



**Uploaded on BSE Listing Centre
Website :<http://listing.bseindia.com>**

Dated : 05.09.2018

Manager-Department of Corporate Services,
BSE Limited,
Registered Office : Floor 25,
PJ Tower, Dalal Street,
Mumbai- 400 001

Dear Sir,

Scrip Code : 540980 Scrip Id : YSL

Sub. : Proceedings of 64th Annual General Meeting

Dear Sir/Madam,

We are enclosing herewith Proceedings of 64th Annual General Meeting held on August 7, 2018.

This is for your record please.

Thanking you,

Yours Faithfully,

For The Yamuna Syndicate Ltd.


(Ashish Kumar)
Company Secretary

Encl. As Above

CORPORATE IDENTITY NUMBER (CIN)
L24101HR199PLC001837

Tel : +91-1732-255475, 255479
Fax : +91-1732-251802
E-mail : ceo@yamunasyndicate.com
companysecretary@yamunasyndicate.com
cfo@yamunasyndicate.com

THE YAMUNA SYNDICATE LIMITED
Registered Office : Radaur Road, Yamunanagar-135 001, Haryana
CIN: L24101HR1954PLC001837

Dated : August 17, 2018

Proceedings of the 64th Annual General Meeting of the Shareholders of The Yamuna Syndicate Limited held on Tuesday, the August 7, 2018 at 11:00 a.m. at the office premises of Saraswati Sugar Mills Ltd., Radaur Road, Yamunanagar-135 001 (Haryana).

PRESENT :

DIRECTORS :

<u>Sl. No.</u>	<u>Name of Director</u>	<u>Designation</u>
(1)	Mr. Ranjit Puri	: Chairman (Non-Executive-Non-Independent Director)
(2)	Mr. Aditya Puri	: Non-Executive-Non-Independent Director and Member of Audit Committee, Nomination & Remuneration Committee & Stakeholders' Relationship Committee
(3)	Mr. D.D. Sharma	: Non-Executive-Independent Director and Member of Audit Committee, Nomination & Remuneration Committee & Stakeholders' Relationship Committee
(4)	Mr. Vinod K. Nagpal	: Non-Executive-Independent Director and Chairman of Audit Committee, Nomination & Remuneration Committee & Stakeholders' Relationship Committee

KEY MANAGERIAL PERSONNEL:

<u>Sl. No.</u>	<u>Name</u>	<u>Designation</u>
(1)	Mr. P. Sunder	: Chief Executive Officer
(2)	Mr. Ashish Kumar	: Company Secretary
(3)	Mr. Mukesh Kumar Kamboj	: Chief Financial Officer

CHAIRMAN

Mr. Ranjit Puri, Chairman, took the chair.

QUORUM:

In aggregate, 19 (nineteen) members were present in person and 4(four) persons were present holding valid proxies for 5 (five) members having 21,288 number of equity shares.

The Chairman announced that the requisite quorum was present and called the meeting to order.

Following Statutory Registers and documents as prescribed under the Companies Act, 2013 were available for inspection:-

- i) Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013;
- ii) Register of contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013;
- iii) The audited Financial Statements of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon;
- iv) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, the report of Auditors thereon;
- v) Secretarial Audit Report;
- vi) Register of Proxies; and
- vii) Appointment Letter of Independent Directors.

The meeting commenced at 11:00 a.m. The Chairman welcomed the Shareholders to the 64th Annual General Meeting of the Company. The Chairman introduced the Board of Directors, Key Managerial Personnel to the Shareholders. He informed that Mrs. Reva Khanna, Director, could not attend the Annual General Meeting due to pre-occupation.

The Chairman informed the Shareholders that the Audited Financial Statements of the Company for the financial year ended March 31, 2018, along with reports of the Board of Directors and Auditors thereon, and the Secretarial Audit Report were sent to all the Shareholders through electronic mode or hardcopy, as per mandate.

The Notice convening the meeting, with the consent of the Shareholders present, taken as read.

The Chairman informed to the Shareholders that pursuant to the provisions of the Companies Act, 2013, read with rules framed there-under and the SEBI (Listing Obligations and Disclosures) Requirements) Regulations, 2015, the Company has extended the remote e-voting facility to the members of the Company in respect of resolutions placed before the meeting. The remote e-voting facility commenced at 09.00 a.m. on August 4, 2018, and ended at 5:00 p.m. on August 6, 2018.

The Chairman further informed that the Board of Directors had engaged the services of National Securities Depository Limited (NSDL), as the agency to provide e-voting facility and had appointed Mr. Himanshu Bajaj, Practicing Chartered Accountant (Membership No. 091050), as the Scrutinizer for the purpose of scrutinizing the voting process through Ballot Paper in the meeting and through remote e-voting facility. Mr. Himanshu Bajaj deputed his authorized representative Mr. Surender Kumar Kamboj, Practicing Chartered Accountant (Membership No. 501771) in the meeting to scrutinize the voting process.

The Chairman stated that the facility for voting through ballot paper is made available for all those members who are present at the meeting but have not cast their votes by availing the remote e-voting facility.

The Chairman then took up the Agenda items as mentioned in the Notice convening the Annual General Meeting.

As required under the Secretarial Standards on General Meetings, the Chairman, explained the implications of the resolutions and informed that if any member needs to seek any further clarification and/or offer comments, may do it after the implications would be explained.

As Ordinary Business:

Resolution No. 1:

Consideration and Adoption of (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2018, 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, 2018 together with the report of the Auditors thereon:

Mr. Ashish Kumar, Company Secretary, read the Auditors' Report.

The Chairman explained the members that the Auditors' Report and the Secretarial Audit Report does not contain any qualification, observations or comments or other remarks on the financial transactions or other matters, which have any adverse effect on the functioning of the Company.

The following Ordinary Resolution was proposed by Mr. Ranjit Puri, Chairman and seconded by Mr. S.K. Khorana :

“RESOLVED THAT the following financial statements be and are hereby received, considered and adopted unanimously:

- (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2018, 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, 2018, together with the reports of the Auditors thereon.”

The Chairman directed that voting on this item as well as on all other items shall be conducted at the end of the Meeting.

Resolution No. 2:

Declaration of Final Dividend on Equity Shares for the financial year ended March 31, 2018:

The Chairman stated that the Board of Directors has recommended final dividend of Rs. 30/- per equity share for the financial year ended March 31, 2018.

The following Ordinary Resolution was proposed by Mr. Lalit Kumar Bansal and seconded by Mr. Vinod Kumar Gupta :

“RESOLVED THAT final dividend @ Rs. 30/- per equity share, as recommended by the Board of Directors, for the year ended March 31, 2018, be and is hereby declared and be paid to the shareholders whose names appear on the Register of Members of the Company as on the Record Date i.e. July 31, 2018.”

Resolution No. 3:

Appointment of a Director in place of Mr. Aditya Puri (DIN : 00052534) who retires by rotation and is eligible for re-appointment :

Mr. Ranjit Puri, Chairman being interested, vacated the Chair and requested Mr. Vinod K. Nagpal, Director to take the Chair for this item.

Mr. Vinod K. Nagpal, Director, explained the implications.

The following Ordinary Resolution was proposed by Mr. S.K. Vohra and seconded by Mr. S.K. Sachdeva :

“RESOLVED THAT Mr. Aditya Puri, (DIN : 00052534), Director, retiring by rotation, be and is hereby re-appointed.”

Mr. Ranjit Puri, Chairman and Mr. Aditya Puri, Director, being interested did not participate and vote for this item.

Mr. Vinod K. Nagpal, Director requested Mr. Ranjit Puri, Chairman, to continue to conduct the meeting further.

As Special Business :

Resolution No. 4:

Appointment of Mrs. Reva Khanna (DIN: 00413270) as an Independent Director :

The following Ordinary Resolution was proposed by Mr. Sanjay Jain and seconded by Mr. Rajesh Mittal :

“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, Mrs. Reva Khanna (DIN: 00413270), who was appointed as an Additional Director by the Board of Directors at its meeting held on September 9, 2017, 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 an Independent Director to hold office for a term until the conclusion of Annual General Meeting to be held to consider the Accounts for the financial year ended March 31, 2022 and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

On the invitation of Chairman, Shareholders addressed the Meeting, gave their suggestions and sought clarifications on the Company’s business. The Chairman responded to the queries and provided clarifications.

The Chairman requested the Shareholders present in person or by proxy to cast their votes on all the resolutions by way of Ballot Paper, which were distributed. He stated that voting by Ballot Paper is to be exercised by only those Members who have not cast their vote through remote e-voting.

Mr. Surinder Kumar Kamboj, authorized representative of Mr. Himanshu Bajaj, Scrutinizer, conducted the voting by way of Ballot Paper.

Thereafter, the Chairman stated that the results of the voting on all the four Resolutions as mentioned in the Notice convening the Annual General Meeting would be announced by Mr. Ashish Kumar, Company Secretary, on receipt of Scrutinizer Report and will be placed on the website of the Company www.yamunasyndicate.com and will be sent to the Bombay Stock Exchange within prescribed time as per Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Chairman then thanked the Shareholders for their participation in the meeting.

The meeting was concluded at 11:15 a.m. with a vote of thanks to the chair.

Result of Voting

On the basis of the Scrutinizer's Report in prescribed Form MGT-13 dated August 8, 2018, Mr. Ashish Kumar, Company Secretary, announced the results of voting on August 8, 2018 as under:-

Resolution No.	Description of Resolution	Mode of Voting	No. of votes Polled	Votes in Favour		Votes Against	
				No. of Share	(%)	No. of Shares	(%)
1.	Consideration and Adoption of (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2018, 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, 2018 together with the report of the Auditors thereon	Poll	230791	230791	100	0	0
		E-voting	0	0	0	0	0
2.	Declaration of Final Dividend on Equity Shares for the financial year ended March 31, 2018.	Poll	230791	230791	100	0	0
		E-voting	0	0	0	0	0
3.	Appointment of a Director in place of Mr. Aditya Puri (DIN : 00052534) who retires by rotation and is eligible for re-appointment.	Poll	680	680	100	0	0
		E-voting	0	0	0	0	0
4.	Appointment of Mrs. Reva Khanna (DIN: 00413270) as an Independent Director.	Poll	230791	230791	100	0	0
		E-voting	0	0	0	0	0

All the above 4(four) Ordinary Resolutions were approved and duly passed with requisite majority.

For The Yamuna Syndicate Ltd.

(ASHISH KUMAR)
COMPANY SECRETARY
(MEMBERSHIP NO. F7846)

For The Yamuna Syndicate Ltd.

(RANJIT PURI)
CHAIRMAN
(DIN : 00052459)

Date: 31.08.2018
Place: New Delhi