



HO/CS/912

Dated: May 07, 2025

Mr. Praveen Soneja  
H.No. 2630, Sector 57,  
Gurugram-122001,

Dear Sir,

**APPOINTMENT AS AN ADDITIONAL DIRECTOR IN THE CATEGORY OF NON-EXECUTIVE  
INDEPENDENT DIRECTOR**

1. We wish to inform you that, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has approved your appointment as an Additional Director in the category of Non- executive, Independent Director of the Company, with effect from May 06, 2025 (date of appointment) for a first term of 5 (five) consecutive years, subject to the approval of shareholders of the Company within a period of three months from the date of appointment.
2. The Resolution passed by the Board of Directors is as under :

***“RESOLVED THAT** pursuant to Section 149, 150, 152, 161 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 of the Companies Act, 2013 and Regulation 16, 17 and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), **Mr. Praveen Soneja (DIN: 02827704),** who has submitted a declaration that he meets with the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who has consented to act as a Director, be and is hereby appointed as an Additional Director designated as Independent Director, for a first term of 5 (five) consecutive years commencing from the date his appointment, subject to approval of the Shareholders by way of Special Resolution within period of 3(three) months from the date of appointment.*

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**RESOLVED FURTHER THAT** Mr. P.Sunder, Chief Executive Officer, and Mr. Ashish Kumar, Company Secretary, be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the aforesaid appointment."

3. As an Independent Director of the Company, you will be entitled to following remuneration :-
- a) Board Meeting Fee : Rs. 20,000/- (Rupees Twenty Thousand) for each meeting to be attended.
  - b) TA & DA for attending the Board Meeting outside your Headquarter.
  - c) Commission: Rs. 25,000/- (Rupees Twenty Five thousand) per annum, subject to commission payable to all Non Executive Directors shall not exceed 1% of the Net Profit for the financial year.
4. You have to pass an online proficiency self-assessment test conducted by Indian Institute of Corporate Affairs (IICA) for Independent Directors, within a period of two years from the date of inclusion of your name in data bank of IICA.
5. As an Independent Director, you are required to abide by the provisions as specified in the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and SEBI (Prohibition of Insider Trading) Regulations, 2015 and amendment thereof.
- Paragraphs I, II & III of Schedule-IV of the Companies Act, 2013, with regard to professional conduct, rules, functions and duties, are enclosed for ready reference.
6. Pursuant to the provisions of the Listing Regulations, all Board members shall affirm compliance with the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and Code of Conduct for all Board members, where general guidance on the standards of conduct expected of the Directors including guidelines on conflict of interest are given.

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# The Yamuna Syndicate Limited

Regd. Office : Radaur Road, Yamunanagar-135001 (Haryana)  
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7. In accordance with the Companies Act, 2013, Independent Directors are required to hold at least one meeting in a financial year. The meeting shall review:-

- (a) The performance of non-independent directors and the Board as a whole;
- (b) performance of the Chairperson of the Company, taking into account the views of the other directors;
- (c) assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

For The Yamuna Syndicate Ltd.



Ashish Kumar

Company Secretary

Encl : Copy of paragraphs I,II & III of Schedule IV of Companies Act, 2013.



**SCHEDULE IV**

**I. Guidelines of professional conduct:**

An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a *bona fide* manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (7) refrain from any action that would lead to loss of his independence;
- (8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- (9) assist the company in implementing the best corporate governance practices.

**II. Role and functions:**

The independent directors shall:

- (1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) balance the conflicting interest of the stakeholders;
- (7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

### III. Duties :

The independent directors shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.