



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 68th (sixty eighth) Annual General Meeting ('AGM') of the Members of The Yamuna Syndicate Limited ('the Company') will be held on Thursday, **August 25, 2022, 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. To receive, consider and adopt :
 - (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2022 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, 2022 together with the Reports of the Auditors thereon.
2. To declare final dividend of Rs. 200/-(two hundred) per Equity Share of Rs. 100/- each, as recommended by Board of Directors, for the financial year ended March 31, 2022.
3. To appoint a Director in place of Mr. Kishore Chatnani (DIN: 07805465), who retires by rotation and being eligible, offers himself for re-appointment.
4. Re-appointment of the Statutory Auditors of the Company -

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

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time ("Act"), and

based on the recommendations of the Audit Committee and the Board of Directors, M/s. Moudgil & Co., Chartered Accountants (Firm Registration No. 001010N) be and are hereby re-appointed as statutory auditors of the Company for a second term of 5 (five) consecutive years from the conclusion of the 68th Annual General Meeting until the conclusion of the 73rd Annual General Meeting of the Company, to be held in the year 2027, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the company on recommendation of the Audit Committee of the Company.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to decide and/or alter the terms and conditions of the appointment of the statutory auditors under the provisions of the Act including their remuneration, as it may deem fit."

As Special Business:

5. Re-appointment of Mrs. Reva Khanna (DIN: 00413270) as an Independent Director:

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

"RESOLVED AS A SPECIAL RESOLUTION THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) read with Regulation 16(1)(b), 25 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the performance evaluation, recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Reva Khanna (DIN: 00413270), Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in

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Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of Directors of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years from the conclusion of the 68th Annual General Meeting until the conclusion of the 73rd Annual General Meeting of the Company, to be held in the year 2027.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval of the members be and is hereby accorded for the re-appointment of Mrs. Reva Khanna as an Independent Director of the Company, who is of 80 years of age.

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”

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

Place: Yamunanagar- 135 001(Hry.) (Ashish Kumar)
Dated: July 25, 2022 Company Secretary

Notes:

1. Pursuant to General Circular No. 14/2020 dated 8 April 2020, General Circular No. 17/2020 dated 13 April 2020, General Circular No. 20/2020 dated 5 May 2020, General Circular No. 02/2021 dated 13 January 2021, General Circular No. 21/2021 dated 14 December 2021 and General Circular No. 02/2022 dated 5 May 2022 issued by Ministry of Corporate Affairs (“MCA Circulars”) and Circular Nos. SEBI/HO/CFD/CMD1CIR/P/2020/79 dated 12 May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022 issued by the Securities and Exchange Board of India (“SEBI Circulars”), the 68th AGM of the Company is being conducted through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a venue. The deemed venue for the 68th AGM shall be the Registered Office of the Company.

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 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 Thursday, August 18, 2022 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 made available on first come first served basis. However, attendance of members holding more than 2% of the shares of the Company, Institutional Investors as on Thursday, August 18, 2022 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 Circulars, Notice of the AGM along with the Annual Report 2021-22 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 www.yamunasyndicate.com under Notices tab. The complete Annual Report is available in the Annual Reports Section under Financial Reports tab of the website of the Company. The Notice can also be accessed from the website of the BSE Ltd at www.bseindia.com and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. 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

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with Annual Report 2021-22 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.

8. Those members who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

a) Members who have not registered their email address and mobile nos. including address and bank details may please contact and validate/update their details with their respective Depository Participants, in case of shares held in electronic form and in case the shares are held in physical form with Registrar and Transfer Agents, M/s. Alankit Assignments Ltd., at rta@alankit.com or virenders@alankit.com

b) Members who have already registered their email addresses are requested to get their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, M/s. Alankit Assignments Ltd., to enable servicing of notices / documents / Annual Reports electronically to their email address.

9. The information required to be provided, under the SEBI (Listing Obligations and Disclosure Requirements Regulations), 2015, explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 and as per Secretarial Standard - 2 (SS-2) on "General Meetings", issued by Institute of Company Secretaries of India, relating to the special business to be transacted at the Meeting is annexed hereto.

10. Book Closure:

The Register of Members and Share Transfer Books of the Company shall remain closed from **Friday, August 19, 2022 to Thursday, August 25, 2022 (both days inclusive)**.

11. Investor's service request:

a) SEBI vide its Circular no. SEBI/HO/MIRSD_RTAMB/P/CIR/2021/655 dated 3 November 2021 read with Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December 2021, has introduced common and simplified norms for processing investor's service request by the Registrar and Share Transfer

Agent ("RTA") of the Company and mandatory norms for furnishing PAN, KYC and nomination details by holders of physical securities.

Members are requested to furnish PAN, postal address, email address, mobile number, specimen signature, bank account details and nomination by holders of physical securities and to furnish the documents/details, as given below:

Particulars	Form No.
PAN	Form No. ISR -1
Postal Address with PIN	
Email Address	
Mobile Number	
Bank Account Details (Name of the Bank, branch, account number and IFS Code)	Form No. ISR-2
Signature	

The aforesaid forms can be downloaded from the website of the Company at:

<https://www.yamunasyndicate.com/YamunaSyndicateInvestorServiceRequest.html>

b) Any service request shall be entertained by RTA only upon registration of the PAN, Bank details and the nomination. Further, in absence of the above information on or after 1 April 2023, the folios shall be frozen by the RTA in compliance with SEBI Circular. Any request on the said folio will be undertaken only after submission of the aforementioned information.

c) If the folios continue to remain frozen as on 31 December 2025, the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

d) Regulation 40 of Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its Circular dated 25 January 2022, has clarified that listed companies, with immediate effect, 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. In view of this,

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members holding shares in physical form are requested to consider converting their holdings to demat mode.

12. Nomination:

Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 and SEBI Listing Regulations, the members are entitled to make nomination in respect of shares held by them in physical form by submitting Form SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.yamunasyndicate.com/YamunaSyndicateInvestorServiceRequest.html>

The members are requested to submit the said form to the Registrar and Share Transfer Agent M/s. Alankit Assignments Limited.

13. Payment of Dividend:

Final Dividend on Equity Shares for the financial year ended March 31, 2022, will be paid after declaration by the members in the AGM:-

- (i) In respect of shares held in physical form, to those members, whose names appear on the Register of members of the Company on August 25, 2022, after giving effect to all valid transmission and transposition request lodged with the Company on or before August 18, 2022.
- (ii) In respect of shares held in electronic form, to those beneficial owners, whose names appear in the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as at the end of business hours on August 18, 2022.

14. 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

15. 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 Registrar and Share Transfer Agent or the Company Secretary, at the Company's registered office. 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 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 www.yamunasyndicate.com under Section "Unclaimed Dividends".

16. Instructions for attending the AGM through VC/OAVM:

- a) The Company has appointed National Securities Depository Limited (NSDL), to provide VC/OAVM facility for the AGM.
- b) 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.
- c) 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.
- d) 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.
- e) Further members will be required to use Internet with a good speed to avoid any disturbance during the meeting.

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- f) 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.
- g) 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 Monday, August 22, 2022 through email on companysecretary@yamunasyndicate.com or 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. Thursday, August 18, 2022.
- h) 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 on or before Monday, August 22, 2022. 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.

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

Thursday, August 18, 2022 shall be entitled to avail the facility of remote e-voting or e-voting on the day of the Meeting. 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 **Monday, August 22, 2022 at 9.00 A.M.** and ends on Wednesday, **August 24, 2022 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 Thursday, August 18, 2022, 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.

The members, whose names appear in the Register of members/list of Beneficial Owners as on Thursday, August 18, 2022, are entitled to vote on the Resolutions set forth in this Notice. 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. August 18, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company at 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 or call on toll free no. 1800-1020-990 and 1800-22-44-30. 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. August 18, 2022 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

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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 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.
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, follow the below steps:

1. Option to register is available at <https://eservices.nsdl.com>
2. Select “Register Online for IDeAS” Portal or click at <https://eservices.nsdl.com/secureWeb/IdeasDirectReg.jsp>
3. Please follow steps given in point 1-5 under Para A (i) above.
4. Please follow steps given in point 1-5 under Para A (i) above.

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.

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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, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- 2.After successful login of Easi/Easiest the user will be also able to see the e-voting Menu. The Menu will have links of ESP i.e. NSDL portal. Click on NSDL to cast your vote.
- 3.If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.

Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

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	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 18001020 990 and 1800224430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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.

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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 117002 then user ID is 1170021***

6. Your password details are given below:

- a. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b. 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.
- c. How to retrieve your 'initial password'?
 - i) 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 from evoting@nsdl.com 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'.

- ii) 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:

- a. Click on "[Forgot User Details/Password?](https://evoting.nsdl.com)" (If you are holding shares in your demat account with NSDL or CDSL) option available on <https://evoting.nsdl.com>.
- b. Click on "[Physical User Reset Password?](https://evoting.nsdl.com)" (If you are holding shares in physical mode) option available on <https://evoting.nsdl.com>.
- c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d. 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 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.

1. Select EVEN "120447" 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".
2. Now you are ready for e-voting as the voting page opens.

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3. 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.
4. Upon Confirmation, the message "Vote cast successfully" will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number from depository.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in
3. If you are an Individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained above.

Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in /1800 1020 990 and 1800 22 44 30.

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.

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, with a copy marked to evoting@nsdl.co.in. 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.

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.

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.

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.

The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company 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, where the shares of Company are listed.

The recorded transcript of the AGM shall, as soon as possible, be made available on the website of the Company www.yamunasyndicate.com in the Proceedings of Shareholders Meeting and voting results tab.

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

Place: Yamunanagar- 135 001(Hry.) (Ashish Kumar)
Dated: July 25, 2022 Company Secretary

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ANNEXURE TO THE NOTICE DATED JULY 25, 2022

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 04:

- a) M/s. Moudgil & Co., Chartered Accountants (Firm Registration No. 001010N)., were appointed as the Statutory Auditors of the Company at the 63rd Annual General Meeting ('AGM') held on September 9, 2017 for a term of 5 years, upto the conclusion of the ensuing 68th AGM of the Company dated August 25, 2022.
- b) M/s. Moudgil & Co. are eligible for re-appointment for a further period of 5 years. M/s. Moudgil & Co. have given their consent for their re-appointment as Statutory Auditors of the Company and have issued a certificate confirming that they are eligible for re-appointment in terms of Section 139 and 141 of the Companies Act, 2013 and the rules made there under.
- c) M/s. Moudgil & Co., are an old and established chartered accountancy firm, having been set up in the year 1969 with its operations adequately supported by qualified professionals and staff. M/s Moudgil & Co., are a multi-disciplinary Audit Firm catering to various clients in diverse sectors. M/s Moudgil & Co., have provided confirmation that they hold a valid certificate issued by the 'Peer Review Board of ICAI'.
- d) The Audit Committee and the Board, unanimously, recommends re-appointment of M/s. Moudgil & Co. Chartered Accountants, as statutory auditors for the second term from the conclusion of ensuing 68th AGM until the conclusion of 73rd AGM to be held in year 2027, as set out in the resolution in Item no. 4, for approval of the members as an Ordinary Resolution., taking into account their credentials and also based on the evaluation of the quality of audit work done by the statutory auditors.
- f) It is further proposed that the Board of Directors may be authorized to fix their remuneration and/or alter the terms and conditions of the appointment of the statutory auditors under the provisions of the Act, as it may deem fit. The Board of Directors on recommendation of the Audit Committee has proposed fees payable to statutory auditors at Rs. 2.50 lakhs plus out of expenses, for auditing accounts of the Company for the current financial year ending March 31, 2023.

- g) None of the directors or key managerial personnel or their relatives are interested financially or otherwise in the said resolution.

Item No 05:

- a) Mrs. Reva Khanna (DIN: 00413270) was appointed as an Independent Director at the 63rd AGM held on September 9, 2017 for a term of 5 years, upto the conclusion of the ensuing 68th AGM of the Company dated August 25, 2022.
- 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) Mrs. Reva Khanna 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 her. She 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 her candidature for the office of Director.
- d) Further, as per Regulation 17(1A) of Listing Regulations, 2015, approval of the members is required by special resolution for appointing or continuing office of non-executive director who has attained the age of seventy-five years. The approval pursuant to Regulation 17(1A) is sought for the re-appointment of Mrs. Reva Khanna as an Independent Director for her second term, as she is of 80 years of age.
- e) Mrs. Reva Khanna is a practicing qualified Chartered Accountant having experience for over five decades in accountancy and financial management skills. Her name is included in the Independent Directors data bank of Indian Institute of Corporate Affairs in compliance with the Rule 6(1) and 6(2) of Companies (Appointment and Qualification of Directors), Rules, 2014 and she is exempted to clear proficiency self-assessment test. She is Chairperson of Audit Committee and Nomination & Remuneration

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- Committee of the Company. The Board considers that her continued association would be of immense benefit to the Company.
- f) Based on performance evaluation and recommendation of Nomination and Remuneration Committee, the Board recommends re-appointment of Mrs. Reva Khanna as an Independent Director for a second term from the conclusion of ensuing 68th AGM until the conclusion of 73rd AGM to be held in year 2027, as set out in the resolution in Item no. 5.
- g) A copy of the draft letter for appointment of Mrs. Reva Khanna, 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.
- h) Apart from Mrs. Reva Khanna, who is interested herself, 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.
- i) Brief profile of Mrs. Reva Khanna, as required under SEBI Listing Regulations, 2015 and the Secretarial Standard – 2 and other provisions of applicable laws is annexed to the Notice.

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(ANNEXURE TO NOTICE DATED JULY 25, 2022)

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. Kishore Chatnani	Mrs. Reva Khanna
Age (in years)	56	80
Date of Appointment on the Board	June 27, 2020	September 9, 2017
Qualifications	<ul style="list-style-type: none"> - Bachelor of Engineering (with specialisation in Industrial Production Engineering) from MPIET, University of Nagpur; - Master of Business Administration (with specialization in Finance), from the Institute of Management Studies, Indore University. 	<ul style="list-style-type: none"> - B.A.(Hons) from Miranda House, Delhi University; - Chartered Accountant from Institute of Chartered Accountants of India.
Relationships between Directors, Manager and other Key Managerial Personnel	None	None
Terms and conditions of appointment / reappointment	Liable for retirement by rotation	As per resolution given in 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 fee for attending meetings of the Board, and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013, 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 2021-22.	
Nature of his expertise in specific function areas along with experience (in years)	Over 30 years' experience in Finance, Operations, Treasury, Investment Management, M&A, and Team Leadership.	Practicing Chartered Accountant with having experience for over five decades in accountancy and financial management skills.
Number of Meetings of the Board attended during the year	Five	Five
Other Directorship	<ul style="list-style-type: none"> i) Isgec Heavy Engineering Ltd ii) Isgec Engineering and Projects Ltd iii) Isgec Exports Ltd iii) Isgec Covema Ltd* iv) Free Look Software Private Ltd* iv) Eagle Press & Equipment Co. <p>* Joined w.e.f. 01.06.2022</p>	<ul style="list-style-type: none"> i) Intarch Services Private Ltd ii) Saraswati Sugar Mills Ltd

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Name of the Director	Mr. Kishore Chatnani	Mrs. Reva Khanna
Chairman/ Member of Committee of the Board of Companies in which he/she is a Director	Nil	<p>The Yamuna Syndicate Ltd. -Chairperson-Audit Committee & Nomination & Remuneration Committee</p> <p>Saraswati Sugar Mills Ltd. -Member-CSR Committee</p>
Shareholding of Director as on March 31, 2022	54 shares (0.02%)	(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	<p>Mrs. Reva Khanna is a practicing Chartered Accountant by profession. She is expert in accountancy and financial management skills. The Nomination and Remuneration Committee of the Company has evaluated the profile of Mrs. Reva Khanna and concluded that she possess the relevant skill and capabilities to discharge the role of Independent Director.</p>