
The Yamuna Syndicate Limited

Registered Office: Radaur Road, Yamunanagar – 135001, Haryana.

CIN: L24101HR1954PLC001837

Ph.: +91-1732-255479, Fax No.: +91-1732-251802

E-mail : companysecretary@yamunasyndicate.com Website : www.yamunasyndicate.com

NOTICE

Notice is hereby given that the 64th Annual General Meeting of the Members of The Yamuna Syndicate Limited will be held on Tuesday, August 7, 2018 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, 2018 together with the reports of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 together with the reports of the Auditors thereon.
2. To declare final dividend @ Rs. 30 (Rupees thirty) per Equity Shares for the financial year ended March 31, 2018.
3. To appoint a Director in place of Mr. Aditya Puri (DIN: 00052534), who retires by rotation and being eligible, offers himself for re-appointment.

As Special Business:

4. 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 an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) and 17 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Reva Khanna (DIN: 00413270), who was appointed as an Additional Director by the Board of Directors at its meeting held on September 9, 2017, in terms of Section 161(1) of the Act and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature for the office of Director and who has submitted a declaration that she meets with the criteria of independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director to hold office for a term until the conclusion of Annual General Meeting to be held to consider the Accounts for the financial year ended March 31, 2022 and that she shall not be liable to retire by rotation

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

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

Place : Yamunanagar- 135 001, Haryana

Dated : July 10, 2018

(Ashish Kumar)
Company Secretary

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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 : companysecretary@yamunasyndicate.com

5. Notice of AGM, Annual Report and other documents are being sent electronically to all members, whose e-mail IDs are registered with the Company/Depository Participants for communication purpose, unless any member has requested for a hard copy of the same. For Members who have not registered their email address, hard copy of the Notice, Annual Report and other documents are being sent in the permitted mode. These circulated documents are also available on the Company's website www.yamunasyndicate.com

6. **Book Closure:**

The Register of Members and Share Transfer Books of the Company shall remain closed from July 31, 2018 to August 7, 2018 (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, 2018 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 August 7, 2018, after giving effect to all valid share transfers lodged with the Company on or before July 30, 2018.

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- (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 July 30, 2018.
8. Members are requested to intimate change, if any, in their address, to the Company at its Registered Office or to the address of Registrar & Transfer Agent of the Company i.e. Alankit Assignment Limited at 1E/13 Jhandewalan Extension, New Delhi-110055 (Phone Number+91-011-42541234,23541234, e-mail address : rta@alankit.com).
9. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debenture) Rules, 2014, 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.
11. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank details for all members holding shares in physical form. Therefore, the Members are requested to submit their PAN and Bank Account details to the office of the Company or to address of Registrar & Transfer Agent of the Company, if not submitted earlier.
12. SEBI has also mandated vide notification dated June 8, 2018 that transfer of shares of a listed company shall be in dematerialized form only with effect from December 4, 2018. Therefore the Shareholders holding shares in physical form are requested to get your physical shareholding dematerialized with a Depository Participant of your choice at the earliest.
13. 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. 3

Name of the Director	Mr. Aditya Puri
Date of Birth	04.12.1967
Age (in years)	50 Years
Date of Appointment	23.11.1996
Qualification	B.A. (Honours), M.A. (CANTAB) ECON from Cambridge University (U.K.)
Board position held	Non-Executive Director & Promoter
Number of Board Meeting attended during financial year 2017-2018	06 (Six)
Remuneration paid during financial year 2017-18	Rs. 5000/- as Directors’ Commission.

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Remuneration sought to be paid during financial year 2018-19	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, Manager or Key Managerial Personnel	Son of Mr. Ranjit Puri, Chairman
Nature of his expertise in specific function areas along with experience (in years)	Industrialist, Managing Companies Experience: 26 years
Term and condition of appointment/re-appointment	Liable to retire by Rotation.
Other Directorship	i) Isgec Heavy Engineering Limited ii) Saraswati Sugar Mills Limited iii) Isgec Exports Limited iv) Isgec Covema Limited v) Isgec Engineering & Projects Limited vi) Isgec Hitachi Zosen Limited vii) Isgec Foster Wheeler Boilers Private Limited viii) Isgec Titan Metal Fabricators Private Limited ix) Isgec Redecam Enviro Solutions Pvt. Ltd.
Chairman/Member of Committee of the Board of Companies of which he is a Director	Isgec Heavy Engineering Limited Member -Audit Committee Member - Corporate Social Responsibility Committee Saraswati Sugar Mills Limited Member- Stakeholder Relationship Committee Member- Corporate Social Responsibility Committee Isgec Hitachi Zosen Limited Chairman- Corporate Social Responsibility Committee
Shareholding in the Company	60,859 (19.80%)

14. E-Voting:

Information and other instructions relating to e-voting are as under:

- i) In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meeting (SS-2), the Company is pleased to provide facility to the members to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electric voting system from a place other than venue of the AGM (“remove e-voting”) will be provided by National Securities Depository Limited (NSDL).
- ii) The remote e-voting period commences on **August 4, 2018 at 9:00 a.m.** and ends on **August 6, 2018 at 5:00 p.m.** During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 31, 2018, may cast their vote by

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remote e-voting. The remote e-voting module shall be disabled by NSDL for voting after 5:00 p.m. on August 6, 2018. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

iii) The process and manner for remote e-voting are as under: NSDL e-Voting system consists of “Two Steps” which are mentioned below:

A. Step 1 : Log-in to NSDL e-Voting system:

1. Open the web browser by typing the URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Click on the icon “Login” which is available under ‘Shareholders’ section.
3. Enter your User ID, your Password and a Verification Code as shown on the screen.

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.

4. 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 holding shares in Physical Form.	EVEN followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. 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’?

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- (i) If your email 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. Open the email and open the attachment i.e. a .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) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. 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?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.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.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.

B. Step 2: Cast your vote electronically on NSDL e-Voting system:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

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General Guidelines for shareholders:

- a) 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bajajin@gmail.com with a copy marked to evoting@nsdl.co.in.
- b) 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.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
- d) In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants or requesting physical copy] :
 - i. Initial password is provided at the bottom of the Attendance Slip for the AGM.
 - ii. Please follow all steps from Sl. No. A. (1) to B. (8) above, to cast vote.
- e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- f) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of July 31, 2018.
- g) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date, i.e., July 31, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Company/ RTA.
- h) 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?](#)” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- i) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- j) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- k) 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 only shall be entitled for voting at the AGM through ballot paper, in case he/she does not avail the facility of remote e- voting.
- l) Mr. Himanshu Bajaj, Practicing Chartered Accountant (Membership No. 091050) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

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- m) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutiner, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- n) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutiner’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- o) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz; www.yamunasyndicate.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

ANNEXURE TO THE NOTICE DATED JULY 10, 2018

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 (SS-2) ON “GENERAL MEETINGS”.

Item No. 3:

- a) The Board, on the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Mrs. Reva Khanna (DIN: 00413270), as an Additional Director (Independent) with effect from September 9, 2017. In terms of Section 161 (1) of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rule, 2014, Mrs. Reva Khanna holds office upto the date of this Annual General Meeting but is eligible for the appointment as Director.
- b) Mrs. Reva Khanna, has given a declaration to the Board that she meets with the criteria of independence as provided under Section 149 (6) of the Act.
- c) A notice in writing under Section 160 of the Companies Act, 2013 has been received from a member, signifying his intention to propose the appointment of Mrs. Reva Khanna as Independent Director.
- d) In the opinion of the Board, Mrs. Reva Khanna, is a person of integrity, possess the relevant expertise and experience and her association would be of immense benefit to the Company. She fulfills the conditions specified in the said Act and the rules made thereunder and is independent of the management of the Company. In terms of Section 149 of the Companies Act, 2013, an independent director shall hold office for two terms of upto 5 consecutive years each on the board of a Company. Further, in terms of Section 149(13) of the said Act, Independent Directors are not liable to retire by rotation.
- e) In view of above, the Board proposes to appoint Mrs. Reva Khanna, as an Independent Director of the Company for a term until the conclusion of Annual General Meeting to be held to consider the Accounts for the financial year ended March 31, 2022.
- f) Copy of the draft letter of appointment of Mrs. Reva Khanna, as an Independent Director is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

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- g) Apart from Mrs. Reva Khanna, who is interested herself, 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.
- h) As per Secretarial Standard-2 (SS-2) on “General Meetings”, the particulars of Mrs. Reva Khanna, are given hereunder:-

Name of the Director	Mrs. Reva Khanna
Date of Birth (dd/mm/yyyy)	22.08.1942
Age (in years)	75 Years
Date of Appointment	09.09.2017
Qualification	Chartered Accountant
Relationships between Directors, Manager or other Key Managerial Personnel	None
Remuneration paid during financial year 2017-18	Rs. 2795/- as Directors' Commission for the period 09.09.2017 to 31.03.2018.
Remuneration sought to be paid during financial year 2018-19	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.
Board position held	Non-Executive Independent Director
Terms and conditions of appointment	As per resolution given in Notice
Nature of her expertise in specific function areas along with experience (in years)	Chartered Accountant in Practice with 52 years experience
Number of Meetings of the Board attended during the year	2 (Two)
Other Directorship	Intarch Services Private Limited Saraswati Sugar Mills Limited
Chairperson/ Member of Committee of the Board of Companies in which she is a Director	Saraswati Sugar Mills Ltd. -Member -Audit Committee -Member - Corporate Social Responsibility Committee -Member-Nomination & Remuneration Committee
Shareholding in the Company	Nil

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

Place : Yamunanagar- 135 001, Haryana
Dated : July, 10, 2018

(Ashish Kumar)
Company Secretary

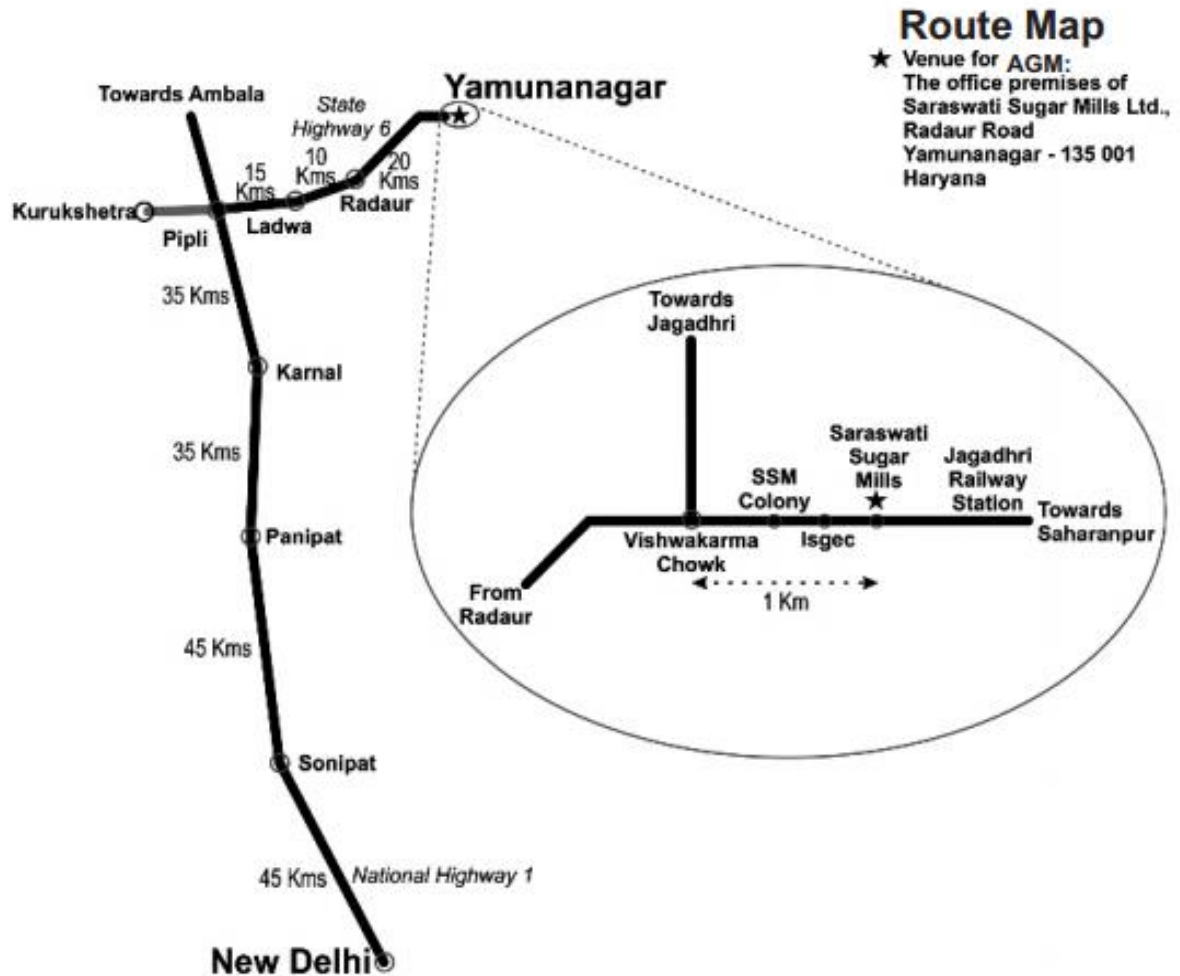
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Distance from New Delhi border - approx. 200 Km

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

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ATTENDANCE SLIP**Please fill attendance slip and hand it over at the entrance of the meeting hall**

Name of the Shareholder (In Block Letters)	
Address of the Shareholder	
DP Id*/Client Id*/Folio No.	
No. of Shares	

I hereby record my presence at the 64th ANNUAL GENREAL MEETING of the Company held on Tuesday, August 7, 2018 at 11:00 a.m. at the office premises of Saraswati Sugar Mills Limited, Radaur Road, Yamunanagar-135001. (Haryana).

*Applicable for shareholders holding shares in electronic form.

Signature of Shareholder/Proxy

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

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Form No. MGT-11

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 : .		
E.Mail Id :	Folio No/Client Id :	DP ID:

I/We, being the member(s) holdingshares 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 64th Annual General Meeting of the Company, to be held on August 7, 2018 at 11:00 a.m. at Yamunanagar and at any adjournment thereof in respect of such resolutions as are indicated below:

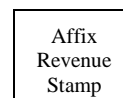
Ordinary Business

Item No.	Description of Resolution	Type of Resolution
1(a)	Adoption of financial statements for the financial year ended March 31, 2018.	Ordinary Resolution
1(b)	Adoption of consolidated financial statements for the financial year ended March 31, 2018.	Ordinary Resolution
2.	Declaration of Dividend on Equity Shares for the year ended March 31, 2018.	Ordinary Resolution
3.	Re-appointment of Mr. Aditya Puri (DIN : 00052534), retiring by rotation.	Ordinary Resolution

Special Business

Item No.	Description of Resolution	Type of Resolution
4.	Appointment of Mrs. Reva Khanna (DIN: 00413270) as an Independent Director	Ordinary Resolution

Signed this.....day of2018



Signature of shareholder Signature of Proxy holder(s)

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.