



Ho/cs/105

September 30, 2020

To

Mrs.Vandana Gupta

H.No. B-901, Pragya CGH Society,
Plot 1-B, Sec-2, Dwarka,
New Delhi-110075.

Dear Madam,

APPOINTMENT AS INDEPENDENT DIRECTOR

1. We are pleased to inform you that the Shareholders in its Annual General Meeting dated September 24, 2020 have passed following Resolution appointing you as Non-Executive Independent Director of the Company :-

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendment thereof, Mrs. Vandana Gupta (DIN: 08772740), who was appointed as an Additional Director by the Board of Directors at its meeting held on June 27, 2020 upon recommendation of Nomination & Remuneration Committee, in terms of Section 161(1) of the Act and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature for the office of Director and who has submitted a declaration that she meets with the criteria of independence as provided in Section 149(6) of the Act, be and is hereby appointed as Non-Executive Independent Director to hold office for her first term effective from June 27, 2020 until the conclusion of Annual General Meeting to be held to consider the Accounts for the financial year ending March 31, 2024 and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”

2. The terms and conditions of the appointment are summarized below :-
- The Independent Director is required to abide by the provisions specified in paragraph 1,2 & 3 of Schedule-IV of the Companies Act, 2013, with regard to professional conduct, rules and functions and duties. A copy of paragraphs 1,2 & 3 of Schedule IV is enclosed for ready reference.
 - You will continue to be paid fees for participation in Board Meetings and committee Meetings, as per rules prevailing from time to time.

Cont..2..

CORPORATE IDENTITY NUMBER (CIN)
L24101HR199PLC001837

Tel : +91-1732-255475, 255479

Fax : +91-1732-251802

E-mail : ceo@yamunasyndicate.com

companysecretary@yamunasyndicate.com

cfo@yamunasyndicate.com



::2::

- iii) In accordance with the Companies Act, 2013, you along with other Independent Directors shall hold at least one separate meeting in a financial year. The meeting shall review :-
- (a) performance of non-independent directors and the Board as a whole;
 - (b) performance of the Chairperson of the Company, taking into account the views of the non-executive directors;
 - (c) assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**By Order of the Board
For The Yamuna Syndicate Ltd.**

**Ashish Kumar
Company Secretary**