



## The Yamuna Syndicate Limited

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

CIN: L24101HR1954PLC001837 Ph.: +91-1732-255479,

E-mail : companysecretary@yamunasyndicate.com

Website : www.yamunasyndicate.com

### NOTICE

**NOTICE** is hereby given that the 70<sup>th</sup> (Seventh) Annual General Meeting ('AGM') of the Members of The Yamuna Syndicate Limited ('the Company') will be held on Friday, **August 30, 2024, at 11:00 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. Adoption of Audited Standalone Financial Statements:**

To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.

##### **2. Adoption of Audited Consolidated Financial Statements:**

To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Auditors thereon.

##### **3. Declaration of Dividend:**

To declare final dividend of Rs. 400/-(four hundred) per Equity Share of Rs. 100/- each, as recommended by Board of Directors, for the financial year ended March 31, 2024.

##### **4. Appointment of Mr. Ranjit Puri (DIN: 00052459) as Director, liable to retire by rotation :**

To appoint a Director in place of Mr. Ranjit Puri (DIN: 00052459), who retires by rotation and being eligible, offers himself for re-appointment.

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

##### **5. Re-appointment of Mr. Kapil Bhalla (DIN: 00758498) as an Independent Director:**

To consider and if thought fit, to pass with or without

modification, the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mr. Kapil Bhalla (DIN: 00758498), who was appointed as an Independent Director of the Company for a first term with effect from November 14, 2019 upto conclusion of 70<sup>th</sup> Annual General Meeting dated August 30, 2024 and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed there-under and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, based on recommendation of the Nomination & Remuneration Committee and the Board of Directors, to hold office, not liable to retire by rotation, for a second term of 5 (five) consecutive years from the conclusion of this 70<sup>th</sup> Annual General Meeting dated August 30, 2024 upto and including August 29, 2029 or until the conclusion of the 75<sup>th</sup> Annual General Meeting of the Company, to be held in the year 2029, whichever will be earlier. for the office not 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".

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### **6. Payment of Commission to Non- Executive Directors:**

To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** in accordance with the provision of Section 149, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Rules framed under the Act and subject to all applicable approval(s) as may be required, the Non-Executive Directors, in addition to sitting fees for attending the meetings of the Board of Directors/ Committees, be collectively paid a commission of 1% (one percent) per annum of the net profits of the Company for a period of 5 years from April 01, 2024, computed in the manner referred to in sub-section (1) of Section 198 of the Act, which shall be distributed to each such Director equally.

**RESOLVED FURTHER THAT** if the amount of such commission of any relevant financial year, exceeds Rs. 25,000/- per annum for each such Director, then each such Director shall be paid Rs. 25,000/- per annum instead of the amount determined on the basis of 1% of the net profits.

**RESOLVED FURTHER THAT** if any such Director has held that office for a shorter period in any relevant year, he/she shall be paid the commission proportionately for that period.”

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

Place: Yamunanagar- 135 001(Hry.) (Ashish Kumar)  
Dated: August 2, 2024 Company Secretary

### **Notes:**

1. The Ministry of Corporate Affairs, Government of India (“MCA”) has vide its General Circular No. 9/2023 dated September 25, 2023, read with earlier issued Circular No.14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No.21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 (collectively

referred to as “MCA Circulars”) allowing, inter-alia, conducting of AGMs through Video Conferencing/Other Audio Visual Means (“VC/ OAVM”) facility on or before September 30, 2024, in accordance with the requirements provided in paragraphs 3 and 4 of the Circular dated May 05, 2020. The Securities and Exchange Board of India (“SEBI”) has also provided relaxations from compliance with certain provisions of the Listing Regulations vide its Circular No. SEBI/HO/CFD/CFD PoD-2/P/CIR/2023/167 dated October 7, 2023 (“SEBI Circular”), in lines with aforesaid MCA Circulars.

In compliance with the applicable provisions of the Companies Act, 2013, MCA Circulars and applicable provisions of the SEBI Circulars, the 70<sup>th</sup> AGM of the Members of the Company is being held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.

2. Since this General Meeting is held through VC/OAVM the physical attendance of members is dispensed with and no proxies would be accepted by the Company pursuant to the relevant MCA & SEBI Circulars.
3. No attendance slip/route map has been sent along with this Notice as the meeting is held through VC/OAVM.
4. Members who are Shareholders as on Friday, August 23, 2024 can join the AGM 30 minutes before the commencement of the AGM and till the time of the conclusion of the Meeting by following the procedure mentioned in this Notice.
5. The facility of participation at the AGM through VC/OAVM will be available for 1000 members on first come first served basis. However, attendance of members holding more than 2% of the shares of the Company, Institutional Investors as on Friday, August 23, 2024 and Directors and Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, the Stakeholders Relationship and Grievances Committee and Auditors will not be restricted on first come first serve basis.
6. Members attending the Meeting through VC/OAVM will be counted for the purposes of reckoning of Quorum under Section 103 of the Companies Act, 2013.
7. In Compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the

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Annual Report 2023-24 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. MCA and SEBI have dispensed with the requirement of printing and sending physical copies of the Annual Report and the Notice of AGM. The members may note that the Notice calling the AGM has been uploaded on the website of the Company at <https://www.yamunasyndicate.com/YamunaSyndicateNotices.html> and the complete Annual Report has been uploaded on the website of the Company at <https://www.yamunasyndicate.com/YamunaSyndicateAnnualResults.html> 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 an advertisement in the newspapers containing the details about the AGM i.e. the conduct of AGM through VC/OAVM, date and time of AGM, availability of notice of the AGM along with Annual Report 2023-24 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 Assignments Limited (RTA).

### 8. Book Closure:

The Register of Members and Share Transfer Books of the Company shall remain closed from **Saturday, August 24, 2024 to Friday, August 30, 2024 (both days inclusive)**.

### 9. Investor's service request:

(a) SEBI, vide its circular dated November 3, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, email address, mobile number, and bank account details), specimen Signature and Nomination details by shareholders holding shares in Physical mode through prescribed Form ISR-1, Form ISR-2 and Form ISR-3/SH-13 (as applicable) available on the website of the Company at <https://www.yamunasyndicate.com/YamunaSyndicateInvestorServiceRequest.html>

In terms of above-mentioned SEBI Circulars, the Company/RTA are directed not to process any service

requests or complaints received from the Shareholders/claimants till PAN and other aforesaid KYC documents/details are updated in their folio(s) and effective from April 01, 2024, dividend would be withheld and shall be paid only through electronic mode upon furnishing all the aforesaid documents/details in entirety.

In view of above, physical shareholders are requested to submit aforesaid KYC forms, if not submitted earlier, alongwith Self-attested scanned copy of PAN card and one document in support of registered address of the Member with the Company and a cancelled cheque with pre-printed account number bearing the name of the member of first holder, to RTA of the Company M/s. Alankit Assignments Ltd., either by email at [kycupdate@alankit.com](mailto:kycupdate@alankit.com) / [virenders@alankit.com](mailto:virenders@alankit.com) or by post to M/s. Alankit Assignments Ltd. (Unit : The Yamuna Syndicate Ltd.), Alankit Heights, 205-208, Anarkali Complex, Jhandewalan Extn. New Delhi-110055.

(b) Those Members who have not yet registered their email address are requested to get their email addresses registered to enable servicing of notices / documents/Annual Reports electronically to their email address, by following the procedure given below:-

i. In case the shares held in electronic form, such Members are requested to register/update their email addresses, bank particulars and mobile numbers with their respective Depository Participants; where Demat account is being maintained.

ii. In case the shares held in physical form, such Members are to furnish KYC Forms (as applicable) to RTA, M/s. Alankit Assignments Ltd., as detailed in para 9(a) above.

(c) SEBI has mandated that securities of listed companies shall be transferred only in dematerialized form with effect from April 01, 2019. The SEBI has further clarified that listed companies shall issue the securities only in demat mode while processing investor service requests pertaining to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/ folios, transmission, transposition etc.

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In view of the above and to avail various benefits of dematerialization, physical shareholders are advised to convert their physical shares in electronic form.

10. SEBI has established a common Online Dispute Resolution Portal (ODR Portal) for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal: <https://smartodr.in/> login and the same can also be accessed through the Company's Website at [https://www.yamunasyndicate.com/OnlineDisputeResolution\(ODR\)MechanismforInvestors.html](https://www.yamunasyndicate.com/OnlineDisputeResolution(ODR)MechanismforInvestors.html)

### 11. Payment of Dividend:

- (a) Final Dividend on Equity Shares for the financial year ended March 31, 2024, will be paid after declaration by the members in the AGM.
- (b) The Company has fixed Friday, August 23, 2024 as "Record Date" for determining entitlement of members to Dividend for the financial year ended March 31, 2024.
- (c) Dividend income will be taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to the shareholders at the prescribed rates. A note for Instructions on Tax Deduction at Source on dividend income is being forwarded along with this Notice.
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 and the relevant documents referred to in the accompanying Notice and the Explanatory Statement will be made available electronically for inspection by members of the Company, up to the date of the AGM. Members seeking to inspect such documents can send an email at [companysecretary@yamunasyndicate.com](mailto:companysecretary@yamunasyndicate.com)

### 13. 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 RTA Alankit Assignments Ltd. (Email : [rta@alankit.com](mailto:rta@alankit.com))

and/or the Company Secretary (Email : [companysecretary@yamunasyndicate.com](mailto:companysecretary@yamunasyndicate.com)) 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, will be transferred to IEPF, as per Section 124 of the Companies Act, 2013. Shares on which dividend remains unclaimed for seven consecutive years will also be transferred to IEPF as per Section 124 of the Companies Act, 2013 and applicable rules.

Details of the unclaimed dividend and particulars with respect to corresponding shares due for transfer to IEPF are available on the Company's website at : <https://www.yamunasyndicate.com/UnclaimedDividends.html>

14. Members seeking any information with regard to accounts or any matter placed at the AGM, are requested to write to the Company on or before Friday, August 23, 2024 through email at [companysecretary@yamunasyndicate.com](mailto:companysecretary@yamunasyndicate.com) or [cfo@yamunasyndicate.com](mailto:cfo@yamunasyndicate.com). The same will be replied by the Company suitably. Please note that members queries/ questions will be responded to only if the Shareholder continues to hold the shares as on the cut-off date i.e. Friday, August 23, 2024.
15. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DPID and Client ID/folio number, PAN, mobile number to [companysecretary@yamunasyndicate.com](mailto:companysecretary@yamunasyndicate.com) on or before Friday, August 23, 2024. Those members who have registered themselves as a speaker and have received a confirmation from the Company will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
16. The information required to be provided under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, regarding the Directors who are proposed to be appointed/re-appointed and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the businesses under item 5 and 6 set out above are annexed hereto.

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### 17. E-voting:

The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Standard 2 of the Secretarial Standards on General Meetings and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means. The said facility of casting the votes by the members using electronic means will be provided by the National Securities Depository Limited (NSDL).

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 of Friday, August 23, 2024 shall be entitled to vote on the Resolutions set forth in this Notice, through facility of remote e-voting or e-voting on the day of the Meeting being provided by NSDL. The voting right of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company. Persons who are not members as on the cut-off date should treat this notice for information purposes only.

The members who have cast their vote through remote e-voting prior to the AGM may also attend the AGM through VC/OAVM but shall not be entitled to cast their vote again.

The remote e-voting period commences on Tuesday, **August 27, 2024 at 9.00 A.M.** and ends on Thursday, **August 29, 2024 at 05.00 P.M.** During this period, members of the Company holding shares either in physical or dematerialized form, as on the cut-off date of Friday, August 23, 2024, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.

#### **Instructions for e-voting during the AGM:**

The e-voting window shall be activated upon instructions of the Chairman during the AGM proceedings.

Only those Shareholders, who are present in the AGM 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 available during the AGM.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after sending the Notice through e-mail and holding shares as of the cut-off date i.e. Friday August 23, 2024, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or to the Company at [companysecretary@yamunasyndicate.com](mailto:companysecretary@yamunasyndicate.com) However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) with your details. In case of Individual Shareholders holding securities in demat mode, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday August 23, 2024 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

The detailed steps on the process and manner for remote e-voting/e-voting at the AGM and to access the VC/ OAVM facility at the AGM are as follows:

#### **Step 1: Access to NSDL e-voting system :**

#### **Step 2: Cast your vote electronically and join virtual meeting on NSDL e-voting system.**

**Details on Step 1: Access to NSDL e-voting system, are mentioned below:**

#### **I. Login method for remote e-voting and joining virtual meeting for Individual Shareholders holding securities in DEMAT MODE:**

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only

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facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

**Login Method for Individual Shareholders holding securities in demat mode with the National Securities Depository Limited (NSDL).**

### A. NSDL IDeAS facility

**(i) If you are already registered, follow the below steps:**

1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section.
3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services.
4. Click on “Access to e-voting” appearing on the left hand side under e-voting services and you will be able to see e-voting page.
5. Click on options available against company name or e-voting service provider-NSDL and you will be redirected to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting.

**(ii) If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>**

### B. e-voting website of NSDL

1. Open web browser by typing the following URL: <https://evoting.nsdl.com> either on a personal computer or on a mobile phone.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.

4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against company name or e-voting service provider – NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting.

### C. E-voting through Mobile App of NSDL

Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



**Login Method for Individual Shareholders holding securities in demat mode with the Central Depository Services (India) Limited (CDSL).**

1. Existing users who have opted for Easi/Easiest facility, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.

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4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

### Login Method for Individual Shareholders (holding securities in demat mode) logging through their depository participants

1. You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.
2. Once logging-in, you will be able to see e-Voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
3. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & e-voting during the meeting.

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

### Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depositories. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911

### II. Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

1. 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 phone.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. 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.
5. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members who hold shares in Physical Form.	EVEN (E-Voting Event Number) followed by Folio Number registered with the company  For example if folio number is 1*** and EVEN is 129397 then user ID is 1293971***

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6. Your password details are given below:
- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - If your e-mail 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'.
    - In case you have not registered your e-mail address with the Company/Depository, please follow instructions mentioned below in this notice.
- 7.If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on <https://evoting.nsdl.com>.
  - Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on <https://evoting.nsdl.com>.
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - Members can also use the One Time Password (OTP) based login for casting the votes on the e-Voting system of NSDL.
- 8.After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
- 9.Now, you will have to click on "Login" button.
- 10.After you click on the "Login" button, home page of e-voting will open.
- Details on Step 2: Cast your vote electronically and join virtual meeting on NSDL e-voting system are mentioned below:**
- How to cast your vote electronically and join General Meeting on NSDL e-voting system?
- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
  - Select EVEN "129397" to cast your vote during the remote e-voting period and casting your vote during the Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
  - Now you are ready for e-voting as the voting page opens.
  - 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.
  - Upon Confirmation, the message "Vote cast successfully" will be displayed.
  - You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  - Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice**
- In case shares are held in physical mode please provide 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 [companysecretary@yamunasyndicate.com](mailto:companysecretary@yamunasyndicate.com)



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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) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### 18. Instructions for attending the AGM through VC/OAVM:

1. The Company has appointed National Securities Depository Limited (NSDL), to provide VC/OAVM facility for the AGM.
2. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access the meeting by following the steps mentioned in this Notice for "Access to NSDL e-voting system". After successful login, you can see the link of VC/OAVM placed under Join Meeting menu against the Company name. You are requested to click on the VC/OAVM link placed under Join Meeting menu.
3. Please note that the members who do not have the User ID and Password for e-voting or have forgotten their User ID and Password may retrieve the same by following the instructions mentioned in this notice.
4. Members can participate in AGM through smart phone/laptop. However, for better experience and smooth participation, it is advisable to join the Meeting using Google Chrome, by Laptops connected through broadband.
5. Further members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop 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.

### General Guidelines for shareholders

1. 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.
2. In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://evoting.nsdl.com> or call on 022-4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com)
3. The Company has appointed Mr. Pramod Kothari, Practicing Company Secretary, (Membership No. 7091, COP No. 11532) to act as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
4. 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., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [ppdkothari71@gmail.com](mailto:ppdkothari71@gmail.com), with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

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7. Based on the report received from the Scrutinizer, the Company will submit within 2 working days to the stock exchanges details of the voting results as required under Reg. 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
6. A Member can opt for only one mode of voting i.e. either through remote e-voting or e-voting at the Meeting. If a Member has cast his vote by remote e-voting then he will not be eligible to vote at the Meeting.
7. 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, 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.
8. 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.
9. The recorded transcript of the AGM shall, as soon as possible, be made available on the website of the Company at <https://www.yamunasyndicate.com/ProceedingsofShareholdersmeetingandVotingResults.html>

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

Place: Yamunanagar- 135 001(Hry.) (Ashish Kumar)  
Dated: August 2, 2024 Company Secretary

### ANNEXURE TO THE NOTICE DATED AUGUST 1, 2024

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND AS PER SECRETARIAL STANDARD – 2 (SS – 2) ON “GENERAL MEETINGS”:

##### Item No 05:

- a) Mr. Kapil Bhalla (DIN: 00758498) was appointed as an Independent Director on the Board of the Company, with effect from November 14, 2019 for his first term, upto conclusion of this 70<sup>th</sup> AGM of the Company dated August 30, 2024.
- b) As per Section 149(10) of the Act, an Independent Director can be re-appointed for another term of upto five (5) consecutive years with the approval of the Members by special resolution.
- c) Mr. Kapil Bhalla meets with the criteria of independence under Section 149 (6) of the Act and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as per declarations given by him and possesses suitable skills & expertise. He is not disqualified for appointment as Director under Section 164 of the Act. The Company has received a notice from a member in writing under Section 160 of the Act, proposing his candidature for the office of Director.
- d) Mr. Kapil Bhalla is a Chartered Accountant and having good experience for over four decades in managing organizations, finance, and having specialization in dealing with investors and consumers and in advising companies for capital raising strategies and business planning. The Board and its committees have benefitted from his relevant specialization and expertise. In compliance with the Rule 6 of Companies (Appointment and Qualification of Directors), Rules, 2014, his name is included in the Independent Directors data bank of the Indian Institute of Corporate Affairs and he has successfully cleared online proficiency self-assessment test. He is member in Audit Committee and Nomination & Remuneration Committee of the Company. The Board considers that his continued association would be of immense benefit to the Company.
- e) Based on the recommendation of Nomination and Remuneration Committee and satisfactory report of performance evaluation of Mr. Kapil Bhalla, the Board in its meeting held on May 30, 2024 proposed re-

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appointment of Mr. Kapil Bhalla as an Independent Director for a second term of 5 (five) consecutive years from the conclusion of this 70<sup>th</sup> Annual General Meeting on August 30, 2024 upto and including August 29, 2029 or until the conclusion of the 75<sup>th</sup> Annual General Meeting of the Company, to be held in the year 2029, whichever will be earlier. The Board recommends the resolution set forth in item no. 5 of this Notice, for approved of the Members by way of Special Resolution.

- f) A copy of the draft letter for appointment of Mr. Kapil Bhalla, as an Independent Director, setting out the terms and conditions would be available for inspection in the manner specified in the Notice up to the date of the Annual General Meeting.
- g) Apart from Mr. Kapil Bhalla, who is interested himself, none of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.
- h) Brief profile of Mr. Kapil Bhalla, as required under SEBI Listing Regulations, 2015 and the Secretarial Standard – 2 and other provisions of applicable laws is annexed to this Notice.

passed in AGM held on August 10, 2019. The approval was valid upto March 31, 2024.

- b) The Board based on the recommendations of the Nomination & Remuneration Committee, proposed in its meeting dated February 14, 2024 remuneration to the Non-Executive Directors, not exceeding Rs. 25,000/- (Rupees Twenty Five Thousand only) per annum to each such Director, under threshold limit of 1% per annum of the net profits of the Company calculated in accordance with the provisions of the Companies Act, 2013, for a period of 05 years from April 01, 2024, in view of enhanced Corporate Governance requirements under the Act and the SEBI Listing Regulations, increased participation of the directors in the Board and committees meetings coupled with the role and responsibilities of the Board.
- c) The Board recommends the resolution set forth in item no. 6 of this Notice, for approval of the Members by way of Ordinary Resolution.
- d) All the Non-Executive Directors are interested, in the said resolution, to the extent of commission sought to be paid. None of the Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

### Item No 06:

- a) All the Non-Executive Directors of the Company are entitled to receive remuneration by way of commission collectively not exceeding 1% per annum of the net profits, individually not exceeding Rs. 5,000/- per annum to each such Director, in terms of resolution

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

Place: Yamunanagar- 135 001(Hry.)      (Ashish Kumar)  
Dated : August 2, 2024                              Company Secretary

### ANNEXURE TO NOTICE DATED August 1, 2024)

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING**  
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of the Director	Mr. Ranjit Puri	Mr. Kapil Bhalla
Age (in years)	84 Years	68 Years
Date of Appointment on the Board	May 1, 1996	November 14, 2019
Qualifications	B.Sc., Industrial Management from the Massachusetts Institute of Technology (USA).	Chartered Accountant
Relationships between Directors, Manager and other Key Managerial Personnel	Father of Mr. Aditya Puri, Director	None

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Name of the Director	Mr. Ranjit Puri	Mr. Kapil Bhalla
Terms and conditions of appointment / reappointment	Liabile for retirement by rotation	As per resolution set forth in item no. 5 of this Notice
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	They shall be paid remuneration in the capacity of Non-Executive Director by way of profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013, in addition to sitting fees for attending Board Meetings/ its committee meetings, as may be decided by the Board/Members from time to time. Both these Directors were paid Rs. 15,000/- each, as fee for attending last Board meeting and Rs. 5,000/- each, as Directors' commission for the year 2023-24.	
Nature of his expertise in specific function areas along with experience (in years)	Over 60 years experience in Managing and Guiding the Companies and its Executive Management.	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	4 (Four)	4(Four)
Other Directorship	i). Isgec Heavy Engineering Ltd . ii). Saraswati Sugar Mills Ltd. iii). Jullundur Motor Agency (Delhi) Ltd. iv). Isgec Engineering and Projects Ltd.	i) Investrade Securities India Pvt. Ltd. ii) Stocktrade Securities Pvt. Ltd.
Chairman/ Member of Committee of the Board of Companies in which he/she is a Director	<b>Isgec Heavy Engineering Limited:</b> -Chairman,Stakeholders Relationship and Grievances Committee and -Chairman, Corporate Social Responsibility Committee <b>The Yamuna Syndicate Limited:</b> -Chairman,Stakeholders Relationship and Grievances Committee <b>Saraswati Sugar Mills Limited:</b> -Chairman, Corporate Social Responsibility Committee	<b>The Yamuna Syndicate Limited</b> -Member, Audit Committee -Member, Nomination & Remuneration Committee
Shareholding of Director as on March 31, 2024	77386 (25.18%) -self and 70642 (22.98%)-Ranjit Puri(HUF)	Nil
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Mr. Kapil Bhalla is a Chartered Accountant and having good 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. The Board and Nomination and Remuneration Committee have evaluated the performance of Mr. Kapil Bhalla and concluded that he possess the relevant skill and capabilities to discharge the role of Independent Director.