



## The Yamuna Syndicate Limited

Registered Office: Radaur Road, Yamunanagar – 135001, Haryana.

CIN: L24101HR1954PLC001837

Ph.: +91-1732-255479, Fax No.: +91-1732-251802

E-mail : [companysecretary@yamunasyndicate.com](mailto:companysecretary@yamunasyndicate.com) Website : [www.yamunasyndicate.com](http://www.yamunasyndicate.com)

### **NOTICE**

Notice is hereby given that the 66<sup>th</sup> (Sixty Sixth) Annual General Meeting ('AGM') of the Members of The Yamuna Syndicate Limited ('the Company') will be held on **Thursday, September 24, 2020, at 11:30 a.m. (IST)** through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') for which purpose the Registered Office of the Company situated at Radaur Road, Yamunanagar-135001 shall be deemed as the venue for the meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business: -

#### **As Ordinary Business:**

1. To receive, consider and adopt :
  - (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and Auditors thereon; and
  - (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2020 together with the Reports of the Auditors thereon.
2. To confirm the payment of Interim Dividend @Rs. 175/- per Equity Share of Rs. 100/- each for the financial year ended March 31, 2020, which has already been paid.
3. To appoint a Director in place of Mr. Aditya Puri (DIN: 00052534), who retires by rotation and being eligible, offers himself for re-appointment.

#### **As Special Business:**

4. **Appointment of Mr. Kapil Bhalla (DIN: 00758498) as Non-Executive Independent Director:**

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

“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, Mr. Kapil Bhalla (DIN: 00758498), who was appointed as an Additional Director by the Board of Directors at its meeting held on November 14, 2019 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 his candidature for the office of Director and who has submitted a declaration that he 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 his first term effective from November 14, 2019 until the conclusion of Annual General Meeting to be held to consider the Accounts for the financial year ending March 31, 2024 and that he 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”.

5. **Appointment of Mrs. Vandana Gupta (DIN: 08772740) as Non-Executive Independent Director:**

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

“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”

6. **Appointment of Mr. Kishore Chatnani (DIN: 07805465) as Non-Executive Director:**

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

“RESOLVED THAT pursuant to the provisions of Sections 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) and Regulation 17 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendment thereof, Mr. Kishore Chatnani (DIN: 07805465), who was appointed as an Additional Non-Executive Non-Independent 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 his candidature for the office of Director, be and is hereby appointed as Non-Executive Non-Independent Director and that his period of office shall be liable for retirement by rotation at every Annual General Meeting.

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”

By Order of the Board of Directors  
For The Yamuna Syndicate Limited

Place: Yamunanagar- 135 001, Haryana  
Dated: August 31, 2020

(Ashish Kumar)  
Company Secretary

### Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and road map are not annexed to this Notice.
3. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, at e-mail ID: [companysecretary@yamunasyndicate.com](mailto:companysecretary@yamunasyndicate.com) Corporate / Institutional Members are encouraged to attend the AGM through their Authorized Representatives.
4. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names in the Register of Members of the Company will be entitled to vote.
5. 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.
6. In Compliance with the aforesaid MCA Circulars 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. The Members may note that the Notice calling the AGM has been uploaded on the website of the Company at [www.yamunasyndicate.com](http://www.yamunasyndicate.com) under Notices tab. The complete Annual Report is available in the Annual Reports Section under Financial Reports tab of the website of the Company. The Notice can also be accessed from the website of the BSE Ltd at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company has also published on August 21, 2020 an advertisement in newspaper containing the details about the AGM i.e. the conduct of AGM through VC/OAVM, date and time of AGM, availability of notice of AGM at the Company’s website and manner of registering the email IDs of those Members who have not registered their email addresses with the Company/Company’s Share Transfer Agent, M/s. Alankit Assignment Limited.
7. The statutory registers that are required to be kept open during the AGM and all documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at its email ID [companysecretary@yamunasyndicate.com](mailto:companysecretary@yamunasyndicate.com) till the date of AGM.
8. (i) The Members holding shares in physical form are requested to immediately intimate any change in their residential address to Company’s Share Transfer Agent, M/s. Alankit Assignments Ltd., Alankit House, 4E/2, Jhandewalan Extn., New Delhi-110055 (Phone Number- 011-42541234, 23541234), email address: [rta@alankit.com](mailto:rta@alankit.com).  
(ii) The Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.

9. **Electronic Clearing Service (ECS):**

The Members who have not opted for ECS facility earlier are requested to fill up the enclosed KYC form and return it to the Company's Share Transfer Agent, to avail the ECS facility, otherwise they are requested to intimate their Savings Account/ Current Account Number and the name of Bank with whom such account is held. Please refer to the KYC Form being enclosed with this Notice.

10. To ensure all communications/ monetary benefits are received promptly, all Members holding shares in physical form are requested to notify to the Company, his/ her PAN/change in their address/bank details/ email id/mobile number instantly by filling the KYC Form and by sending at the M/s. Alankit Assignments Ltd., Alankit House, 4E/2, Jhandewalan Extn., New Delhi-110055 (Phone Number- 011-42541234, 23541234), email address: [rta@alankit.com](mailto:rta@alankit.com).

11. **PAN/BANK Details Mandate:**

The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) and Bank details by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN and Bank details to their DP(s) with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN and Bank details to the Company and M/s. Alankit Assignments Limited.

12. As per Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Share Transfer Agent, M/s. Alankit Assignments Ltd., for assistance in this regard.

13. To prevent fraudulent transactions, the Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. The Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

14. **Book Closure:**

The Register of Members and Share Transfer Books of the Company shall remain closed from September 17, 2020 to September 24, 2020 (both days inclusive).

15. **Transfer of Unclaimed Dividend amount/Shares to the Investor Education and Protection Fund (IEPF):**

The Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agent or the Company Secretary, at the Company's registered office. The Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, as per Section 124 of the Companies Act, 2013 will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and applicable rules.

Details of the unclaimed dividend and particulars with respect to corresponding shares due for transfer to the IEPF are available on the Company's website [www.yamunasyndicate.com](http://www.yamunasyndicate.com) under the section "Unclaimed Dividends."

## The Yamuna Syndicate Limited-AGM Notice 2019-20

16. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, the Members are entitled to make nomination in respect of shares held by them in physical form. The Members desirous of making nominations are requested to send their requests in Form SH-13. Members may send request at [companysecretary@yamunasyndicate.com](mailto:companysecretary@yamunasyndicate.com) for blank Form SH-13.
17. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and as per Secretarial Standard - 2 (SS-2) on “General Meetings”, issued by Institute of Company Secretaries of India, relating to the Special Business to be transacted at the Meeting is annexed hereto.
18. Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(LODR Regulations) and as per Secretarial Standard-2 (SS-2) on “General Meetings”, issued by the Institute of Company Secretaries of India, the Particulars of Director retiring by rotation and seeking re-appointment at the Annual General Meeting, are given hereunder :

### Item No. 3

Name of the Director	Mr. Aditya Puri
Date of Birth	04.12.1967
Age (in years)	52
Date of Appointment	23.11.1996
Qualification	B.A. (Honours), M.A. (CANTAB) ECON from Cambridge University (U.K.)
Board position held	Non-Executive Non-Independent Director & Promoter
Relationship with other Directors, Manager or Key Managerial Personnel	Mr. Aditya Puri is son of Mr. Ranjit Puri, Chairman
Nature of his expertise in specific function areas along with experience (in years)	Industrialist Experience: 23 years
Term and condition of appointment/re-appointment	His period of office is liable for retirement by rotation at every Annual General Meeting.
Other Directorship	<ul style="list-style-type: none"> <li>i) Isgec Heavy Engineering Limited</li> <li>ii) Saraswati Sugar Mills Limited</li> <li>iii) Isgec Covema Limited</li> <li>iv) Isgec Engineering &amp; Projects Limited</li> <li>v) Isgec Hitachi Zosen Limited</li> <li>vi) Isgec SFW Boilers Private Limited</li> <li>vii) Free Look Software Private Limited</li> <li>viii) Isgec Titan Metal Fabricators Private Limited</li> <li>ix) Isgec Redecam Enviro Solutions Private Limited</li> </ul>
Chairman/Member of Committee of the Board of Companies of which he is a Director	<p><b>The Yamuna Syndicate Limited</b> Member -Audit Committee Member -Nomination &amp; Remuneration Committee Member - Stakeholders Relationship and Grievances Committee</p> <p><b>Isgec Heavy Engineering Limited</b> Member -Audit Committee Member - Corporate Social Responsibility Committee Member- Risk Management Committee</p> <p><b>Saraswati Sugar Mills Limited</b> Member- Stakeholders Relationship and Grievances Committee Member- Corporate Social Responsibility Committee</p> <p><b>Isgec Hitachi Zosen Limited</b> Chairman- Corporate Social Responsibility Committee</p>
Shareholding in the Company	60,859 shares (19.80%)



**19. Instructions for attending the AGM through VC/OAVM:**

- (a) Members who wish to attend this AGM through VC/OAVM are requested to login to the e-voting system of NSDL at <https://www.evoting.nsdl.com/> under ‘**Shareholder / Member - Login**’ by using their remote e-voting user ID and password. Thereafter, click on the link appearing under ‘**Join General Meeting**’ against the Electronic Voting Event Number (‘EVEN’) of the Company.
- (b) The Members who do not have their user ID and password for remote e-voting or have forgotten their user ID and / or password may retrieve the same by following the instructions given under (Note no. 20). Further the members can also use the OTP based login for logging into the e-voting system of NSDL.
- (c) The facility for the Members to join this AGM through VC / OAVM will be available from 30 minutes before the time scheduled for the meeting and may close not earlier than 30 minutes after the commencement of the meeting. The facility of participation at the AGM through VC/OAVM will be made available for maximum 1000 participants, on first come first served basis. However, this number does not include the large Members i.e. Members holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship and Grievances Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (d) Members are requested to login to the NSDL e-voting system using their laptops / desktops / tablets with stable Wi-Fi or LAN connection for better experience. Members logging in from mobile devices or through laptops / desktops / tablets connecting via mobile hotspot or with low bandwidth, may experience audio / video loss due to fluctuation in their respective network.
- (e) The Members who would like to express their views or ask questions during the AGM will be required to register themselves as speaker by sending e-mail to the Company at [companysecretary@yamunasyndicate.com](mailto:companysecretary@yamunasyndicate.com) from their registered e-mail address, mentioning their name, DP ID and Client ID/folio number and mobile number. Only those Members who have registered themselves as speaker by 10.00 a.m. on Saturday, September 19, 2020 will be able to speak at the meeting.

Further, Members who would like to have their questions/queries responded to during the AGM are requested to send such questions/queries in advance within the aforesaid date and time, by following similar process as stated above. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

- (f) Members who hold shares in the physical form or who have not registered their e-mail addresses with the Company or with the Depositories and wish to participate in the AGM or cast their votes through remote e-voting or e-voting during the meeting, may obtain their user ID and password by sending scanned copies of (i) signed request letter mentioning their name and DP ID and Client ID / folio number, (ii) share certificate(front and back) / self-attested client master or consolidated demat account statement, (iii) self-attested PAN Card, and (iv) any self-attested proof of their address (e.g. Driving License, Aadhaar Card etc.), with a copy email to the Company at [companysecretary@yamunasyndicate.com](mailto:companysecretary@yamunasyndicate.com)
- (g) In case the Members require any technical assistance with respect to attending the meeting or voting during the meeting, they may contact the helpline numbers mentioned in the General Guideline for the Members for remote e-voting.

**20. The instructions for the Members for remote e-voting and e- voting at the AGM are as under:-**

**A. Remote e-voting (Voting through Electronic means)**

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 Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020 and May 5, 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 entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. 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 NSDL.

A member may exercise his/her vote at the AGM by electronic means and the Company may pass any resolutions by electronic voting system in accordance with the provisions of the aforesaid Rule.

**The remote e-voting period will begin on September 21, 2020, Monday, at 09:00 A.M. (IST) and will end on September 23, 2020, Wednesday, at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.**

Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **September 17, 2020 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.

The Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.

The Board appointed Mr. Rajinder Kumar Bhalla (Membership no. A-10525) Practicing Company Secretary and in his absence Mr. Himanshu Bajaj (Membership no. F-091050) Practicing Chartered Accountant as scrutinizer to scrutinize the e-voting process (votes cast during the AGM and votes cast through remote e-voting) of ensuing Annual General Meeting in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM, in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.

The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.yamunasyndicate.com](http://www.yamunasyndicate.com) and on the website of NSDL immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the Bombay Stock Exchange at [www.bseindia.com](http://www.bseindia.com) where the shares of Company are listed.

The recorded transcript of the AGM shall, as soon as possible, be made available on the website of the Company [www.yamunasyndicate.com](http://www.yamunasyndicate.com).

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Other instructions relating to e-voting are as under:

**(I) For the Members whose email IDs are registered with the Company/Depository Participant(s):**

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

1. Visit the e-voting website of NSDL. Open the web browser by typing the URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which available under ‘Shareholders section’.
3. 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.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. 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. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. 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](http://www.evoting.nsdl.com).
  - b. **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button. After your click, Home page of e-voting will open.

**Step 2: 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 company for which you wish to cast your vote.
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 resolutions, you will not be allowed to modify your vote.

**(II). For the Members whose email IDs are not registered with the Company/Depository Participant(s):**

1. In case shares are held in physical mode please provide Folio No., Name of Member, 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 [companysecretary@yamunasyndicate.com](mailto:companysecretary@yamunasyndicate.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [companysecretary@yamunasyndicate.com](mailto:companysecretary@yamunasyndicate.com)

**B. Instructions for E-voting at the AGM are as under:-**

- (i). The procedure for e-voting at the AGM is same as the instructions mentioned above for remote e-voting.
- (ii). Only those Members, 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.
- (iii). Members 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.
- (iv). 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 persons as mentioned in the General Guideline for the Members.

**General Guidelines for the Members:**

- (i) Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG 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 [rkbhallacs@yahoo.com](mailto:rkbhallacs@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (ii). 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](http://www.evoting.nsdl.com) to reset the password.
- (iii). 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asstt. Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, at the designated email id – [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [SoniS@nsdl.co.in](mailto:SoniS@nsdl.co.in) or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with the voting by electronic means.

By Order of the Board of Directors  
For The Yamuna Syndicate Limited

Place : Yamunanagar- 135 001, Haryana  
Dated : August 31, 2020

(Ashish Kumar)  
Company Secretary

## The Yamuna Syndicate Limited-AGM Notice 2019-20

### ANNEXURE TO THE NOTICE DATED AUGUST 31, 2020

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 (SS-2) ON “GENERAL MEETINGS”.

##### **Item No. 4:**

- a) The Board, on the recommendation of the Nomination and Remuneration Committee, has approved appointment of Mr. Kapil Bhalla (DIN: 00758498), as an Additional Non-Executive Independent Director with effect from November 14, 2019. In terms of Section 161 (1) of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rule, 2014, Mr. Kapil Bhalla holds office upto the date of this Annual General Meeting, but is eligible for appointment as Director.
- b) Mr. Kapil Bhalla, has given a declaration to the Board that he meets with the criteria of independence as provided under Section 149 (6) of the Act.
- c) A notice in writing under Section 160 of the Companies Act, 2013 has been received from a member, signifying his intention to propose the appointment of Mr. Kapil Bhalla as Independent Director.
- d) In the opinion of the Board, Mr. Kapil Bhalla, is a person of integrity, possess the relevant expertise and experience and his association would be of immense benefit to the Company. He fulfills the conditions specified in the said Act and the rules made thereunder and is independent of the management of the Company. In terms of Section 149 of the Companies Act, 2013, an independent director can hold office for two terms of upto 5 consecutive years each on the board of a Company. Further, in terms of Section 149(13) of the said Act, Independent Directors are not liable to retire by rotation.
- e) In view of above, the Board proposes to appoint Mr. Kapil Bhalla, as Non-Executive Independent Director of the Company for his first term effective from November 14, 2019 (i.e. date of appointment as Additional Director) until the conclusion of Annual General Meeting to be held to consider the Accounts for the financial year ending March 31, 2024.
- f) Copy of the draft letter of appointment of Mr. Kapil Bhalla, as an Independent Director is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day till the date of AGM.
- g) Apart from Mr. Kapil Bhalla, who is interested himself, no other Director and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.
- h) Pursuant to Regulation 36(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on “General Meetings”, the particulars of Mr. Kapil Bhalla, are given hereunder:-

Name of the Director	Mr. Kapil Bhalla
Date of Birth	24.07.1956
Age (in years)	64
Date of Appointment	14.11.2019
Qualification	Chartered Accountant
Relationships between Directors, Manager or other Key Managerial Personnel	None
Board position held	Non-Executive Independent Director

## The Yamuna Syndicate Limited-AGM Notice 2019-20

Terms and conditions of appointment	As per Resolution given in Notice
Nature of his expertise in specific function areas along with experience (in years)	Over 40 years experience in managing organizations, finance, and having specialization in dealing with investors and consumers and in advising companies for capital raising strategies and business planning.
Number of Meetings of the Board attended during the year	1 (One)
Other Directorship	-Investrade Securities India Pvt. Ltd. -Stocktrade Securities Pvt. Ltd.
Chairperson/ Member of Committee of the Board of Companies in which he is a Director	The Yamuna Syndicate Limited -Member, Audit Committee -Member, Nomination & Remuneration Committee
Shareholding in the Company	Nil

### **Item No. 5:**

- a) The Board, on the recommendation of the Nomination and Remuneration Committee, has approved appointment of Mrs. Vandana Gupta (DIN: 08772740), as an Additional Non-Executive Independent Director with effect from June 27, 2020. In terms of Section 161 (1) of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rule, 2014, Mrs. Vandana Gupta holds office upto the date of this Annual General Meeting but is eligible for appointment as Director.
- b) Mrs. Vandana Gupta, has given a declaration to the Board that she meets with the criteria of independence as provided under Section 149 (6) of the Act.
- c) A notice in writing under Section 160 of the Companies Act, 2013 has been received from a member, signifying his intention to propose the appointment of Mrs. Vandana Gupta as Independent Director.
- d) In the opinion of the Board, Mrs. Vandana Gupta, is a person of integrity, possess the relevant expertise and experience and her association would be of immense benefit to the Company. She fulfills the conditions specified in the said Act and the rules made thereunder and is independent of the management of the Company. In terms of Section 149 of the Companies Act, 2013, an independent director can hold office for two terms of upto 5 consecutive years each on the board of a Company. Further, in terms of Section 149(13) of the said Act, Independent Directors are not liable to retire by rotation.
- e) In view of above, the Board proposes to appoint Mrs. Vandana Gupta, as Non-Executive Independent Director of the Company for her first term effective from June 27, 2020 (i.e. date of appointment as Additional Director) until the conclusion of Annual General Meeting to be held to consider the Accounts for the financial year ending March 31, 2024.
- f) Copy of the draft letter of appointment of Mrs. Vandana Gupta, as an Independent Director is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.
- i) Apart from Mrs. Vandana Gupta, who is interested herself, no other Director and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

## The Yamuna Syndicate Limited-AGM Notice 2019-20

- g) Pursuant to Regulation 36(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on “General Meetings”, the particulars of Mrs. Vandana Gupta, are given hereunder:-

Name of the Director	Mrs. Vandana Gupta
Date of Birth	13.06.1962
Age (in years)	58
Date of Appointment	27.06.2020
Qualification	Post Graduate
Relationships between Directors, Manager or other Key Managerial Personnel	None
Board position held	Non-Executive Independent Director
Terms and conditions of appointment	As per Resolution given in Notice
Nature of her expertise in specific function areas along with experience (in years)	Over 20 years experience in Teaching, Administration and Management.
Number of Meetings of the Board attended during the year	Nil
Other Directorship	Nil
Chairperson/ Member of Committee of the Board of Companies in which she is a Director	Nil
Shareholding in the Company	Nil

### **Item No. 6:**

- a) The Board, on the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Mr. Kishore Chatnani (DIN: 07805465), as Non-Executive Non-Independent Director with effect from June 27, 2020. In terms of Section 161 (1) of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rule, 2014, Mr. Kishore Chatnani holds office upto the date of this Annual General Meeting, but is eligible for appointment as Director.
- b) A notice in writing under Section 160 of the Companies Act, 2013 has been received from a member, signifying his intention to propose the appointment of Mr. Kishore Chatnani as Non-Executive Director.
- c) Mr. Kishore Chatnani is Key Managerial Personnel (Chief Financial Officer) of our Associate Company Isgec Heavy Engineering Ltd. In the opinion of the Board, Mr. Kishore Chatnani, is a person of integrity, possess the relevant expertise and experience and his association would be of immense benefit to the Company.
- d) In view of above, the Board proposes to appoint Mr. Kishore Chatnani, as Non-Executive Non-Independent Director, liable for retirement by rotation at every Annual General Meeting.

## The Yamuna Syndicate Limited-AGM Notice 2019-20

- e) Apart from Mr. Kishore Chatnani, who is interested himself, no other Director and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.
- f) Pursuant to Regulation 36(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on “General Meetings”, the particulars of Mr. Kishore Chatnani, are given hereunder:-

Name of the Director	Mr. Kishore Chatnani
Date of Birth	20.06.1966
Age (in years)	54
Date of Appointment	27.06.2020
Qualification	Graduate in Engineering and MBA in Finance
Relationships between Directors, Manager or other Key Managerial Personnel	None
Board position held	Non-Executive Non-Independent Director
Terms and conditions of appointment	As per Resolution given in Notice
Nature of his expertise in specific function areas along with experience (in years)	Over 30 years experience in Investment Management, Treasury operations, Forex Risk Management, Project Risk Management and Trade Finance.
Number of Meetings of the Board attended during the year	Nil
Other Directorship	Isgec Exports Limited
Chairperson/ Member of Committee of the Board of Companies in which he is a Director	Nil
Shareholding in the Company	54 Shares ( 0.02%)

By Order of the Board of Directors  
For The Yamuna Syndicate Limited

Place : Yamunanagar- 135 001, Haryana  
Dated : August 31, 2020

(Ashish Kumar)  
Company Secretary



**KYC FORM**  
**(Only for physical shareholding)**

To,

Date: \_\_\_\_\_

**M/s. Alankit Assignment Ltd.**

Alankit House, 4E/2, Jhandewalan Extn.,  
New Delhi-110055

Folio No. \_\_\_\_\_

No of Shares: \_\_\_\_\_

Dear Sir/ Madam,

**Unit : The Yamuna Syndicate Limited**

We wish to update the KYC and in this matter are forwarding herewith the required supporting documents by ticking in the appropriate checkbox below

**A. For registering PAN of the registered and/ or joint shareholders (as applicable)**

Registered Shareholder       Joint holder 1       Joint holder 2       Joint holder 3

Please attach self- attested legible copy of PAN card

**B. For registering Bank details of the registered shareholder (First named Shareholder only)**

**1. In cases wherein the original cancelled cheque leaf has the shareholder's name printed**

Original cancelled cheque leaf

**2. In cases wherein the cancelled cheque leaf does NOT contain the shareholder's name printed on it**

Bank Passbook/ Bank Statement

Please note that bank passbook/ Bank Statement should be duly attested by the officer of the same bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.

**C. For updating the Specimen Signature of the registered and/ or joint shareholders**

**1. In cases wherein the original cancelled cheque leaf has the shareholder's name printed**

Original cancelled cheque leaf       Banker verification

**2. In cases wherein the cancelled cheque leaf does NOT contain the shareholder's name printed on it**

Bank Passbook/ Bank Statement       Banker verification

Please note that Bank passbook/ Bank Statement should be duly attested by the officer of the same bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.

**D. For Updating the email id for the purpose of receiving all communications in electronic mode**

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**E. For Updating the Mobile No.**

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I /We hereby state that the above mentioned details are true and correct and we consent towards updating the particulars based on the self-attested copies of the documents enclosed with this letter by affixing my/our signature(s) to it

Sign: \_\_\_\_\_  
Registered holder

Sign: \_\_\_\_\_  
Joint holder 1

Sign: \_\_\_\_\_  
Joint holder 2

Sign: \_\_\_\_\_  
Joint holder 3