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September 7, 2019

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

Dear Sir,

Furnishing of Information as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Scrip Code : 540980 Scrip Id : YSL

Sub. : 65th Annual General Meeting Proceedings

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Proceedings of the 65th Annual General Meeting of the Company, held on August 10, 2019. Summary of such proceedings have already been filed on August 10, 2018.

The above is for your information and record please.

Yours faithfully,
For The Yamuna Syndicate Limited
(Ashish Kumar)
Company Secretary
CS Membership Number: F7846



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, Yamunagar-135 001, Haryana
CIN: L24101HR1954PLC001837

Proceedings of the 65th Annual General Meeting of the Shareholders of The Yamuna Syndicate Limited held on Saturday, the August 10, 2019 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
(5)	Mrs. Reva Khanna	: Non-Executive-Independent Director and Member of Audit 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, 22 (twenty-two) members were present in person and 4(four) persons were present holding valid proxies for 5 (five) members having 28,450 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, 2019, 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, 2019, the report of Auditors thereon;
- v) Secretarial Audit Report; and
- vi) Register of Proxies

The meeting commenced at 11:00 a.m. The Chairman welcomed the Shareholders to the 65th Annual General Meeting of the Company. The Chairman introduced the Board of Directors, Key Managerial Personnel to the Shareholders.

The Chairman informed the Shareholders that the Audited Financial Statements of the Company for the financial year ended March 31, 2019, 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 7, 2019, and ended at 5:00 p.m. on August 9, 2019.

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. Rajinder Kumar Bhalla, Practicing Company Secretary (Membership No. A-10525), as the Scrutinizer for the purpose of scrutinizing the voting process through Ballot Paper in the meeting and through remote e-voting facility. Mr. Rajinder Kumar Bhalla was present 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, 2019, 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, 2019 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. Sachdeva :

“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, 2019, 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, 2019, 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 Dividend on Equity Shares for the financial year ended March 31, 2019:

The Chairman stated that the Board of Directors has recommended final dividend of Rs. 40/- per equity share for the financial year ended March 31, 2019.

The following Ordinary Resolution was proposed by Mr. Vinod Kumar Gupta and seconded by Mr. S.K. Vohra :

“RESOLVED THAT final dividend @ Rs. 40/- per equity share, as recommended by the Board of Directors, for the year ended March 31, 2019, 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, 2019.”

Resolution No. 3:

Appointment of a Director in place of Mr. Ranjit Puri (DIN : 00052459) 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. R.K. Verma and seconded by Mr. Jai Prakash Jain :

“RESOLVED THAT Mr. Ranjit Puri, (DIN : 00052459), 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:

Payment of Commission to Non- Executive Directors:

Mr. Ranjit Puri, Chairman being interested, vacated the Chair again and requested Mr. S. K. Khorana, one of the members present in the meeting to take the Chair for this item as all the present Directors were interested in this item.

Mr. S.K. Khorana, explained the implications.

The following Ordinary Resolution was proposed by Mr. S.K. Khorana and seconded by Mr. Kishore Chatnani :

“RESOLVED THAT in accordance with the provision of Section 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, the Rules framed under the Act and subject to all applicable approval(s) as may be required, the non-executive Directors, be collectively paid a commission of 1% of the net profit of the Company computed in the manner referred to in sub-section (1) of Section 198 of the Act, which shall be shared by each such Director equally, with effect from April 01, 2019 for a period of five years.

RESOLVED FURTHER THAT if in any relevant financial year the amount of such commission exceeds Rs. 5,000/- per annum for each such Director, then each such Director shall be paid Rs. 5,000/- 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 shall be paid the commission proportionately for that period.”

Mr. S.K. Khorana requested Mr. Ranjit Puri, Chairman, to continue to conduct the meeting further.

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. Rajinder Kumar Bhalla, 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 11:25 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 10, 2019, Mr. Ashish Kumar, Company Secretary, announced the results of voting on August 12, 2019 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, 2019, 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, 2019 together with the report of the Auditors thereon	Poll	237684	237684	100	0	0
		E-voting	10	10	100	0	0
2.	Declaration of Dividend on Equity Shares for the financial year ended March 31, 2019.	Poll	237684	237684	100	0	0
		E-voting	10	10	100	0	0
3.	Appointment of a Director in place of Mr. Ranjit Puri (DIN : 00052459) who retires by rotation and is eligible for re-appointment.	Poll	7573	7573	100	0	0
		E-voting	10	10	100	0	0
4.	Payment of Commission to Non-Executive Directors	Poll	7369	7369	100	0	0
		E-voting	10	10	100	0	0

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

For The Yamuna Syndicate Ltd.

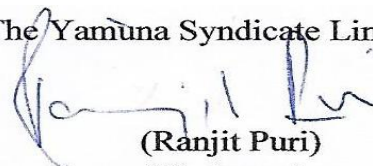


(Ashish Kumar)
Company Secretary
(Membership No. F7846)

Dated : 30.08.2019

Place : Yamunanagar-135001

For The Yamuna Syndicate Limited



(Ranjit Puri)
(Chairman)
(DIN : 00052459)

Dated : 31.08.2019

Place : New Delhi