

THE YAMUNA SYNDICATE LIMITED

Regd. Office : Radaur Road, Yamunanagar - 135 001.

CIN : U24101HR1954PLC001837, Website : yamunasyndicate.com,

E-mail : yslsynr12@rediffmail.com Phone : 01732-255479, Fax : 01732-251802

01

NOTICE

Notice is hereby given that the 63rd Annual General Meeting of the Members of The Yamuna Syndicate Limited will be held on Saturday, September 9, 2017 at 11:00 a.m. at the office premises of Saraswati Sugar Mills Ltd., Radaur Road, Yamunanagar (Haryana) (opposite Registered Office of the Company), to transact the following business: -

As Ordinary Business:

1. To receive, consider and adopt:
 - (a) the audited financial statements of the Company for the financial year ended March 31, 2017 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, 2017 together with the reports of the Auditors thereon.
2. To declare final dividend (of Rs. 40 (Rupees forty) per Equity Shares for the financial year ended March 31, 2017.
3. To appoint a Director in place of Mr. Ranjit Puri (DIN: 00052459), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint statutory auditors and fix their remuneration:

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as may be applicable and pursuant to the recommendation of the Audit Committee, M/s. Moudgil & Co., Chartered Accountants (Firm Registration No.001010N), be appointed as statutory auditors of the Company, in place of retiring auditors M/s. K.C. Malhotra & Co., Chartered Accountants (Firm Registration No. 000057N), to hold office from the conclusion of this 63rd Annual General Meeting (AGM) to until the conclusion of the 68th Annual General Meeting (AGM), subject to the ratification by members every year, as applicable, at such remuneration as may be decided by the Board of Directors of the Company".

As Special Business:

5. **Re-appointment of Mr. Vinod K. Nagpal (DIN: 00147777) as an Independent Director:**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED AS A SPECIAL RESOLUTION THAT pursuant to the provisions of Section 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 Companies Act, 2013, Mr. Vinod K. Nagpal (DIN: 00147777), Director of the Company whose period of office is liable to termination by retirement of director - by rotation and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Act along with requisite deposit, proposing his candidature for the office of Director and who has submitted a declaration that he meets with the criteria of independence as provided in Section 149(6) of the Act and who is eligible for re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for another term until the conclusion of Annual General Meeting to be held to consider the Accounts for the financial year ended March 31, 2019 and that he 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."

THE YAMUNA SYNDICATE LIMITED

Regd. Office : Radaur Road, Yamunanagar - 135 001.

CIN : U24101HR1954PLC001837, Website : yamunasyndicate.com,

E-mail : ysynr12@rediffmail.com Phone : 01732-255479. Fax : 01732-251802

6. Re-appointment of Mr. D.D. Sharma (DIN: 00269699) as an Independent Director :

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED AS A SPECIAL RESOLUTION THAT pursuant to the provisions of Section 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 Companies Act, 2013, Mr. D.D. Sharma (DIN: 00269699), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Act along with requisite deposit, proposing his candidature for the office of Director and who has submitted a declaration that he meets with the criteria of independence as provided in Section 149(6) of the Act and who is eligible for re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for another term until the conclusion of Annual General Meeting to be held to consider the Accounts for the financial year ended March 31, 2019 and that he 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."

7. Alteration of Articles of Association of the Company:

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED AS A SPECIAL RESOLUTION THAT the Company approves the alteration of the Article 115-A of the Articles of Association of the Company in accordance with Section 14 of the Companies Act, 2013, as under:-

Article 115-A(1)(b) shall be substituted with the following: "that such sum be accordingly set free for distribution towards issuance of bonus shares and/or in the manner specified in clause (2), to the members who would have been entitled thereto, in any manner and proportion as may be approved by the members."

8. Increase in Authorized Share Capital of the Company :

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED AS A SPECIAL RESOLUTION THAT pursuant to the provisions of Section 13, 14, 61, 64 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the members be and is hereby granted to increase the Authorized Share Capital of the Company from Rs. 3,00,00,000 (Rupees three crore) divided into 3,00,000 number of Equity Shares of Rs. 100 (Rupees one hundred) each to Rs. 3,25,00,000 (Rupees three crore twenty five lakh) divided into 3,25,000 number of Equity Shares of Rs. 100 (Rupees one hundred) each ranking pari-passu with the existing shares of the Company."

"RESOLVED FURTHER THAT for clause V (Capital Clause) of the Memorandum of Association, the following clause be substituted:

V. The Authorized Share Capital of the Company is Rs. 3,25,00,000 (Rupees three crore twenty five lakh) divided into 3,25,000 number shares of Rs. 100 (Rupees one hundred) each. The Company shall have the power to increase or reduce its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the Company."

"RESOLVED FURTHER THAT for Article 3 of the Articles of Association of the Company, the following Article be substituted:

3. The Capital of the Company is Rs. 3,25,00,000 (Rupees three crore twenty five lakh) divided into 3,25,000 number of Equity Shares of Rs. 100 (Rupees one hundred) each"

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things as are necessary to give effect to increase in authorized share capital and necessary alterations in Memorandum & Articles of Association."

THE YAMUNA SYNDICATE LIMITED

Regd. Office : Radaur Road, Yamunanagar - 135 001.
CIN : U24101HR1954PLC001837, Website : yamunasyndicate.com,
E-mail : yslynr12@rediffmail.com Phone : 01732-255479. Fax : 01732-251802

03

9. Capitalization of Reserves of the Company by issuing Bonus Shares:

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 63 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 115-A of the Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions, as may be necessary from the appropriate authorities, a sum of Rs. 95,71,700 (Rupees ninety five lakh seventy one thousand and seven hundred) be capitalized out of the General Reserves and the Board of Directors of the Company be and is hereby authorized to issue and allot to the extent of the amount so capitalized, 95,717 (ninety five thousand seven hundred seventeen) number of fully paid-up equity shares of Rs. 100 (Rupees one hundred) each as bonus shares to the holders of the equity shares of the company, on a Record Date to be determined by the Board of Directors, in the following manner in view of the members of the Company classified as promoters ("Promoters") agreeing to waive their entitlement to Bonus Shares partly:

- a. Allotment of 38,627 (thirty eight thousand six hundred twenty seven) number of fully paid-up equity shares as bonus shares to the Shareholders other than the Promoters of the Company in the ratio of 01(one) equity share for every 01(one) equity share held by them; and
- b. Allotment of 57,090 (fifty seven thousand ninety) number of fully paid-up equity shares as bonus shares to the Promoters of the Company in the ratio of 0.33(zero point three three) equity share for every 01(one) equity share held by the Promoters of the Company and that the bonus shares shall be allotted in multiple of 1(one) and any Fractional entitlement shall be ignored."

"RESOLVED FURTHER THAT the aforesaid Bonus Shares shall rank pari-passu in all respect with the existing equity shares of the Company and shall be entitled to participate in any dividend (s) that may be declared after the Record Date as determined by the Board of Directors for the purpose of allotment of Bonus Shares."

"RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares, but the share certificates shall be completed and dispatched to the members within such time as prescribed by law and the relevant authorities."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient, and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary and its decision shall be final and binding."

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

Place : Yamunanagar- 135 001, Haryana
Dated : August 10, 2017

(Ashish Kumar)
Company Secretary

THE YAMUNA SYNDICATE LIMITED

Regd. Office : Radaur Road, Yamunanagar - 135 001.
 CIN : U24101HR1954PLC001837, Website : yamunasyndicate.com,
 E-mail : yslsynr12@rediffmail.com Phone : 01732-255479. Fax : 01732-251802

Notes :**1. Proxy:**

(i) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on a poll of himself/herself and a proxy need not be a member of the Company. Proxy, in order to be effective, must be received by the Company not less than 48 hours before the scheduled time of the meeting. A blank proxy form is annexed to the notice.

(ii) As per Section 105 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding 50(fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. Further, a member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. Corporate shareholders and other incorporated bodies shareholders *inter alia* Trust, HUF, etc. intending to send their authorized representative to attend the meeting are requested to bring along with them, a certified true copy of resolution of the board of directors or committee thereof/power of attorney, authorizing such person to attend and vote on its behalf at the meeting.

3. The members/proxies/authorized representatives are advised to bring original photo identity for verification, if required.

4. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically. The Shareholders may request for any communication to Company's email id : yslsynr12@rediffmail.com

5. Copy of the Board's Report, Auditors' Report and the Financial Statements for the financial year ended March 31, 2017 are enclosed.

6. Book Closure:

The Register of Members and Share Transfer Books of the Company shall remain closed from September 1, 2017 to September 9, 2017 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.

7. Payment of Dividend:

Dividend on Equity Shares for the year ended March 31, 2017 will be paid after declaration in the meeting :

(i) In respect of shares held in physical form, to those Members whose name appear on the Register of Members on September 9, 2017, after giving effect to all valid share transfers lodged with the Company on or before September 1, 2017.

(ii) In respect of shares held in electronic form, to those beneficial owners, whose names appear in the statements of beneficial ownership furnished by NSDL and CDSL, as at the end of business hours on September 1, 2017.

8. Members are requested to intimate change, if any, in their address, to the Company at its Registered Office.

9. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made there under, Shareholders are entitled to make a nomination in respect of shares held by them, Shareholders desirous of making nomination are requested to send their request in Form SH-13.

10. The Members, who have not yet lodged their claim for amounts of Dividend lying unclaimed with the Company, are hereby requested to lodge the same immediately with the Company. In term of Section 124 and Section 125 of the Companies Act, 2013, all shares in respect of which dividend has not been claimed for seven consecutive years, such shares shall be transferred to Investor Education and Protection Fund of the Central Government.

THE YAMUNA SYNDICATE LIMITED

Regd. Office : Radaur Road, Yamunanagar - 135 001.

CIN : U24101HR1954PLC001837, Website : yamunasyndicate.com,

E-mail : yslvr12@rediffmail.com Phone : 01732-255479, Fax : 01732-251802

05

11. Pursuant to Secretarial Standard-2 (SS-2) on "General Meetings", issued by the Institute of Company Secretaries of India, the Particulars of Director retiring by rotation and seeking re-appointment at the Annual General Meeting, are given hereunder :

Item No. 4

Name of the Director	Mr. Ranjit Puri
Date of Birth	04.03.1940
Age (in years)	77
Date of Appointment	01.05.1996
Qualification	B.Sc. Industrial Management from Massachusetts Institute of Technology (USA)
Board position held	Non-Executive Chairman & Promoter
Number of Board Meeting attended during financial year 2016-2017	04 (four)
Remuneration paid during financial year 2016-2017	Rs. 5000/- as Directors' Commission.
Remuneration sought to be paid during financial year 2017-2018	Equal share in collectively commission for all directors (a) 1% of net profits computed in the manner referred to in Section 198 of the Companies Act, 2013 or Rs. 5000/- whichever will be less.
Relationship with other Directors	Mr. Aditya Puri, Director-son
Nature of his expertise along with experience (in years)	36 years experience in Managing Companies
Term and condition of appointment/re-appointment	Liable to retirement by Rotation.
Other Directorship	i) Isgec Heavy Engineering Limited ii) Saraswati Sugar Mills Limited iii) Jullundur Motor Agency (Delhi) Limited. iv) Isgec Engineering & Projects Limited
Chairman/Member of Committees of the Board of Companies of which he is a Director	Isgec Heavy Engineering Ltd -Chairman-Stakeholders Relationship Committee -Chairman- Corporate Social Responsibility Committee Saraswati Sugar Mills Ltd. -Member- Audit Committee -Member- Nomination and Remuneration Committee -Chairman- Corporate Social Responsibility Committee
Shareholding of Director as on March 31, 2017	111301 (52.59%)

12. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and as per Secretarial Standard-2 (SS-2) on "General Meetings", relating to the Special Business to be transacted at the Meeting is annexed hereto.

THE YAMUNA SYNDICATE LIMITED

Regd. Office : Radaur Road, Yamunanagar - 135 001.
 CTN : U24101HR1954PLA001837, Website : yamunasyndicate.com.
 E-mail : yslsynr12@rediffmail.com Phone : 01732-255479. Fax : 01732-251802

ANNEXURE TO THE NOTICE DATED AUGUST 10, 2017**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 (SS-2) ON "GENERAL MEETINGS".****Item No. 5 & 6**

1. Mr. Vinod K. Nagpal is on the Board of Directors of the Company since February 15, 1992 and Mr. D.D. Sharma is on the Board of Directors since March 30, 1998, as Non-executive Directors.
2. In the Annual General Meeting dated August 4, 2014, Mr. Vinod K. Nagpal and Mr. D.D. Sharma were appointed as Independent Directors in term of Section 149 and other applicable provisions of the Companies Act, 2013 for a term of 2 (two) years.
3. Mr. Vinod K. Nagpal and Mr. D.D. Sharma thereafter, were reappointed in the Annual General meeting dated August 10, 2016 as Director without specifying any term with the condition that they would be liable to retire by rotation as the Company became unlisted Company.
4. In accordance with the Securities and Exchange Board of India ("SEBI") requirement, the Board decided to list the Equity Shares of the Company on the BSE Limited ("BSE") and the Company in accordance with the direction of the BSE, has filed an Action Plan for listing of its shares. Accordingly, the re-appointment of Mr. Vinod K. Nagpal and Mr. D.D. Sharma should be for a term upto five years from the expiry of the last term of their appointment as Independent Director in terms of Section 149 (10) of the Companies Act, 2013 by way of Special Resolution.
5. The Board of Directors of your Company, on the recommendation of Nomination and Remuneration Committee, has recommended re-appointment of Mr. Vinod K. Nagpal and Mr. D.D. Sharma in its meeting held on August 9, 2017, as an Independent Director on the Board of Directors in terms of Section 149 and other applicable provisions of the Companies Act, 2013 to hold office until the conclusion of Annual General Meeting to be held to consider the Accounts for the financial year ending March 31, 2019 and that they shall not be liable to retire by rotation.
6. Individual notices in writing under Section 160 of the Companies Act, 2013 have been received along with necessary deposits from members, signifying their intention to propose the re-appointment of the aforesaid Directors as Independent Directors.
7. The Company has also received declarations from Mr. Vinod K. Nagpal and Mr. D.D. Sharma confirming that they meet the criteria of independence as prescribed under the Companies Act, 2013.
8. In the opinion of the Board, Mr. Vinod K. Nagpal and Mr. D.D. Sharma fulfill all the conditions specified in the Act and rules made there under and they are independent of the management.
9. A copy of the draft letter for the re-appointment of Mr. Vinod K. Nagpal and Mr. D.D. Sharma as an Independent Director setting out the terms and conditions would be available for inspection at the registered office of the company by members without any fees during normal business hours and will also be available for inspection at the meeting.
10. In view of long, rich experience, continued valuable guidance to the management and based on the evaluation made by the Board on the performance of Mr. Vinod K. Nagpal and Mr. D.D. Sharma, the Board of Directors of your Company recommend the resolutions in relation to re-appointment of Mr. Vinod K. Nagpal and Mr. D.D. Sharma as Independent Directors, for the approval by the shareholders of the Company.
11. Mr. Vinod K. Nagpal and Mr. D.D. Sharma are interested in their respective resolutions, as it related to their re-appointment. None of the other Directors and key managerial personnel of the Company or their relatives, are in any way, directly or indirectly concerned or interested, financially or otherwise, in these resolutions.

THE YAMUNA SYNDICATE LIMITED

Regd. Office : Radaur Road, Yamunanagar - 135 001.

CIN : U24101HR1954PLC001837, Website : yamunasynthetic.com,

E-mail : yslsynr12@rediffmail.com Phone : 01732-255479, Fax : 01732-251802

07

12. Pursuant to Secretarial Standard-2 (SS-2) on "General Meetings", the particulars of Mr. Vinod K. Nagpal and Mr. D.D. Sharma are given hereunder :-

Name of the Director	Mr. Vinod K. Nagpal	Mr. D.D. Sharma
Date of Birth	23.01.1948	12.04.1936
Age (in years)	69	81
Date of Appointment	15.02.1992	30.03.1998
Qualification	B.Com., F.C.A.	B.Sc. & B.Sc. Engineering Mechanical
Board position held	Non-Executive Independent Director	Non-Executive Independent Director
Number of Board Meeting attended during financial year 2016-2017	04 (four)	03 (three)
Remuneration paid during financial year 2016-2017	Rs. 5000/- as Directors' Commission.	Rs. 5000/- as Directors' Commission.
Remuneration sought to be paid during financial year 2017-2018	Equal share in collectively commission for all directors @1% of net profits computed in the manner referred to in Section 198 of the Companies Act, 2013 or Rs. 5000/-, whichever will be less.	
Relationship with other Directors	None	None
Nature of his expertise along with experience (in years)	43 years experience as practicing Chartered Accountant	51 years experience as Technical Advisor
Term and condition of appointment/re-appointment	As per resolution given in Notice	As per resolution given in Notice
Other Directorship	i) Isgce Heavy Engineering Limited ii) The Lake Palace Hotels & Motels Private Limited iii) South Asia Consultants Private Limited	None
Chairman/Member of Committee of the Board of Companies of which he is a Director	Isgce Heavy Engineering Ltd -Chairman Audit Committee and Nomination & Remuneration Committee	None
Shareholding of Director as on March 31, 2017	56 (0.03%)	50 (0.02%)

THE YAMUNA SYNDICATE LIMITED

08

Regd. Office : Radaur Road, Yamunanagar - 135 001.
CIN : U24101HR1954PLC001837, Website : yamunasyndicate.com,
E-mail : yslsynr12@rediffmail.com Phone : 01732-255479, Fax : 01732-251802

Item No. 7

1. The new Section 63 of the Companies Act, 2013, deals with the issue of Bonus Shares. The provision provides that fully paid-up Bonus Shares can be issued to the Members of a company in any manner whatsoever.
2. The Board of Directors in its meeting held on August 9, 2017, approved the alteration in the Article 115-A(1) of the Articles of Association of the Company so as to make it in accordance with the Companies Act, 2013.
3. None of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 8

1. The present Authorized Share Capital of the Company is Rs. 3,00,00,000 (Rupees three crore) dividend into 3,00,000 equity shares of Rs. 100 (Rupees one hundred).
2. The Board of Directors, in its meeting held on August 9, 2017 has recommended for approval of the Shareholders in this Annual General Meeting, increase in Authorized Share Capital to Rs. 3,25,00,000 (Rupees three crore twenty five lakh) divided into 3,25,000 equity shares of Rs. 100 (Rupees one hundred).
3. The increase in Authorized Share Capital will enable the Company to issue further shares by way of Bonus Shares, as recommended by the Board of Directors of your Company in its meeting held on August 9, 2017.
4. The Company is also required to alter its Memorandum & Articles of Association to accommodate the increase in Authorized Share Capital of the Company.
5. None of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution.
6. The Board of Directors of your Company recommends this Resolution for your approval.

Item No. 9

1. In accordance with Securities and Exchange Board of India ("SEBI") Circulars applicable to companies exclusively listed on non-operational stock exchanges ("ELC's") such as the Delhi Stock Exchange (now de-recognized), your Company has filed an Action Plan for listing of its shares on the BSE Limited ("BSE"). BSE has issued direct listing norms ("Direct Listing Norms") which are required to be complied with listing companies under direct listing.
2. As per Direct Listing Norms referred to hereinabove:-
 - i. the Company is required to have a minimum issued, fully paid up and listed equity capital of Rs. 3,00,00,000 (Rupees three crore); and
 - ii. the Company is required to be in compliance with Regulation 38 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 which provides that a listed company has to comply with the minimum public shareholding requirements specified in Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 i.e. the public shareholding of a listed company should be at least 25% (twenty five percent).
3. BSE on the advice of SEBI has issued a Notice No. 20170727-18 dated July 27, 2017 mentioning as under:-
 - i. The ELC's (such as The Yamuna Syndicate Limited) request to allow issue of bonus shares so as to raise capital may be considered subject to compliance with condition as mentioned in Companies, Act 2013 by the ELC's.
 - ii. The ELC's which have requested further time to comply with the minimum public shareholding ("MPS") requirement and have made representation to list, may not be considered.

THE YAMUNA SYNDICATE LIMITED

Regd. Office : Radaur Road, Yamunanagar - 135 001.

CIN : U24101HR1954PLC001837, Website : yamunasyndicate.com,

E-mail : yslsynr12@rediffmail.com Phone : 01732-255479, Fax : 01732-251802

09

4. In view of the above, the Board of Directors of the Company, in order to fulfill the requirements of listing under the Direct Listing Norms, considered the matter in its meeting held on August 9, 2017, and decided to issue bonus shares to the Shareholders, with the Promoters foregoing their entitlement partly, that may arise from this issue.
5. The Board, after deliberation, recommended for approval of the shareholders, in this Annual General Meeting, issue of 95,717 (ninety five thousand seven hundred seventeen) number of fully paid-up Equity Shares of Rs. 100 (Rupees one hundred) each amounting to Rs. 95,71,700 (Rupees ninety five lakh seventy one thousand and seven hundred), as Bonus Shares to be allotted to the holders of Equity Shares of the Company, on a record date, to be decided by the Board of Directors in the following manner:-
 - Shareholders other than Promoters in the ratio of 01(one) equity share for every 01(one) existing equity share held by them; and
 - Promoters in the ratio of 0.33(zero point three three) equity share for every 01(one) equity share held by them and any Fractional entitlement shall be ignored.
6. As a result of the issuance of Bonus Shares, the issued, subscribed and paid-up share capital of the Company shall be increased to Rs. 3,07,36,500 (Rupees three crore seven lakh thirty six thousand five hundred), and the shareholding of public shareholders shall be 25.13% (twenty five point one three percent) of the total paid-up share capital. Thus, the Company shall be in compliance with the two conditions of the Direct Listing Norms mentioned hereinabove.
7. Directors and Key Managerial Personnel of your Company are interested in this Resolution to the extent of entitlement of Bonus Shares.
8. The Board of Directors of your Company recommends this Resolution for your approval.
9. **Dematerialization of Shares:**
 - (i) The Members may note that your Shares of the Company are now available for converting into dematerialization form. The ISIN code allotted by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to the Company is **INE868X01014** and the Company has appointed Share Transfer Agent M/s. Alankit Assignment Ltd., Alankit Heights, IH/13, Jhandewalan Extn., New Delhi- 110055 (Phone number 011-42541234, 23541234), e-mail sta@alankit.com
 - (ii) Therefore, the members holding shares in physical form are requested to get their shares dematerialized by approaching their respective Depository Participants, if they are already operating a Demat Account. Members who have not yet opened a Demat Account are requested to open an account and dematerialize their shares. For any assistance or guidance for dematerialization, Members are requested to contact the Share Transfer Agent, or send an email to yslsynr12@rediffmail.com. This will facilitate the credit of Bonus Shares to the Demat account of shareholders immediately after the record date.

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

Place : Yamunanagar- 135 001, Haryana
Dated : August, 10, 2017

(Ashish Kumar)
Company Secretary

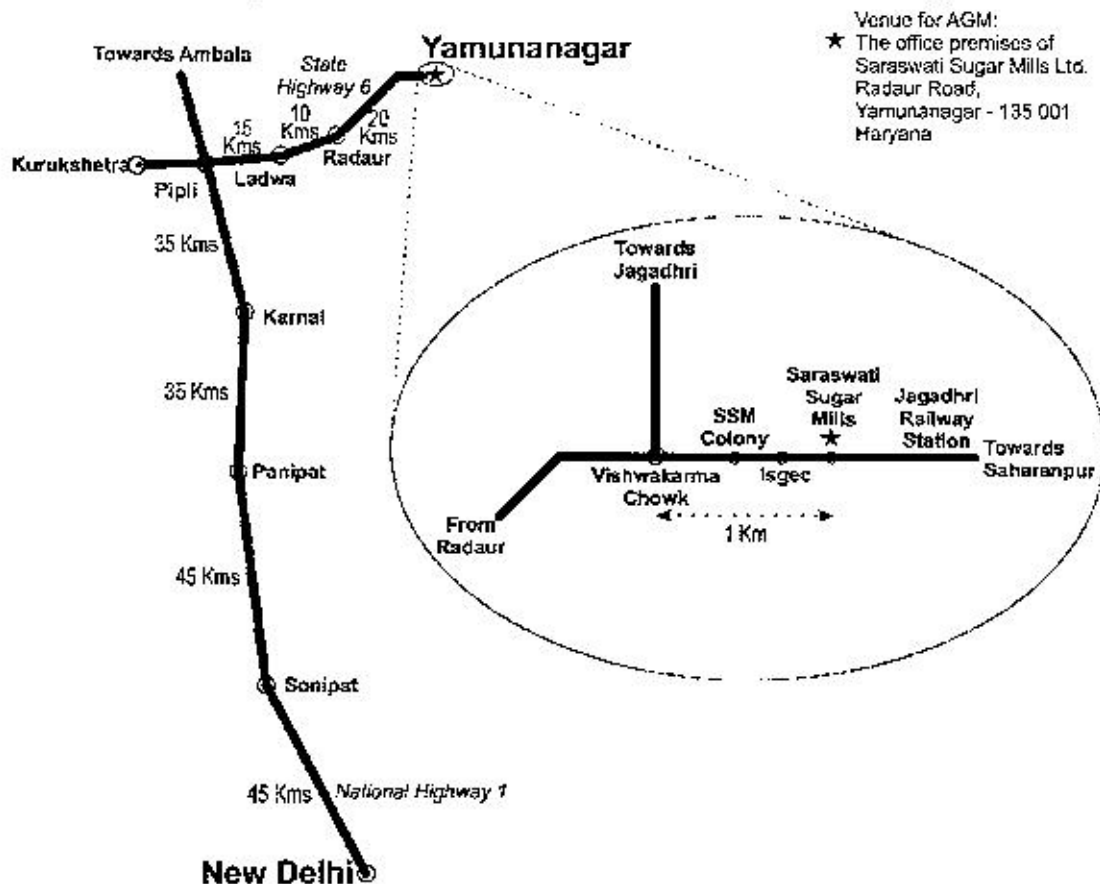
THE YAMUNA SYNDICATE LIMITED

Regd. Office : Radaur Road, Yamunanagar - 135 001.

CIN : U24101HR1954PLC001837, Website : yamunasyndicate.com,

E-mail : yslsynr12@rediffmail.com Phone : 01732-255479, Fax : 01732-251802

Route Map for the 63rd Annual General Meeting venue



Distance from New Delhi border - approx. 200 Km

All distances shown in the map are approx. & indicative.

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the hall.

Name of the Member	
Address of the Member	
Folio No./Client ID	
Number of Shares	

I hereby record my presence at the 63rd Annual General Meeting of the Company held at 11:00 a.m. on Saturday, September 9, 2017 at the office premises of Saraswati Sugar Mills Ltd., Radaur Road, Yamunanagar (Haryana) (opposite Registered Office of the Company).

Signature of Member/Proxy

THE YAMUNA SYNDICATE LIMITED

Regd. Office : Radaur Road, Yamunanagar - 135 001.

CIN : U24101HR1954PLC001837, Website : yamunasynndicate.com,

E-mail : yslsynr12@rediffmail.com Phone : 01732-255479, Fax : 01732-251802

Form No. MGT-II

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) :	
Registered Address :	
Email Id :	
Folio No./Client ID :	DP ID :

I/We, being the member(s) holding shares of the above named Company, hereby appoint

- Name :
Address :
E-mail ID : Signature : or failing him
- Name :
Address :
E-mail ID : Signature : or failing him
- Name :
Address :
E-mail ID : Signature : as my/our proxy

to attend and vote (on a poll) for me/us and on my/our behalf at the 63rd Annual General Meeting of the Company, to be held on September 9, 2017 at 11:00 a.m. at Yamunanagar and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Description of Resolution	Type of Resolution
Ordinary Business		
1(a).	Adoption of financial statements for the financial year ended March 31, 2017	Ordinary Resolution
1(b).	Adoption of consolidated financial statements for the financial year ended March 31, 2017.	Ordinary Resolution
2.	Declaration of Dividend on Equity Shares for the year ended March 31, 2017.	Ordinary Resolution
3.	Re-appointment of Mr. Ranjit Puri (DIN : 00052459), retiring by rotation	Ordinary Resolution
4.	Appointment of Statutory Auditors of the Company.	Ordinary Resolution
Special Business		
5.	Re-appointment of Mr. Vinod K. Nagpal (DIN : 0014777) as an Independent Director	Special Resolution
6.	Re-appointment of Mr. D.D.Sharma (DIN : 00269699) as an Independent Director	Special Resolution
7.	Alteration of Articles of Association of the Company	Special Resolution
8.	Increase in Authorised Share Capital of the Company	Special Resolution
9.	Capitalization of Reserves of the Company by issuing Bonus Shares	Ordinary Resolution

Signed this.....day of.....2017

Signature of shareholder Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed, stamped and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.