as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2020-21.

4. **Approval of Transactions/Contracts/Arrangements with the Related Parties under section 188 of the Companies Act 2013 read with Regulation 23 of the SEBI (LODR) Regulations, 2015:**
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 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company's policy on Related Party transactions, consent of the members of the company be and is hereby accorded to enter into transactions/contracts/agreements, in the ordinary course of its business and on arm's length basis, for purchase, sale or deal in the products, goods, stock in trade as also such other transactions, on such terms and conditions as may be mutually agreed upon between the company and all related party for an amount not exceeding aggregating Rs. 75.00 Crores (Rupees Seventy Five Crores only) in each financial year.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalize the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the interest of the company.



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5. **For authority to the Board to give loans and advances to other 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 the provisions of Section 185 and 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 Listing 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 such 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. 25.00 Crores (Rupees Twenty Five Crores only) at any point of time.

Place: Indore

Date: 14th August, 2020

Syncom Formulations (India) Limited

CIN: L24239MH1988PLC047759

Registered Office:

7, Niraj Industrial Estate,
Off Mahakali Caves Road,
Andheri (East), Mumbai (M.H.) 400093

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5th May, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) can be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only and no physical presence at the meeting is required.
2. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM hence the proxy form and attendance slip are not annexed to this notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before the time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for atleast 1000 members on first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the MCA dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for VC/OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.
6. The Notice calling the AGM alongwith complete Annual Report has been uploaded on the website of the Company. The Notice can also be accessed from the websites of the BSE Ltd. at www.bseindia.com and

By order of the Board



Shubham Dubey

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



- the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and providing necessary platform for VC/OAVM) i.e. <https://www.evotingindia.com>.
7. This AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020 and MCA Circular No. 20/2020 dated 5th May, 2020.
 8. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company <http://www.sfil.in> as soon as possible after the Meeting is over.
 9. In compliance with the aforesaid MCA Circulars dated 5th May, 2020 and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website <http://www.sfil.in>, websites of BSE Ltd. at www.bseindia.com, and on the website of CDSL <https://www.evotingindia.com>. However, if any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company but subject to time taken by the courier and Postal Department looking to the Covid-19.
 10. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
 11. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business i.e. Items No. 3 to 5 set out in the Notice, is annexed thereto.
 12. The company has notified closure of Register of Members and Share Transfer Books from **24th September, 2020, Thursday to 30th September, 2020, Wednesday (both days inclusive)** for the Annual General Meeting.
 13. 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 23rd September, 2020 (Wednesday)**.
 14. **CS Anish Gupta, Company Secretary in Whole Time Practice (M. No. FCS 5733 & C.P. No. 4092)** has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
 15. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 (Seven) days before the date of the Meeting at its email ID finance@sfil.in so that the information required may be made available at the Meeting.
 16. The Members are requested to:
 - (a) Quote their ledger folio number in all their correspondence.
 - (b) Send their Email address to us for prompt communication and update the same with their DP to receive softcopy of the Annual Report of the Company.
 17. Members are requested to notify immediately any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) in case the shares are held in demat form and in respect of shares held in physical form to the Registrar and Share Transfer Agent (RTA) Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) having email Id ankit_4321@yahoo.com, rtaindore@gmail.com to receive the soft copy of all communication and notice of the meetings etc., of the Company.
 18. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Board Report.
 19. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the 32nd AGM. Members seeking to inspect such documents can send an email to finance@sfil.in
 20. Pursuant to the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), the Company has, during the financial year 2019-20 transferred all the equity shares in respect of which (Dividend year 2012-13) dividend has not been claimed/encashed for 7 (Seven) or more consecutive years to the Investor Education and Protection Fund Authority (IEPF) of the Central Government as on the due date of transfer. 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 2012-13 on the due date of transfer. The details of shares transferred/unpaid dividend to the IEPF Authority are posted on the website of the Company at <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: <http://www.iepf.gov.in/>. Members may note that the shares as well



as the unclaimed dividend so transferred to the IEPF authority can be claimed back from the IEPF Authority as per the procedure prescribed under the Rules.

20.1 Members who have not encashed the dividend for the year 2012-13 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 2012-13 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.

20.2 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.

21. 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 Permanent Account No. and Bank Account Details to the RTA having email Id ankit_4321@yahoo.com, rtaindore@gmail.com. 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 RTA.
22. Due dates for transfer of unclaimed/unpaid dividends as at 31st March, 2020 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
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, 2018-19.

23. Voting through electronic means

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

- The voting period shall begins on **27th day of September, 2020 Sunday (I.S.T. 9.00 A.M.) and ends on 29th day of September, 2020 Tuesday (I.S.T 5.00 P.M.)**. During this period shareholders of the Company, holding shares either in physical or in dematerialized form, as on the cut-off date **23rd September, 2020 Wednesday** (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

- After entering these details appropriately, click on "SUBMIT" tab.



- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (xi) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xii) Click on the EVSN for the relevant "**SYNCOM FORMULATIONS (INDIA) LIMITED**" on which you choose to vote.
 - (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- 24. Process for those shareholders whose email addresses are not registered with the Depositories for obtaining Login Credentials for E-Voting for the Resolutions proposed in this notice:**
- i). For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to finance@sfil.in/rtaindore@gmail.com.
 - ii). For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL -16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) finance@sfil.in/rtaindore@gmail.com.
 - iii). The company/RTA shall co-ordinate with CDSL and provide the login credentials to the abovementioned shareholders.
- 25. Instructions for members attending the AGM through VC/OAVM are as under:**
- i). Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholder/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
 - ii). Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
 - iii). Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - iv). Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - v). Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 (seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at finance@sfil.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 (seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at finance@sfil.in (company email id). These queries will be replied by the company suitably by email.
 - vi). Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



26. Instructions for members for E-Voting during the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
5. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

27. Note for Non-Individual Shareholders and Custodians

- i). Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- ii). A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- iii). After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- iv). The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- v). A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- vi). Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; finance@sfil.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- vii). In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- viii). All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

28. Other Instructions

1. Members 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).
2. Any person, who acquires shares of the Company and become member of the Company after mailing of the notice and holding shares as on the cut-off date i.e., **23rd September, 2020 (Wednesday)**, may obtain the login ID and password by sending a request at rtaindore@gmail.com.
3. 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 i.e. **23rd September, 2020 (Wednesday)** only shall be entitled to avail the facility of remote e-voting as well as e- voting at the AGM.
4. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting to all those members who are present/logged in at the AGM but have not cast their votes by availing the remote e-voting facility.
5. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing, who shall countersign the same.
6. The result declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.sfil.in> and on the website of CDSL immediately. The Company shall simultaneously forward the results to BSE Ltd., where the shares of the Company are listed.
7. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents at the following address:



M/s. Ankit Consultancy Pvt. Ltd.
 60, Electronic Complex,
 Pardeshipura, Indore (M.P.) 452010
 Tel: 0731-4281333, 4065797/99
 E-mail: ankit_4321@yahoo.com, info@ankitonline.com

8. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Ankit Consultancy Private Limited, Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452001, in case the shares are held by them in physical form.
9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to RTA, in case the shares are held in physical form.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. Members may also note that the Annual Report for year 2019-20 is also available on Company's website www.sfil.in.
12. The Brief profile of the director seeking re-appointment at the ensuing annual general meeting is annexed with the Notice.
13. As the 32nd AGM is being held through VC, the route map is not annexed to this Notice.

BRIEF PROFILE OF THE DIRECTOR SEEKING RE-APPOINTMENT AS PER ITEM NO. 2 OF THE NOTICE OF ENSUING ANNUAL GENERAL MEETING AS PER SEBI (LODR) REGULATIONS, 2015 AND COMPANIES ACT, 2013.

Name of Director	Shri Kedarmal Shankarlal Bankda
DIN	000023050
Designation	Chairman & Whole-time Director
Date of Birth	25/08/1952
Date of Appointment	13/04/1992
Expertise/ Experience in specific functional areas	44 years of experience in Pharma field in various capacities. He is the Core Promoter of the company, since its inception.
Qualification	M.Com
No. & % of Equity Shares held	9,01,94,650 i.e. 11.55%
List of outside Company's directorship held	ARP Pharma Private Limited
Chairman/Member of the Committees of the Board of Directors of the Company	1. CSR Committee 2. Corporate Compliance Committee
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 Vijay Shankarlal Bankda, Managing Director and father in law of Smt. Rinki Ankit Bankda, Whole-time Director and Father of Shri Ankit Bankda, CFO of the company.

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

Item No. 3:

Members are hereby informed that upon the recommendation of the Audit Committee, Board of Directors of your Company has appointed 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 2020-21 at a remuneration of Rs. 35,000/- plus applicable GST. The Cost Auditor regarding has given his consent and eligibility for appointment as Cost Auditor, will be available for inspection of the Members electronically during the 32nd AGM. Members seeking to inspect such documents can send an email to finance@sfil.in during business hours up to the date of the Meeting.

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 is sought for the resolution set out in Item No. 3 of the Notice by way of an **Ordinary Resolution**



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:

The Company is engaged in the business of manufacturing, selling, distribution and marketing of pharmaceuticals. The company, in the ordinary course of its business and on arm's length basis enters into various transactions, contracts and agreements, severally, with various parties inter alia, include purchase, sales and dealing in products goods, stock in trade, availing or rendering of services as also reimbursements of expenses, recovery of cost or such other transactions, which are entered into ordinary course of the company's business, at arm's length and in best interest of the company.

Considering the future business projections, the company envisages that the transactions with **Synmex Pharma, and Vincit International**, Shri Ankit Bankda, the Chief Financial Officer and **Suvir Industries** is a proprietorship concern of Shri Rahul Bankda, the Senior Executive of the Company and relatives of Directors as detailed in the following Table may exceed the materiality threshold of ten percent (10%) of the annual turnover of the company in terms of explanation (i) to Regulation 23 of the SEBI Listing Regulations, and byway of an enabling resolution, approval of the shareholders is being sought.

The particulars of the transactions/contracts/arrangements are as under:

Name of the Related Party	Synmex Pharma	Vincit International	Suvir Industries
Name of Director(s) or Key Managerial Personnel who is related	1. Shri Kedarmal Shankarlal Bankda, Chairman & whole-time Director 2. Smt. Rinki Ankit Bankda, Wholetime Director 3. Shri Ankit Kedarmal Bankda, Chief Financial Officer	1. Shri Kedarmal Shankarlal Bankda, Chairman & whole-time Director 2. Smt. Rinki Ankit Bankda, Wholetime Director 3. Shri Ankit Kedarmal Bankda, Chief Financial Officer	Shri Vijay Shankarlal Bankda, Managing Director
Nature of Relationship	Synmex Pharma Proprietor is Shri Ankit Kedarmal Bankda, CFO of the Company and son of Shri Kedarmal Bankda and Spouse of Smt. Rinki Ankit Bankda, Whole - Time Director's of the company.	Vincit International Proprietor is Shri Ankit Kedarmal Bankda CFO of the Company and son of Shri Kedarmal Bankda and Spouse of Smt. Rinki Ankit Bankda, Whole - Time Director's of the company.	Suvir Industries Proprietor is Shri Rahul Vijay Bankda, who is Son of Shri Vijay Shankarlal Bankda, Managing Director
Material terms of the transactions/contracts/arrangements	Purchase/Sale and dealing in products/goods, stock in trade, availing or rendering of services, reimbursements of expenses, recovery of cost, or such other transactions.		
Are the transactions in the ordinary course of business	Yes		
Are the transactions on an arm's length basis	Yes		
Whether the transactions have been approved by the Audit Committee and the Board of Directors	Yes		
Aggregate amount of transactions to be enter with related party	Upto Rs. 25 Crores	Upto Rs. 25 Crores	Upto Rs. 25 Crores

The annual value of the transactions proposed is estimated on the basis of the company's current transactions and future business.



The Board is of the opinion that of above transactions shall be in best interest of the company. The concerning directors as the case may be deemed to be concerned or interested financially to the extent of the transaction made by the company.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members as an ordinary resolution.

Shri Kedarmal Shankarlal Bankda and Smt. Rinki Ankit Bankda, Whole-time Director's and Shri Vijay Shankarlal Bankda, Managing Director of the company and Shri Ankit Kedarmal Bankda, CFO of the company and their relatives are concerned or interested financially or otherwise in the proposed Resolution except above none of the other Directors and KMP's are interested in the said resolution.

Item No. 5:

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 Strand Developers Pvt. Ltd., and M/s Paradise Vyapaar Pvt. Ltd. subject to the maximum of Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) at any point of time.

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.

Shri Kedarmal Shankarlal Bankda and Smt. Rinki Ankit Bankda, Whole-time Director's and Shri Vijay Shankarlal Bankda, Managing Director of the company and Shri Ankit Kedarmal Bankda, Chief Financial Officer 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. 5 of the Notice for approval by the shareholders.

Place: Indore

Date: 14th August, 2020

Syncom Formulations (India) Limited

CIN: L24239MH1988PLC047759

Registered Office:

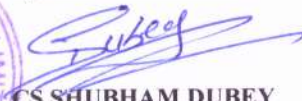
7, Niraj Industrial Estate,

Off Mahakali Caves Road,

Andheri (East), Mumbai (M.H.) 400093



By order of the Board


CS SHUBHAM DUBEY
COMPANY SECRETARY &
COMPLIANCE OFFICER
ACS: 54971