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**The Yamuna Syndicate Limited**

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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)

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**POSTAL BALLOT NOTICE**

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the “Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the “Rules”) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (SEBI amended Listing Regulations), as amended from time to time and other applicable laws and regulations, that the Resolutions appended below are proposed to be passed by the Members through Postal Ballot including voting by electronic means.

The Explanatory Statement under Section 102 of the Companies Act, 2013 read with rules made thereunder is annexed, hereto, setting out the material facts and the reasons for the Resolutions, for your consideration.

The Board of Directors of the Company has appointed Mr. Rajinder Kumar Bhalla (Membership no.A-10525) a Practicing Company Secretary, as scrutinizer for conducting the Postal Ballot (Physical and e-voting) process in a fair and transparent manner.

In compliance with the provision of Section 108 and 110 of the Act read with Rule 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) read with para 16 of the Secretarial Standard on General Meeting (“SS-2”), the Company is also offering remote e-voting facility arranged by National Securities Depository Limited (NSDL) to all its Members to enable them to cast their votes electronically on all resolutions. Members are requested to follow the procedure as stated in the Notes printed overleaf the Postal Ballot Form for casting of votes by remote e-voting.

Members are requested to carefully read the instructions printed on this Postal Ballot Notice and the Postal Ballot Form and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed postage-prepaid self-addressed Business Reply Envelope, so as to reach the Scrutinizer, at the Registered Office of the Company at Radaur Road, Yamunanagar-135001, Haryana, on or before 5:00 p.m. (IST) on Saturday, March 16, 2019, which is last date for receipt of completed Postal Ballot Forms. Postal Ballot Form(s) received after this date and time will be considered as invalid.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through remote e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman of the Company. The result of the Postal Ballot will be announced on Monday, March 18, 2019 at 5:00 p.m. at the Registered Office of the Company. After declaration, the result of the Postal Ballot will be intimated to the BSE Limited at [www.bseindia.com](http://www.bseindia.com), where the shares of the Company are listed. Additionally, the result shall be displayed at the Registered Office of the Company and on the Company's website viz: [www.yamunasyndicate.com](http://www.yamunasyndicate.com) The result of the Postal Ballot shall also be communicated through Newspaper Advertisement.

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In accordance with Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, the resolutions as set out below, if approved with the requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot forms or remote e-voting i.e. March 16, 2019.

**SPECIAL BUSINESS:****Item No. 01:****Continuation of the directorship of Mr. Ranjit Puri, Non-Executive Director of the Company:**

To consider and, if though fit, to pass through Postal Ballot, the following resolution as a Special Resolution:-

**“RESOLVED AS A SPECIAL RESOLUTION THAT,** pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, including any statutory modifications or re-enactment thereof for the time being in force, approval of the Members be and is hereby accorded to Mr. Ranjit Puri (DIN: 00052459), Non-Executive Director, who has already attained the age of 75 years to continue as Non-Executive Director of the Company on and after April 01, 2019. Mr. Ranjit Puri is liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above Resolution.”

**Item No. 02:****Continuation of the directorship of Mr. Dev Datt Sharma, Non-Executive Independent Director of the Company:**

To consider and, if though fit, to pass through Postal Ballot, the following resolution as a Special Resolution:-

**“RESOLVED AS A SPECIAL RESOLUTION THAT,** pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, approval of the Members be and is hereby accorded to Mr. Dev Datt Sharma (DIN: 00269699), Non-Executive Independent Director, who has already attained the age of 75 years to continue as an Independent Director of the Company on and after April 01, 2019 till the expiry of his present term, i.e. up to the conclusion of Annual General Meeting to be held in year 2019.

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**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

**Item No. 03:**

**Continuation of the directorship of Mrs. Reva Khanna, Non-Executive Independent Director of the Company:**

To consider and, if though fit, to pass through Postal Ballot, the following resolution as a Special Resolution:-

“**RESOLVED AS A SPECIAL RESOLUTION THAT**, pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, approval of the Members be and is hereby accorded to Mrs. Reva Khanna (DIN: 00413270), Non-Executive Independent Director, who has already attained the age of 75 years to continue as an Independent Director of the Company on and after April 01, 2019 till the expiry of her present term, i.e. up to the conclusion of Annual General Meeting to be held in year 2022.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

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

Registered Office:  
Radaur Road, Yamunanagar-135001, Haryana.  
Dated: February 09, 2019  
Place: Yamunanagar-135001, Haryana

(Ashish Kumar)  
Company Secretary

**The Yamuna Syndicate Limited**

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**Notes:**

1. The Postal Ballot Notice along with the Postal Ballot Form is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent to them by permitted mode, along with a postage-prepaid self-addressed Business Reply Envelope. This Notice will be available on the Company's website [www.yamunasyndicate.com](http://www.yamunasyndicate.com)
2. Members whose names appear on the Register of Members / List of Beneficial Owners as on February 09, 2019 will be considered for the purpose of voting.
3. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the Members.
4. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Physical Form may download the Postal Ballot Form attached in the e-mail or from the link [www.evoting.nSDL.com](http://www.evoting.nSDL.com) or from the Company's website [www.yamunasyndicate.com](http://www.yamunasyndicate.com)
5. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to [www.yamunasyndicate.com](http://www.yamunasyndicate.com) or [rta@alankit.com](mailto:rta@alankit.com). The Registrar/Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on February 09, 2019.
7. A Member cannot exercise his vote by proxy on postal ballot.
8. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5.00 p.m. IST) on Saturday, March 16, 2019. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 5.00 p.m. IST on Saturday, March 16, 2019 it will be considered that no reply from the Member has been received.
9. The Scrutinizer will submit his combined report to the Chairman after the completion of scrutiny of Postal Ballot Form and votes cast through remote e-voting and the combined result will be announced on Monday, March 18, 2019 at 5.00 p.m. and will be displayed at the Registered Office of the Company and on the website of the Company i.e. [www.yamunasyndicate.com](http://www.yamunasyndicate.com) besides being communicated to the stock exchanges on the said date.

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10. The last date for the receipt of duly completed Postal Ballot Forms or e-voting i.e. March 16, 2019 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
11. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot /e-voting i.e. March 16, 2019.
12. Member are requested to notify changes in address, if any, in case of shares held in Electronic form to the concerned Depository Participant and in case of Physical shares to the Registrar and Transfer Agent of the Company.

**INSTRUCTIONS FOR VOTING:**

Kindly note that each Member can opt for only one mode for voting i.e. either by Physical Ballot or by E-Voting. If you opt for E-Voting, then please do not vote by Physical Ballot and vice versa. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through E-Voting shall prevail and Physical Voting of that Member shall be treated as invalid notwithstanding whichever option is exercised first.

**PHYSICAL VOTING:**

Members are requested to refer to the instructions printed behind the Postal Ballot Form for exercising their vote in physical form.

**E-VOTING:**

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-Voting facility as an alternate, for its Members, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The Company has engaged National Securities Depository Limited ('NSDL'), to provide E-Voting facility to its Members. E-Voting is optional. The E-Voting period begins on Friday, February 15, 2019 at 9:00 A.M. and ends on Saturday, March 16, 2019 at 5:00 P.M. The E-Voting module shall be disabled by NSDL for voting after 5:00 P.M on Saturday, March 16, 2019. During this period, the Members of the Company, holding shares in Physical form or in Demat form, as on the cut-off date viz. February 09, 2019, may cast their vote electronically. Once the vote on a resolution is cast by the Member, the Member is not allowed to change it subsequently.

- i) The process and manner for remote e-voting are as under: NSDL e-Voting system consists of “Two Steps” which are mentioned below:

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- (a) 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.
- (b) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholders' section.
- (c) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you 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.*

- (d) 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 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:
- (i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- (ii) 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.

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- (e) Your password details are given below:
- (i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - (ii) 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.
  - (iii) How to retrieve your 'initial password'?
    - (iiia). If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (iiib). 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:
    - (i) 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).
    - (ii) **Physical User: Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - (iii) 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.
  - (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.

**B. Step 2: cast your vote electronically on NSDL e-Voting system:**

- (a) 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.
- (b) 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.

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- (c) Select “EVEN” of company for which you wish to cast your vote.
- (d) Now you are ready for e-Voting as the Voting page opens.
- (e) 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.
- (f) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (h) Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

**II 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 [rkbhallacs@yahoo.com](mailto:rkbhallacs@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](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).

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013****Item No. 01:**

Mr. Ranjit Puri, Non-Executive Director, whose term of office is liable to retire by rotation, was re-appointed as Director by Shareholders in their 63<sup>rd</sup> Annual General Meeting held on September 9, 2017.

Mr. Ranjit Puri is 78 years old. In view of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from April 01, 2019, a listed entity is required to obtain the approval of Members by way of Special Resolution to appoint or continue the directorship of any non-executive director, who has attained the age of seventy five years.

In order to continue the directorship of Mr. Ranjit Puri, Non-Executive Director, with effect from April 01, 2019, the Board of Director at its meeting held on February 08, 2019 recommended to obtain approval of shareholders by way of special resolution through Postal Ballot process.



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All the existing terms and conditions of appointment of Mr. Ranjit Puri, Non-Executive Director, shall remain unchanged.

The terms and conditions of appointment of Mr. Ranjit Puri, Non-Executive Director shall be open for inspection by the Members at the registered office of the Company during business hours on any working day.

The Board of Directors recommended the Resolution at Item No. 1 of the Notice for approval of Members by Special Resolution.

Apart from Mr. Ranjit Puri, who is interested himself, Mr. Aditya Puri, Director, being son of Mr. Ranjit Puri, is interested in this resolution. Apart from them none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

**Item No. 02:**

Mr. Dev Datt Sharma, Non-Executive Independent Director was re-appointed by the Shareholders in their 63<sup>rd</sup> Annual General Meeting held on September 9, 2017, for second term to hold office until the conclusion of Annual General Meeting to be held in this year 2019.

Mr. Dev Datt Sharma is 83 years old. In view of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from April 01, 2019, a listed entity is required to obtain the approval of Members by way of Special Resolution to appoint or continue the directorship of any non-executive director, who has attained the age of seventy five years.

In order to continue the directorship of Mr. Dev Datt Sharma, Non-Executive Independent Director, with effect from April 01, 2019, the Board of Director at its meeting held on February 08, 2019 recommended to obtain approval of shareholders by way of special resolution through Postal Ballot process.

All the existing terms and conditions of re-appointment of Mr. Dev Datt Sharma, Non-Executive Independent Director, shall remain unchanged.

The terms and conditions of re-appointment of Mr. Dev Datt Sharma shall be open for inspection by the Members at the registered office of the Company during business hours on any working day.

The Board of Directors recommended the Resolution at Item No. 2 of the Notice for approval of Members by Special Resolution.

Apart from Mr. Dev Datt Sharma, none of the Director/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in said resolution.

**Item No. 03:**

Mrs. Reva Khanna, Non-Executive Independent Director was appointed by the Shareholders in their 64<sup>th</sup> Annual General Meeting held on August 7, 2018, for first term to hold office until the conclusion of Annual General Meeting to be held in this year 2022.

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Mrs. Reva Khanna is 76 years old. In view of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from April 01, 2019, a listed entity is required to obtain the approval of Members by way of Special Resolution to appoint or continue the directorship of any non-executive director, who has attained the age of seventy five years.

In order to continue the directorship of Mrs. Reva Khanna, Non-Executive Independent Director, with effect from April 01, 2019, the Board of Director at its meeting held on February 08, 2019 recommended to obtain approval of shareholders by way of special resolution through Postal Ballot process.

All the existing terms and conditions of appointment of Mrs. Reva Khanna, Non-Executive Independent Director, shall remain unchanged.

The terms and conditions of appointment of Mrs. Reva Khanna shall be open for inspection by the Members at the registered office of the Company during business hours on any working day.

The Board of Directors recommended the Resolution at Item No. 3 of the Notice for approval of Members by Special Resolution.

Apart from Mrs. Reva Khanna, none of the Director/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in said resolution.

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

Registered Office:  
Radaur Road, Yamunanagar-135001, Haryana.  
Dated: February 09, 2019  
Place: Yamunanagar-135001, Haryana.

(Ashish Kumar)  
Company Secretary